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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 GPT Space&Co Darling Park, Ground Floor, Tower 1, 201 Sussex Street, Sydney NSW 2000, Australia on Thursday, 10 December 2026 at 11.00 a.m. (AEDT) (being 8.00 a.m. (HKT)).

The circular of the EGM (the "**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 renewal by the Company of the 2027 Yankuang Energy Framework Agreement For Coal Sales (as defined below) and the 2027 YIT Framework Agreement For Coal Sales (as defined below) and the entry into by the Company of 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 (HK) Limited ("**YLHK**") and Shandong Energy (Hainan) Intelligent International Technology Co., Ltd ("**HII**") respectively (the "**Proposed Coal Sales Agreements**"), and a memorandum of understanding for the sale of coal with Shandong Energy Group Theme International Trading Co., Ltd ("**SETI**") (the "**Proposed MOU**").

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

1. Resolution – Renewal of the 2027 Yankuang Energy Framework Agreement For Coal Sales

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

"***THAT***

(a) *the renewal of the 2027 Yankuang Energy Framework Agreement For Coal Sales (the "**2027 Yankuang Energy Framework Agreement For Coal Sales**") between the Company and Yankuang Energy pursuant to which the Yancoal Group has agreed to continue to sell coal to Yankuang Energy and/or its subsidiaries (excluding the Yancoal Group) during the period from 1 January 2027 to 31 December 2029, 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 2027 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 2027 Yankuang Energy Framework Agreement For Coal Sales and all transactions contemplated thereunder and are in the interests of the Company."*

2. Resolution – Renewal of the 2027 YIT Framework Agreement For Coal Sales

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

"***THAT***

(a) *the renewal of the 2027 YIT Framework Agreement For Coal Sales (the "**2027 YIT Framework Agreement For Coal Sales**") between the Company and YIT pursuant to which the Yancoal Group has agreed to continue to sell coal to YIT and/or its associates (excluding the Yankuang Energy Group) during the period from 1 January 2027 to 31 December 2029, 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 2027 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 2027 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 and the Proposed MOU

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 and the Proposed MOU 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 the Proposed MOU 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 the Proposed MOU and all transactions contemplated thereunder and are in the interests of the Company.*"

Voting Exclusion Statement for Resolution 3:

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 (the "**Excluded Persons**"):

- YIT, YLHK, HII and SETI and any person who will obtain a material benefit as a result of the Company's entry into the Proposed Coal Sales Agreements and the Proposed MOU (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 the purposes of Rule 10.1 of the ASX Listing Rules

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

The Independent Expert has concluded that the Proposed Coal Sales Agreements and the Proposed MOU 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 the Independent Expert" 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 the Independent Expert's report.

4. Resolution – Election of Ms. Ping Nie as a Non-executive Director

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

"***THAT***

Ms. Ping Nie, who was appointed as a Director on 19 August 2026, and being eligible, offers herself for election, be elected as a Non-executive Director of the Company."

SPECIAL RESOLUTION

The purpose of this EGM is to consider, and if thought fit, pass the Resolution set out below in relation to the entry by the Target Guarantors into, and the performance by each Target Guarantor of its rights and obligations under the Subsidiary Deeds of Accession, the Finance Documents and the Security and the participation by each Target Guarantor in the funding arrangements and other transactions in connection with the Acquisition (the "**Provision of Financial Assistance**"), all as described in Appendix I to the Circular. Unless otherwise stated, capitalised terms used in this section shall have the same meanings as those defined in Appendix I to the Circular.

5. Resolution – Approval for the Provision of Financial Assistance by the Target Guarantors

To consider and, if thought fit, pass the following as a **Special Resolution**:

"***THAT***

For the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by Kestrel Coal Group Pty Ltd (ACN 624 655 518) and its subsidiaries from time to time in connection with the Acquisition (and any subsequent refinancing) as described in the explanatory memorandum accompanying the notice of meeting dated 2 November 2026."

