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Yancoal Australia Ltd

ACN 111 859 119

兗煤澳大利亞有限公司*

(Incorporated in Victoria, Australia with limited liability)

(Hong Kong stock code: 3668)

(Australian stock code: YAL)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Shareholders (**EGM**) of Yancoal Australia Limited (**Yancoal** or the **Company**) will be held at 11:00 am (AEDT) (being 8:00 am (HKT)) on Wednesday, 18 October 2023 at Darling Park, The Pavilion, 201 Sussex Street, Sydney NSW 2000, Australia.

The circular of the EGM (**Circular**) provides additional information on matters to be considered at the EGM.

ORDINARY RESOLUTIONS

The purpose of this EGM is to consider and, if thought fit, pass the Resolutions set out below in relation to the Company's proposed entry into the 2023 Yankuang Energy Framework Agreement For Coal Sales (as defined below), the 2023 YIT Framework Agreement For Coal Sales (as defined below) and three arrangements for the sale of coal, with three trading companies associated with the Company's majority shareholder, Yankuang Energy Group Co., Limited (**Yankuang Energy**, together with its subsidiaries (excluding the Yancoal Group), **Yankuang Energy Group**) and its controlling shareholder Shandong Energy Group Co., Ltd (**Shandong Energy**), being Yancoal International Trading Co., Ltd (**YIT**), Yankuang Lucky International Company Limited (**YLIL**) and Shandong Energy (Hainan) Intelligent International Technology Co., Ltd (**HII**) respectively (the **Proposed Coal Sales Agreements**).

Information on the Resolution is set out below and in the Circular (of which this Notice of Meeting forms a part).

1 Resolution – Approval for entry into the 2023 Yankuang Energy Framework Agreement For Coal Sales

To consider and, if thought fit, pass the following as an **Ordinary Resolution**:

“THAT

- (a) *the execution of the 2023 Yankuang Energy Framework Agreement For Coal Sales dated 14 September 2023 (the **2023 Yankuang Energy Framework Agreement For Coal Sales**) entered into between the Company and Yankuang Energy, pursuant to which the Yancoal Group has agreed to continue to sell coal to Yankuang Energy and/or their subsidiaries (excluding the Yancoal Group) during the period from 1 November 2023 to 31 October 2026, and all transactions contemplated thereunder be and are hereby approved; and*
- (b) *the directors of the Company (the **Directors**) or a duly authorised committee of the board of Directors (the **Board**) be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the 2023 Yankuang Energy Framework Agreement For Coal Sales and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the 2023 Yankuang Energy Framework Agreement For Coal Sales and all transactions contemplated thereunder and are in the interests of the Company.”*

2 Resolution – Approval for entry into the 2023 YIT Framework Agreement For Coal Sales

To consider and, if thought fit, pass the following as an **Ordinary Resolution**:

“THAT

- (a) *the execution of the 2023 YIT Framework Agreement For Coal Sales dated 14 September 2023 (the **2023 YIT Framework Agreement For Coal Sales**) entered into between the Company and YIT, pursuant to which the Yancoal Group has agreed to continue to sell coal to YIT and/or its subsidiaries (excluding the Yankuang Energy Group) during the period from 1 November 2023 to 31 October 2026, and all transactions contemplated thereunder be and are hereby approved; and*

- (b) *the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the 2023 YIT Framework Agreement For Coal Sales and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the 2023 YIT Framework Agreement For Coal Sales and all transactions contemplated thereunder and are in the interests of the Company.”*

3 Resolution – Approval for entry into the Proposed Coal Sales Agreements

To consider and, if thought fit, pass the following as an **Ordinary Resolution**:

“THAT

- (a) *for the purposes of ASX Listing Rule 10.1 and for all other purposes, entry by the Company (directly or via Yancoal Australia Sales Pty Ltd or any of its subsidiaries) into the Proposed Coal Sales Agreements on the terms described in the circular accompanying this Notice of Meeting, be and are hereby approved; and*
- (b) *the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the Proposed Coal Sales Agreements and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Proposed Coal Sales Agreements and all transactions contemplated thereunder and are in the interests of the Company.”*

Voting Exclusion Statement for Resolution:

In accordance with ASX Listing Rule 10.5.9 and 14.11, the Company will disregard any votes cast on the Resolution by or on behalf of any of the following (**Excluded Persons**):

- YIT, YLIL and HII and any person who will obtain a material benefit as a result of the Company's entry into the Proposed Coal Sales Agreements (except a benefit solely by reason of being the holder of ordinary securities in the Company); or
- any associate of those persons (as defined under the ASX Listing Rules) including the Company's majority shareholder, Yankuang Energy Group Co., Limited (**Yankuang Energy**).

However, this does not apply to a vote cast in favour of the Resolution if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - o the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Independent Expert's Report for Listing Rule 10.1 purposes

Yancoal's Independent Board Committee appointed Lonergan Edwards & Associates Limited to prepare an Independent Expert's Report providing an opinion as to whether the Proposed Coal Sales Agreements are fair and reasonable to the holders of the Company's ordinary shares whose votes in favour of the Proposed Coal Sales Agreements are not to be disregarded (**Independent Shareholders**), in accordance with Listing Rule 10.5.10.

The Independent Expert has concluded that the Proposed Coal Sales Agreements are fair and reasonable to the Independent Shareholders of the Company.

A copy of the Independent Expert's Report is set out in the "Report from Lonergan Edwards" in the Circular and is also available at the Company's website at <https://www.yancoal.com.au/page/en/investors/>. A hard copy of the Independent Expert's Report can be requested by Shareholders from the Company via Computershare by email web.queries@computershare.com.au or by calling Computershare at 1300 850 505 from within Australia or +61 3 9415 4000 from outside of Australia at no cost to Shareholders. Shareholders are encouraged to read and carefully consider that Independent Expert's Report.

Record Date at the EGM

The time for determining the voting entitlements of the holders of ordinary securities in the Company at the EGM will be 8:00 p.m. (Sydney, Australian time) on Thursday, 12 October 2023 (being 5:00 p.m. (Hong Kong time)) (**Record Time**). Hong Kong Shareholders who wish to attend and vote at the EGM should lodge the transfer documents and relevant share certificates with the Company's registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m. (Hong Kong time) on Thursday, 12 October 2023.

The Corporations Regulations 2001 and the ASX Settlement Operating Rules of Australia require that the time to determine who holds ordinary securities in the Company for the purposes of a meeting of its shareholders may not be more than 48 hours before that meeting. However, in order for the Company to comply with requirements arising from its dual-primary listing on the Australian Securities Exchange and The Stock Exchange of Hong Kong Limited, the stipulated Record Time for the Company's EGM will be set as outlined above, which will fall on the fourth business day before the EGM. This is earlier than what shareholders and investors of the Company in Australia may be accustomed to.

Therefore, to be eligible to attend and vote at the EGM, a Shareholder must be a registered holder of the Company's ordinary securities by no later than the Record Time. If a Shareholder's name is not on the Company's register of members as at the Record Time, that Shareholder will be ineligible to attend and vote at the EGM. All share transfers registered after the Record Time will be disregarded in determining the voting entitlements of holders of ordinary securities in the Company at the EGM.

By order of the Board
Yancoal Australia Ltd
Baocai ZHANG
Chairman

Dated 14 September 2023

* *for identification purpose only*

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.