

Australian Securities Exchange, Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



*(Incorporated in Victoria, Australia with limited liability)*

**(Hong Kong stock code: 3668)**

**(Australian stock code: YAL)**

**POLL RESULTS OF THE ANNUAL GENERAL  
MEETING HELD ON 31 MAY 2023,  
RETIREMENT OF DIRECTORS  
AND ELECTION OF NEW DIRECTORS**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

Reference is made to the 2023 notice of annual general meeting (the “Notice”) of Yancoal Australia Ltd (the “Company”) dated 26 April 2023. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Notice.

At the annual general meeting (the “AGM”) of the Company held on Wednesday, 31 May 2023, all the proposed resolutions as set out in the Notice were duly passed by the shareholders of the Company (the “Shareholders”) by way of poll. The poll results are set out below:

Resolution details		Number of votes cast on the poll (where applicable)			Resolution Result
		For	Against	Abstain*	
Resolution	Resolution Type				Carried / Not Carried
2(a) Re-election of Baocai Zhang as a non-executive Director	Ordinary	1,037,978,249 99.43%	5,940,569 0.57%	70,476	Carried
2(b) Re-election of Ning Zhang as an Executive Director	Ordinary	1,028,488,054 98.52%	15,431,418 1.48%	69,822	Carried
2(c) Election of Changyi Zhang as a non-executive Director	Ordinary	1,042,504,357 99.87%	1,403,081 0.13%	81,857	Carried

2(d) Election of Gang Ru as a non-executive Director	Ordinary	1,042,227,564 99.84%	1,675,807 0.16%	85,924	Carried
2(e) Election of Xiaolong Huang as a non-executive Director	Ordinary	1,042,211,823 99.84%	1,691,548 0.16%	85,924	Carried
3 Adoption of Remuneration Report	Ordinary	1,043,071,989 99.94%	594,778 0.06%	97,648	Carried
4 Issue of STIP Rights to Co-Vice Chairman under Equity Incentive Plan	Ordinary	1,043,457,835 99.96%	454,438 0.04%	77,022	Carried
5 Reappointment of Auditor and authorisation to fix Auditor's remuneration	Ordinary	1,043,479,075 99.96%	439,205 0.04%	71,015	Carried
6 General mandate to issue shares	Ordinary	1,003,332,526 96.11%	40,598,776 3.89%	57,993	Carried
7 General mandate to repurchase shares	Ordinary	1,043,819,669 99.99%	82,382 0.01%	87,244	Carried
8 Extension of the general mandate to add the number of repurchased shares	Ordinary	1,004,150,434 96.19%	39,777,025 3.81%	61,836	Carried

*\*Vote casted by a person who abstains on an item are not counted in calculating the required majority on a poll.*

Notes:

- (a) The number of votes and approximate percentage of total votes as stated are based on the total number of issued Shares held by Shareholders who attended and votes at the AGM in person, by authorised representative or by proxy.
- (b) The full text of the above resolutions is set out in the Notice.
- (c) As more than 50% of votes were cast in favour of each of resolutions 2(a), 2(b), 2(c), 2(d), 2(e), 3, 4, 5, 6, 7 and 8, those resolutions were duly passed as ordinary resolutions.
- (d) As at the date of the AGM, the total number of Shares of the Company in issue was 1,320,439,437 Shares, being the total number of Shares entitling the Shareholders to attend and vote on the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend but requiring the Shareholders to abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HK Listing Rules").
- (e) The Company could disregard up to 801,939 votes cast on resolution 3:
  - by or on behalf of a member of the Key Management Personnel (the "KMP") named in the Remuneration Report for 2022 or their closely related parties, regardless of the capacity in which

- the vote was cast; or
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties, unless the vote was cast as proxy;
- for a person entitled to vote on resolution 3 in accordance with the direction on the proxy form specifying how the proxy is to vote; or
- by the Chairman of the AGM for a person entitled to vote on resolution 3 pursuant to an express authorisation in the proxy form to vote as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of the KMP).

‘Closely related party’ is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, of the KMP, as well as any companies controlled by the KMP.

- (f) In accordance with the ASX Listing Rules, the Company could disregard votes cast on resolution 4:
  - by a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company’s Equity Incentive Plan; or
  - any associate of those persons.

(Currently, executive Directors of the Company are the only Directors who are eligible to participate in the Company’s Equity Incentive Plan.)

- (g) Save as disclosed, no Shareholder of the Company was required under the HK Listing Rules to abstain from voting on resolutions 2(a), 2(b), 2(c), 2(d), 2(e), 3, 4, 5, 6, 7, or 8 at the AGM.
- (h) None of the Shareholders of the Company have stated their intention in the Notice to vote against or abstain from voting on any of the resolutions at the AGM.

Amongst the Directors, Mr. Baocai Zhang, Mr. Gregory Fletcher, Mr. Ning Zhang, Ms. Helen Gillies and Mr. Geoffrey Raby attended the AGM in person or by electronic means.

The Company’s Australian share registry, Computershare Investor Services Pty Limited, acted as the scrutineer for the purpose of vote-taking at the AGM.

## **RETIREMENT OF DIRECTORS**

The Board announces that Mr. Qingchun Zhao and Mr. Xiangqian Wu retired as non-executive Directors of the Company immediately after the conclusion of the AGM.