INFORMATION FOR SHAREHOLDERS

Observe the EGM online and submit questions

All shareholders are encouraged to:

- submit any questions ahead of the EGM to either the Company or the auditor; and
- appoint the Chairman as proxy with directions on how to vote in each item of business to ensure that each Shareholder's vote is cast and counted with certainty. The Chairman is required to follow your instructions.

Further information on how to appoint a proxy to vote on your behalf is described under the heading "Proxies and Attorneys" under this section "Information for Shareholders". Please pay particular attention to this section in order to correctly appoint a proxy. Shareholders who wish to observe the EGM through a live webcast and submit questions in real time can visit https://meetnow.global/MZ24RFU.

Registration will open 1 hour before the start of the meeting. Details on how to observe and submit questions online are available at www.yancoal.com.au/page/en/investors.

Shareholders are urged to submit questions ahead of the EGM to the Company through submitting a completed form which accompanied the Notice of Meeting, or by way of email to shareholder@yancoal.com.au and/or media@yancoal.com.au.

In-Person Attendance

Shareholders are also reminded to observe good personal hygiene at all times during the EGM. To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the venue so as to ensure the health and safety of the attendees at the EGM and compliance with applicable laws.

An electronic copy of the presentation by the Chairman or any Director will be lodged with the ASX and HKEx and will be made available on the Company's website before the EGM commences.

Eligibility to Vote and Record Time

In order to qualify for attending and being eligible to vote at the EGM convened by this Notice of Meeting:

(a) in respect of those shareholders whose ordinary shares in the Company are traded on the Australian Securities Exchange, you must be a registered holder of Yancoal shares as at 7:00 p.m. (AEDT) (being 5:00 p.m. (HKT)) on Friday, 4 December 2026 (the **Record Time**); and

(b) as a practical matter, in respect of those shareholders whose ordinary shares in the Company are traded on The Stock Exchange of Hong Kong Limited, all duly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 6:30 p.m. (AEDT) (being 4:30 p.m. (HKT)) on Friday, 4 December 2026 being the closing time of the office of Computershare Hong Kong Investor Services Limited.

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 (being business days in Hong Kong) 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.

In this Notice of Meeting, references to shareholders are references to holders of ordinary shares in the Company.

Voting

A shareholder that is an individual may attend and vote in person at the EGM. Please arrive 20 minutes prior to the start of the EGM to facilitate the registration process. Otherwise, a shareholder may appoint a proxy or, if he or she holds two or more shares, up to two proxies to attend and vote on his/her behalf, as outlined below. A shareholder or proxy that is a body corporate may appoint an individual to act as its representative to vote at the EGM in accordance with section 250D of the Corporations Act. The appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission to the EGM. A form of the certificate may be obtained from www.computershare.com.

If two or more persons are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.

Proxies and Attorneys

(1) If you are entitled to vote but do not wish to attend the EGM, you may appoint a proxy to attend and vote on your behalf. A body corporate that is a shareholder may also appoint a proxy to attend and vote on its behalf. A proxy need not be a shareholder.

(2) If you are entitled to cast two or more votes, you are entitled to appoint up to two proxies to attend the EGM and vote on your behalf and you may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not so specify, each proxy may exercise half the votes. Fractions of votes will be disregarded.

(3) Where a shareholder appoints 2 proxies or 2 attorneys, neither proxy nor attorney is entitled to vote on a show of hands, and on a poll, each proxy or attorney may only exercise votes in respect of those shares or voting rights the proxy or attorney represents.

(4) To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) **by no later than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 11:00 a.m. (AEDT) (being 8:00 a.m. (HKT)) on Tuesday, 8 December 2026**. Any proxy form received after that time will not be valid for the EGM.

(5) The completion and return of the proxy form shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(6) The proxy form accompanying the Notice of Meeting can be used to appoint a proxy.

