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

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

**(Australian stock code: YAL)**

## **PROPOSED AMENDMENT TO CONSTITUTION**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **1. PROPOSED AMENDMENT TO CONSTITUTION**

At the Meeting of the Board held on 16 April 2019, the Board approved, among other things, the Proposed Amendment.

The Proposed Amendment is subject to certain conditions, including the approval of the Shareholders by way of a special resolution at the AGM and all necessary approvals authorisations, or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities. A resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the Proposed Amendment.

Details on the Proposed Amendment are set out in the appendix to this announcement.

### **2. NOTICE OF AGM AND PROXY FORMS**

As at the date of this announcement, it is expected that the notice convening the AGM and the proxy forms will be despatched to the shareholders on or around 30 April 2019.

\* For identification purposes only

### 3. DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“AGM”	the annual general meeting of the Company proposed to be held on Friday, 31 May 2019, including any adjournment thereof;
“Board”	the board of Directors of the Company;
“Company”	Yancoal Australia Ltd, a company incorporated under the laws of Australia with limited liability, whose ordinary shares are listed on The Australian Securities Exchange and The Stock Exchange of Hong Kong Limited;
“Constitution”	the constitution of the Company;
“Director”	a director of the Company;
“Proposed Amendment”	the proposed amendment to the Constitution, details of which are set out in the appendix to this announcement; and
“Shareholders”	the holders of ordinary shares of the Company.

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

Hong Kong, 26 April 2019

*As of the date of this announcement, the executive Director is Mr. Fucun Wang, the non-executive Directors are Mr. Baocai Zhang, Mr. Cunliang Lai, Mr. Xiangqian Wu, Mr. Fuqi Wang, Mr. Qingchun Zhao and Mr. Xing Feng and the independent non-executive Directors are Mr. Gregory James Fletcher, Dr. Geoffrey William Raby, Mr. David James Moulton and Ms. Helen Jane Gillies.*

## APPENDIX – PROPOSED AMENDMENT

BEFORE AMENDMENT	AFTER AMENDMENT
<p><b>Rule 4.1(a)</b> Subject in each case to applicable laws, the ongoing cash needs of the business, the statutory and common law duties of the directors and the shareholders’ rights under rule 7.10, the directors may pay interim and/or final dividends, and must:</p> <ol style="list-style-type: none"> <li>1) subject to rule 4.1(a)(2), pay as interim and/or final dividends not less than 40% of net profit after tax (pre-Abnormal Items) in each financial year; and</li> <li>2) if the directors determine that it is necessary in order to prudently manage the company’s financial position, pay as interim and/or final dividends not less than 25% of net profit after tax (pre-Abnormal Items) in any given financial year.</li> </ol>	<p><b>Rule 4.1(a)</b> Subject in each case to applicable laws, the ongoing cash needs of the business, the statutory and common law duties of the directors and the shareholders’ rights under rule 7.10, the directors may pay interim and/or final dividends, and must:</p> <ol style="list-style-type: none"> <li>1) subject to rule 4.1(a)(2), pay as interim and/or final dividends not less than <b><u>(A) 50%</u></b> of net profit after tax (pre-Abnormal Items); <b><u>or (B) 50% of the free cash flow (pre-Abnormal Items), whichever is higher</u></b> in each financial year; and</li> <li>2) if the directors determine that it is necessary in order to prudently manage the company’s financial position, pay as interim and/or final dividends not less than 25% of net profit after tax (pre-Abnormal Items) in any given financial year.</li> </ol> <p><b><u>“Free cash flow” for the purposes of rule 4.1(a)(1) is the net cash inflow from operating activities less payments made for capital expenditure and exploration activities.</u></b></p>

*Note: The Constitution is written in English. In the case of any inconsistencies between the English and Chinese version, the English version shall prevail.*