

*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.*

“100% basis”	the aggregate Coal Resources, Coal Reserves or coal production from our mines, Middlemount and the Watagan Mines, without taking into account our effective ownership interest therein
“A\$” or “Australian dollars”	Australian dollars, the lawful currency of Australia
“APCT”	Abbot Point Coal Terminal
“Application Form(s)”	the <b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s) or, where the context so requires, any of them, that are used in connection with the Hong Kong Public Offering
“ASIC”	Australian Securities and Investments Commission
“ASX”	ASX Limited and the financial market operated by it named Australian Securities Exchange
“ASX Listing Rules”	the Listing Rules of the ASX
“attributable basis”	the percentage interest attributable to our ownership, whether contractually or otherwise, in the aggregate JORC Coal Resources or JORC Coal Reserves in, or production from, our mines
“Australia Corporations Act”	the Corporations Act 2001 (Cth) of Australia, as amended or supplemented from time to time
“Australia Foreign Acquisitions and Takeovers Act”	the Foreign Acquisitions and Takeovers Act 1975 of Australia, as amended or supplemented from time to time
“Australian Entitlement Offer”	the accelerated renounceable entitlement offer being undertaken by the Company at or around the time of the Global Offering
“Australian Share Registry”	Computershare Investor Services Pty Limited
“BHP”	BHP Billiton Limited
“BLCP”	BLCP Power Limited
“Board” or “Board of Directors”	the board of directors of the Company
“BOCIF”	BOCI Financial Products Limited, one of the Watagan Bondholders

“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“C&A”	Coal & Allied Industries Limited
“C&A Acquisition”	our acquisition of 100% of the equity interest in C&A from Rio Tinto, which was completed on 1 September 2017
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Account”	a securities account maintained by a CCASS Participant with CCASS
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Centennial Coal”	Centennial Coal Company Limited
“CHESS”	Clearing House Electronic Subregister System for security transfers on the ASX
“Cinda”	Cinda International HGB Investment (UK) Limited
“Coal Reserve”	as defined in the JORC Code, i.e. the economically mineable part of a Measured and/or Indicated Coal Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified

“Coal Resource”	as defined in the JORC Code, i.e. a concentration or occurrence of solid material of economic interest in or on the Earth’s crust in such form, grade (or quality), and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade (or quality), continuity and other geological characteristics of a Coal Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Coal Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance” or “Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Yancoal Australia Ltd, a company incorporated under the laws of Australia with limited liability on 18 November 2004
“Competent Person”	has the meaning ascribed to it under Chapter 18 of the Listing Rules
“Competent Person’s Report”	the report prepared and/or supervised by the Competent Persons in compliance with Chapter 18 of the Listing Rules, the text of which is set out in <i>“Appendix III – Competent Person’s Report”</i>
“Constitution”	the constitution of the Company (as amended from time to time), as adopted by a resolution of the Shareholders on 26 June 2012 and last amended on 30 May 2014, a summary of which is set out in <i>“Appendix V – Summary of the Constitution of the Company and the Australia Corporations Act”</i>
“Controlling Shareholders”	has the meaning given to it in the Listing Rules and, unless the context requires otherwise, refers to Yanzhou and Yankuang
“CSIL”	China Shandong Investment Limited, a wholly owned subsidiary of Shandong Lucion Investment Holdings Group Co., Ltd.
“Director(s)”	the director(s) of the Company

“FOB”	free on board
“FY” or “financial year”	financial year ended or ending 31 December
“Glencore”	Glencore Coal Pty Ltd
“Glencore Transaction”	the sale by the Company of a 16.6% interest in HVO to Glencore, which was completed on 4 May 2018, resulting in the 51:49 HVO JV between us and Glencore
“Global Offering”	the Hong Kong Public Offering and the International Offering
“ <b>GREEN</b> Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “we”, “our” or “us”	unless otherwise indicated, the Company, its consolidated subsidiaries and the Company’s interests in associates, joint ventures and joint operations
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC, in its capacity as nominee for HKSCC (or any successor thereto) as operator of CCASS and any successor, replacement or assign of HKSCC Nominees Limited as nominee for the operator of CCASS
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 5,944,200 Shares initially being offered by the Company pursuant to the Hong Kong Public Offering (subject to reallocation as described in “ <i>Structure of the Global Offering</i> ”)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares to the public in Hong Kong for subscription at the Offer Price, on and subject to the terms and conditions set out in this prospectus and the Application Forms, as further described in “ <i>Structure of the Global Offering</i> ”