(7) Proxy forms (and any power of attorney or certified copy of that power under which they are signed) may be lodged with Computershare:

For shareholders whose ordinary shares in the Company are traded on the Australian Securities Exchange

(a) by mail, to:

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia

(b) by facsimile:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

(c) online via www.investorvote.com.au

You will need your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), postcode and control number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

A proxy cannot be appointed electronically by a person appointed by a shareholder under a Power of Attorney or similar authority.

Intermediaries with access to Intermediary Online through Computershare Investor Services Pty Limited should lodge their votes through www.intermediaryonline.com.

For shareholders whose ordinary shares in the Company are traded on The Stock Exchange of Hong Kong Limited

(a) by mail, to:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

(b) by facsimile:

+ 852 2865 0990/+852 2529 6087 (within Hong Kong)
+61 3 9473 2555 (outside Hong Kong)

Other alternatives

Alternatively, proxy forms may be lodged with the Company:

(a) by mail, to the attention of the Company Secretary, at:

Yancoal Australia Ltd Level 18, Darling Park Tower 2, 201 Sussex Street Sydney NSW 2000 Australia

(b) by facsimile, to the attention of the Company Secretary, on:

+ 61 2 8583 5399

(8) Proxies given by corporate holders of ordinary shares must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.

(9) A proxy may decide whether to vote on any motion, except where the proxy is required by law to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction.

(10) If your appointed proxy does not attend the EGM or does not vote on a poll in accordance with your directions, the Chairman of the EGM will become your proxy and will vote in accordance with any of your directions.

(11) If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (subject to any applicable voting exclusions).

(12) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part at the EGM, but if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

(13) If the Chairman of the EGM is your proxy and you do not specify how your proxy is to vote on an item of business, then by completing and submitting a proxy form you will be expressly authorising the Chairman to exercise your proxy as the Chairman sees fit. If you wish to appoint the Chairman as proxy with a direction how to vote on an item of business, you should specify this by completing the "For", "Against" or "Abstain" boxes on the proxy form.

(14) The Chairman of the EGM intends to vote all undirected proxies in favour of each item of business.

Questions and Comments by Shareholders

The Chairman of the EGM will allow a reasonable opportunity for shareholders to ask questions about or make comments relevant to the items of business and on the management of the Company at the EGM. Shareholders may also submit a written question to the Board. Your questions should relate to matters that are relevant to the business of the EGM.

A list of those relevant written questions will be made available to shareholders attending the EGM. Please send any relevant questions for the Board by 5:00 p.m. (AEDT) (2:00 p.m.) (HKT)) on Thursday, 26 November 2026 to:

- Computershare (contact details provided above); or
- Yancoal Australia Ltd at its registered office, Level 18, Darling Park Tower 2, 201 Sussex Street, Sydney NSW 2000, Australia, marked for the attention of the Company Secretary.

During the course of the EGM, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonably practicable and, where appropriate. However, there may not be sufficient time available at the EGM to address all questions. Please note that individual responses may not be sent to shareholders.

Required Majority

The resolutions described in Items 1, 2, 3 and 4 of this Notice of Meeting are ordinary resolutions. Each will be passed if more than 50% of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution. Note that voting exclusions apply to Resolutions 1, 2 and 3. The resolution described in Item 5 of this Notice of Meeting is a special resolution. It will be passed if at least 75% of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution.

Chinese Translation

The translation into Chinese language of this Notice of Meeting is for reference only. In case of any inconsistency, the English version shall prevail.

By order of the Board
Yancoal Australia Ltd
Gang RU
Chairman

Sydney, 2 November 2026

As of the date of this announcement, the executive Director is Mr. Ning Yue, the non-executive Directors are Mr. Gang Ru, Mr. Jiuhong Wang, Mr. Xiaolong Huang, Mr. Zhiguo Zhao and Ms. Ping Nie and the independent non-executive Directors are Mr. Gregory James Fletcher, Ms. Debra Anne Bakker and Mr. Peter Andrew Smith.