



**YANCOAL AUSTRALIA LTD**

ADDRESS: Level 18, Tower 2, 201 Sussex Street,  
Sydney NSW 2000

PHONE: 61 2 8583 5300

FAX: 61 2 8583 5399

WEBSITE: [www.yancoal.com.au](http://www.yancoal.com.au)

18 December 2020

# ASX Release:

**HKEX - Continuing Connected Transaction in relation to the 2021 coal sales agreements with POSCO**

Authorised for lodgement by the Yancoal Board

Investor Relations Contact: Brendan Fitzpatrick, GM Investor Relations

Email: [Brendan.Fitzpatrick@yancoal.com.au](mailto:Brendan.Fitzpatrick@yancoal.com.au)

Additional information about the company can be found at [www.yancoal.com.au](http://www.yancoal.com.au)

*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.*



**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)

## **CONTINUING CONNECTED TRANSACTION IN RELATION TO THE 2021 COAL SALES AGREEMENTS WITH POSCO**

On 18 December 2020, each of Ashton Coal Mines Limited, Miller Pohang Coal Company Pty Limited and Yarrabee Coal Company Pty Ltd (each a subsidiary of the Company) formally agreed to enter into a coal sales agreement with POSCO (collectively, the “**2021 POSCO Coal Sales Agreements**”) pursuant to which POSCO and/or its associates have agreed to purchase coal from the Group during the financial year ending 31 December 2021 and the three months ending 31 March 2022.

As POSCO is interested in 20% of the Mount Thorley JV, a subsidiary of the Company under the Listing Rules, POSCO is a connected person of the Company by virtue of being a substantial shareholder of the Company’s subsidiary.

The highest applicable percentage ratio in respect of the maximum annual transaction amount to be received by the Group from POSCO and/or its associates for the sale of coal pursuant to the 2021 POSCO Coal Sales Agreements exceeds 5%. As the continuing connected transactions under the 2021 POSCO Coal Sales Agreements (i) are between the Group and a connected person at the subsidiary level, (ii) are on normal commercial terms or better, (iii) have been approved by the Board and the independent non-executive Directors have confirmed the matters set out in Rule 14A.101 of the Listing Rules, such continuing connected transactions are only subject to the reporting, announcement and annual review requirements, and are exempt from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules.

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 19 December 2019 in relation to the 2020 POSCO Coal Sales Agreements and the supplemental announcement of the Company dated 10 February 2020 in relation to the 2020 POSCO Coal Sales Agreements.

*\*For identification purposes only*

As the 2020 POSCO Coal Sales Agreements are about to expire, the Company, through its subsidiaries, has agreed to enter into the 2021 POSCO Coal Sales Agreements pursuant to which POSCO and/or its associates have agreed to purchase coal from the Group.

## **THE 2021 POSCO COAL SALES AGREEMENTS**

### ***Material Terms***

The 2021 POSCO Coal Sales Agreements provide that all transactions in relation to the sale of coal by the Group to POSCO and/or its associates must be (i) in the ordinary and usual course of business of the Group, (ii) on an arm's length basis, (iii) on normal commercial terms with the sale price being negotiated between the parties on an arm's length market related basis relative to industry benchmark prices and reflecting coal quality, and (iv) in compliance with, amongst other things, the Listing Rules and applicable laws.

One of the 2021 POSCO Coal Sales Agreements (being the agreement entered into by Miller Pohang Coal Company Pty Limited) will become effective on and from 1 January 2021 (expiring 31 December 2021), while the other two agreements will become effective on 1 April 2021 (expiring on 31 March 2022). Upon the 2021 POSCO Coal Sales Agreements becoming effective, the 2020 POSCO Coal Sales Agreements will cease to have any effect in accordance with their terms.