“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters listed in “ <i>Underwriting – Hong Kong Underwriters</i> ”, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 23 November 2018 relating to the Hong Kong Public Offering entered into among the Company, the Joint Global Coordinators, the Joint Sponsors and the Hong Kong Underwriters, as further described in “ <i>Underwriting</i> ”
“HVO”	the Hunter Valley Operations
“HVO JV”	the unincorporated HVO joint venture, which owns HVO and in which the Company holds a 51% interest
“HVOR”	HVO Resources Pty Ltd, a wholly owned subsidiary of MDP
“IBC”	Industrial Bank Co., Ltd., one of the Watagan Bondholders
“IFRS”	International Financial Reporting Standards
“independent third party”	any party who is not connected (within the meaning of the Listing Rules) with the Company, so far as the Directors are aware after having made reasonable enquiries
“Indicated Coal Resource”	as defined in the JORC Code, i.e. that part of a Coal Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed

“Inferred Coal Resources”	as defined in the JORC Code, i.e. that part of a Coal Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability
“International Offer Shares”	the 53,497,700 Shares initially being offered by the Company pursuant to the International Offering (subject to reallocation as described in “ <i>Structure of the Global Offering</i> ”) together with, where relevant, up to an additional 8,916,200 Shares which may be issued by the Company pursuant to any exercise of the Over-allotment Option
“International Offering”	the offer of the International Offer Shares (a) in the United States solely to QIBs pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or (b) outside the United States in offshore transactions in reliance on Regulation S, for subscription or purchase (as the case may be) at the Offer Price, in each case on and subject to the terms and conditions of the International Underwriting Agreement, as further described in “ <i>Structure of the Global Offering</i> ”
“International Underwriters”	the underwriters named in the International Underwriting Agreement, being the underwriters of the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering to be entered into among the Company, the Joint Global Coordinators and the International Underwriters on or about the Price Determination Date, as further described in “ <i>Underwriting</i> ”

“Joint Bookrunners”	Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering), Morgan Stanley & Co. International plc (in relation to the International Offering), CMB International Capital Limited, BOCI Asia Limited, Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering), Citigroup Global Markets Limited (in relation to the International Offering), CCB International Capital Limited, China Everbright Securities (HK) Limited, Cinda International Securities Limited, Haitong International Securities Company Limited and Zhongtai International Securities Limited
“Joint Global Coordinators”	Morgan Stanley Asia Limited, CMB International Capital Limited, BOCI Asia Limited and Citigroup Global Markets Asia Limited
“Joint Lead Managers”	Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering), Morgan Stanley & Co. International plc (in relation to the International Offering), CMB International Capital Limited, BOCI Asia Limited, Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering), Citigroup Global Markets Limited (in relation to the International Offering), CCB International Capital Limited, China Everbright Securities (HK) Limited, Cinda International Securities Limited, Haitong International Securities Company Limited and Zhongtai International Securities Limited
“Joint Policy Statement”	the Joint Policy Statement regarding the listing of overseas companies issued by the Stock Exchange and the SFC on 27 September 2013 and amended on 30 April 2018
“Joint Sponsors”	Morgan Stanley Asia Limited, CMB International Capital Limited and BOCI Asia Limited
“JORC Code”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 edition, which is used to determine resources and reserves, and is published by Joint Coal Reserves Committee on behalf of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia
“JVMC”	the joint venture management committee through which the Group and Glencore jointly control the HVO JV