Mr. Zhao and Mr. Wu have no disagreement with the Board and there are no matters relating to their retirement that need to be brought to the attention of the Shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhao and Mr. Wu for their valuable contributions to the Company during their tenure of office.

## **ELECTION AND RE-ELECTION OF DIRECTORS**

The Board announces that Mr. Gang Ru, Mr. Xiaolong Huang and Mr. Changyi Zhang<sup>1</sup> were elected as new Directors of the Company at the AGM and have been appointed as non-executive Directors. The Board

---

<sup>1</sup> For reference, Mr. Changyi Zhang was appointed as a non-executive Director on 20 April 2023.

also announces that Mr. Baocai Zhang was re-elected as a non-executive Director of the Company at the AGM and Mr. Ning Zhang was re-elected as an executive Director of the Company at the AGM.

The biography of Mr. Gang Ru is set out below:

Mr. Ru, Professorate Senior Economist, Senior Accountant and Certified Accountant, aged 51.

Mr. Ru joined China New Technology Venture Capital Corporation in July 1994, and appointed as the Head of the Capital Market Research Center of Cvic Software Engineering Co., Ltd. in September 2000. From 2002 to 2008, he successively served as the Director and the Secretary to the Board of Directors of Shandong TV-NET Medium Development Co., Ltd. Mr Ru successively acted as the Supervisor, Chief Financial Officer and the External Director of Zibo Mining Group Co.,Ltd from 2008 to 2015.

Mr. Ru served as the Chief Financial Officer and External Director of Shandong Energy Group Company Limited (“Shandong Energy”) from 2015 to 2022. Mr. Ru was appointed as the Deputy General Manager of Shandong Energy in March 2022. Mr. Ru graduated from Shandong University, he is a Professorate Senior Economist, Senior Accountant and Certified Accountant. Mr. Ru holds a Master’s Degree in Economics and has rich experience in financial and capital management, corporate management, investment and financing. Mr. Ru is a director of Zhongtai Securities Co., Ltd.

Mr. Ru serves as Deputy General Manager of Shandong Energy. As at the date of this announcement, Shandong Energy is, directly and indirectly, interested in approximately 54.81% of the shares in Yankuang Energy Group Company Limited (“Yankuang Energy”) and Yankuang Energy is interested in approximately 62.26% of the shares in the Company. Save as disclosed in this announcement, Mr. Ru does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Ru has entered into a letter of appointment with the Company for an unlimited term commencing on 31 May 2023, subject to any provisions of the letter of appointment and the Company’s Constitution. Mr. Ru will not receive any director’s fee or remuneration package as a non-executive Director.

As at the date of this announcement, Mr. Ru does not own any shares in the Company and does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Ru has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the HK Listing Rules.

The Board would like to take this opportunity to congratulate Mr. Ru on his appointment to the Board and it looks forward to his involvement in helping support the Company’s continued success.

The biography of Mr. Xiaolong Huang is set out below:

Mr Xiaolong Huang, Senior Economist, Master of Laws, aged 45.

Mr. Xiaolong Huang is the Director and Secretary of the Board of the Yankuang Energy. Mr. Huang joined the predecessor of Yankuang Energy in 1999 and became the Securities Affairs Representative of Yankuang Energy in 2006. In 2008 and 2012, he took office as the Deputy-Director-Level Secretary of the Board Secretariat of Yankuang Energy and the Deputy Director of the Board Secretariat successively. He served as the Director of the former Shandong Energy Equity Reform and Restructuring Office in 2013, and a Standing-Director of the Board Secretariat of Shandong Energy in August 2020.

In July 2021 and August 2021, he became the Secretary of the Board of Yankuang Energy and a Director of Yankuang Energy successively. Mr. Huang graduated from the University of International Business and Economics. Mr. Huang is Chairman of the Supervisory Committee of Shandong Huaju Energy Co., Ltd. and Director of Yancoal International (Holding) Co., Ltd.

Mr. Huang serves as Director and Secretary of the Board of Yankuang Energy. As at the date of this announcement, Yankuang Energy is interested in approximately 62.26% of the shares in the Company. Save as disclosed in this announcement, Mr. Huang does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Huang has entered into a letter of appointment with the Company for an unlimited term commencing on 31 May 2023, subject to any provisions of the letter of appointment and the Company's Constitution. Mr. Huang will not receive any director's fee or remuneration package as a non-executive Director.

As at the date of this announcement, Mr. Huang holds 160,000 Class A Shares in Yankuang Energy. Save as disclosed in this announcement, Mr. Huang does not own any shares in the Company and does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Huang has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the HK Listing Rules.

The Board would like to take this opportunity to congratulate Mr. Huang on his appointment to the Board and it looks forward to his involvement in helping support the Company's continued success.

Please refer to the Company's announcement dated 20 April 2023 for the biography of Mr. Changyi Zhang.

By order of the Board  
**Yancoal Australia Ltd**  
**Baocai ZHANG**  
*Chairman*

Hong Kong, 31 May 2023

*As of the date of this announcement, the executive Director is Mr. Ning Zhang, the non-executive Directors are Mr. Baocai Zhang, Mr. Gang Ru, Mr. Yaomeng Xiao, Mr. Xiaolong Huang and Mr. Changyi Zhang and the independent non-executive Directors are Mr. Gregory James Fletcher, Dr. Geoffrey William Raby and Ms. Helen Jane Gillies.*

\* *For identification purposes only*