### ***Historical Transaction Amounts***

The aggregate annual transaction amounts received by the Group from POSCO and/or its associates for the sale of coal for the two years ended 31 December 2018 and 2019 and the nine months ended 30 September 2020 were approximately US\$428 million, US\$164 million and US\$127 million, respectively.

### ***Annual Caps***

The maximum annual transaction amounts to be received by the Group from POSCO and/or its associates for the sale of coal pursuant to the 2021 POSCO Sales Agreements for the year ending 31 December 2021 and for the period from 1 January 2022 to 31 March 2022 will not exceed US\$500 million and US\$125 million, respectively.

This annual caps were calculated by reference to (i) the historical transaction amounts, (ii) the expected demand for coal from POSCO and/or its associates for the year ending 31 December 2021 and the three months ending 31 March 2022, (iii) the estimated sale price for the coal the Company typically charges and (iv) in particular, the estimated sales volume of approximately 1.6 million tonnes for the year of 2021 and 0.4 million tonnes for the three months ending 31 March 2022 based on the spot opportunities that may exist.

## **REASONS FOR, AND BENEFITS OF, THE 2021 POSCO COAL SALES AGREEMENTS**

The Company's principal business activity is the production of thermal and metallurgical coal. POSCO has been a consistent, and one of the major customers of the Company since at least 2006, with the Company now being one of POSCO's major coal supplier by volume. The Company believes that through supplying coal to POSCO in the Company's ordinary and usual course of business, the Company could maintain its good business relationship with POSCO, further expand its business operation and generate revenue.

## **DIRECTORS' CONFIRMATION**

The Directors (including the independent non-executive Directors) are of the view that the terms of the 2021 POSCO Coal Sales Agreements (including the annual caps thereunder) are fair and reasonable, the transactions are in the ordinary and usual course of business of the Group, on normal commercial terms or better and in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the 2021 POSCO Coal Sales Agreements and the transactions contemplated thereunder, and therefore no Director abstained from voting on the relevant resolutions of the Board in respect of the 2021 POSCO Coal Sales Agreements and the annual caps thereunder.

## **LISTING RULES IMPLICATIONS**

As POSCO is interested in 20% of the Mount Thorley JV, a subsidiary of the Company under the Listing Rules, POSCO is a connected person of the Company by virtue of being a substantial shareholder of the Company's subsidiary.

The highest applicable percentage ratio in respect of the maximum annual transaction amount to be received by the Group from POSCO and/or its associates for the sale of coal pursuant to the 2021 POSCO Coal Sales Agreements exceeds 5%. As the continuing connected transactions under the 2021 POSCO Coal Sales Agreements (i) are between the Group and a connected person at the subsidiary level, (ii) are on normal commercial terms or better, (iii) have been approved by the Board and the independent non-executive Directors have confirmed the matters set out in Rule 14A.101 of the Listing Rules, such continuing connected transactions are only subject to the reporting, announcement and annual review requirements, and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **INFORMATION IN RELATION TO THE COMPANY AND POSCO**

The Company's principal business activity is the production of thermal and metallurgical coal for use in the power generation and steel industries in Asian markets. The shares of the Company have been listed on the ASX and the Stock Exchange since 2012 and 2018, respectively.

POSCO was launched on April 1, 1968 with the national mission of industrialisation. The shares of POSCO are listed on the Korean Exchange. As the first integrated steel mill in Korea, it has grown to produce 41 million tons of crude steel a year, and it is conducting various global businesses, e.g. production and sales in 53 countries in the world. POSCO has been contributing to the development of mankind through endless innovation and technology development, and became the most competitive steel maker in the world.

## **DEFINITIONS**

"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
"Director"	a director of the Company

“Group”	the Company and its subsidiaries
“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
“POSCO”	POSCO Australia Pty Ltd, a company incorporated under the laws of Korean, whose shares are listed on the Korean Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*By order of the Board*

**Yancoal Australia Ltd**

**Baocai ZHANG**

Chairman

Hong Kong, 18 December 2020

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