“Latest Practicable Date”	18 November 2018, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Thursday, 6 December 2018, on which the Shares are first listed and from which dealings in the Shares are permitted to take place on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Maximum Offer Price”	HK\$25.84 per Offer Share, being the maximum subscription price in the Offer Price Range
“MDP”	Mitsubishi Development Pty Ltd
“Measured Coal Resource”	as defined in the JORC Code, i.e. that part of a Coal Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity
“Middlemount”	the Middlemount mine
“Middlemount JV”	Middlemount Coal Pty Ltd, a joint venture entity in which the Company holds a 49.9997% interest
“Minimum Offer Price”	HK\$23.48 per Offer Share, being the minimum subscription price in the Offer Price Range
“Moolarben”	the Moolarben mine
“Moolarben Acquisition”	the Company’s planned acquisition of an additional 4% interest in the Moolarben JV



“Moolarben JV”	the unincorporated Moolarben joint venture, which owns Moolarben and in which the Company holds an 81% interest
“Mount Thorley”	the Mount Thorley mine, which is operationally integrated with the Warkworth mine to form MTW
“Mount Thorley JV”	the unincorporated Mount Thorley joint venture, which owns Mount Thorley and in which the Company holds an 80% interest
“Mt”	million tonnes
“Mtpa”	million tonnes per annum
“MTW”	the Mount Thorley Warkworth Operations
“NCIG”	Newcastle Coal Infrastructure Group Pty Ltd, or where the context requires, Newcastle Coal Infrastructure Group coal export terminal, in which the Company holds a 27.0% interest as an associate.
“New Hope”	New Hope Corporation Limited
“NSW”	New South Wales, Australia
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of not more than HK\$25.84 and expected to be not less than HK\$23.48, such price to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and the Company on or before the Price Determination Date
“Offer Price Range”	HK\$23.48 to HK\$25.84 per Offer Share
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, together with, where relevant, any additional Shares which may be issued by the Company pursuant to any exercise of the Over-allotment Option

“Over-allotment Option”	the option expected to be granted by the Company under the International Underwriting Agreement to the International Underwriters, exercisable by the Stabilising Manager (or its affiliate or any party acting for it), pursuant to which the Company may be required to issue up to an additional 8,916,200 Shares (representing not more than approximately 15% of the number of Offer Shares initially being offered under the Global Offering) at the Offer Price, to, among other things, cover over-allocations in the International Offering, if any, as further described in “ <i>Structure of the Global Offering</i> ”
“Peabody Energy”	Peabody Energy Australia Pty Ltd
“PRC” or “China”	the People’s Republic of China, but for the purposes of this prospectus only, except where the context requires, references in this prospectus to PRC or China exclude Hong Kong, Macau and Taiwan
“Price Determination Date”	the date, expected to be on or about Thursday, 29 November 2018, on which the Offer Price will be determined and, in any event, not later than Wednesday, 5 December 2018
“Pro Forma Transactions”	the C&A Acquisition, Glencore Transaction and Warkworth Transaction
“PWCS”	Port Waratah Coal Services Pty Ltd, or where the context requires, the Port Waratah Coal Services coal export terminal, in which the Company holds a 30.0% interest as an associate
“QIB”	a qualified institutional buyer within the meaning of the Rule 144A
“QLD”	Queensland, Australia
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Underwriters, the Controlling Shareholders, any of their or the Company’s respective directors, officers, agents, or representatives or advisers or any other person involved in the Global Offering
“RGTCT”	RG Tanna Coal Terminal
“Rio Tinto”	Rio Tinto Limited

“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SCNs”	Subordinated capital notes issued by Yancoal SCN in December 2014 in the amount of A\$2.3 billion and redeemed in full on 31 January 2018
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shareholder(s)”	holder(s) of Shares
“Shares”	ordinary shares in the share capital of the Company
“Stabilising Manager”	Morgan Stanley Asia Limited
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Stabilising Manager (or its affiliate) and Yanzhou
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Syndicated Facility”	a secured loan facility with a maximum credit limit of US\$2,900 million that the Company obtained in 2009 with a syndicate of banks, including Bank of China Limited, Sydney Branch, China Development Bank Limited, Hong Kong Branch, and China Construction Bank Limited, Hong Kong Branch
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“tonnes”	metric tonne or 1,000 kilograms
“Track Record Period”	the three years ended 31 December 2017 and the six months ended 30 June 2018
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“UNE”	United NSW Energy Limited, one of the Watagan Bondholders

“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“US\$” or “US dollars”	Dollars, the lawful currency of the U.S.
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“Warkworth”	the Warkworth mine, which is operationally integrated with the Mount Thorley mine to form MTW
“Warkworth JV”	the unincorporated Warkworth joint venture, which owns Warkworth and in which the Company holds a 55.574% interest
“Warkworth Transaction”	the Company’s acquisition of an additional 28.9% interest in the unincorporated Warkworth JV from MDP, which was completed on 7 March 2018
“Watagan”	Watagan Mining Company Pty Ltd, a company with limited liability incorporated under the laws of New South Wales, Australia on 14 December 2015 and a wholly-owned subsidiary of the Company
“Watagan Agreements”	agreements entered into among Watagan, the Company and the Watagan Bondholders in connection with the issuance of the Watagan Bonds
“Watagan Board”	the board of directors of Watagan
“Watagan Bondholders” or “Bondholders”	IBC, BOCIF and UNE
“Watagan Bonds”	US\$775 million nine-year secured bonds issued on 31 March 2016 by Watagan to the Watagan Bondholders
“Watagan Group”	Watagan and its subsidiaries
“Watagan Loan”	a loan from the Company to Watagan of A\$1,363 million to fund the purchase of the Ashton, Austar and Donaldson mines in March 2016, bearing interest at the bank bill swap rate on the first day of each interest period plus 7.06% with a maturity date of 1 April 2025
“Watagan Mines”	the Ashton, Austar and Donaldson mines

“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>White Form eIPO</b> at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Whitehaven”	Whitehaven Coal Limited
“WICET”	Wiggins Island Coal Export Terminal Pty Ltd, or where the context requires, the Wiggins Island Coal Export Terminal, in which the Company holds a 9.4% interest as an associate
“Yancoal International”	Yancoal International (Holding) Co., Limited, a company with limited liability incorporated under the laws of Hong Kong on 13 July 2011 and a wholly-owned subsidiary of Yanzhou
“Yancoal SCN”	Yancoal SCN Ltd, a limited liability company incorporated under the laws of Australia on 13 November 2014 and a wholly-owned subsidiary of the Company
“Yankuang”	Yankuang Group Company Limited (兗礦集團有限公司), a company with limited liability reformed and established under the laws of the PRC on 12 March 1996, the controlling shareholder of Yanzhou and the ultimate controlling shareholder of the Company
“Yankuang Group”	Yankuang and its subsidiaries (excluding the Yanzhou Group)
“Yanzhou”	Yanzhou Coal Mining Company Limited (兗州煤業股份有限公司), a joint stock limited company incorporated in the PRC on 25 September 1997, the H shares and A shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange, respectively, a subsidiary of Yankuang and a controlling shareholder of the Company
“Yanzhou Group”	Yanzhou and its subsidiaries (excluding the Group)

In this prospectus, unless the context otherwise requires, the terms “**associate**”, “**close associate**”, “**connected person**”, “**core connected person**”, “**connected transaction**”, “**subsidiary**” and “**substantial shareholder**” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

Unless otherwise specified, certain amounts denominated in Australian dollars or US dollars have been translated into HK dollars at an exchange rate of A\$1.00 = HK\$5.7405 and US\$1.00 = HK\$7.8295, respectively, and certain amounts denominated in Renminbi have been translated into Australian dollars at an exchange rate of RMB1.00 = A\$0.1966, in each case for illustrative purposes only and such conversions shall not be construed as representations that amounts in Australian dollars or US dollars were or could have been or could be converted into Hong Kong dollars, that amounts in Hong Kong Dollars were or could have been or could be converted into Australian dollars or US dollars and/or that amounts in Renminbi were or could have been or could be converted into Australian dollars at such rate or any other exchange rates.

Unless otherwise specified, all references to any shareholdings in the Company following the completion of the Global Offering assume that the Over-allotment Option is not exercised and does not take into account any Shares which may be taken up by existing Shareholders of the Company under the Australian Entitlement Offer.

This glossary contains explanations of certain terms used in this prospectus in connection with the Group and its business. The terminologies and their meanings may not correspond to standard industry meanings or usage of those terms.