

9 March 2021

ASX reference: ODIN32052

By email

Yancoal Australia Limited (YAL): Appendix 3Y – Change of Director’s Interest Notice Query

Dear Ms Kang

Yancoal Australia Ltd (ACN: 111 859 119) (the **Company**) refers to the Appendix 3Y Change of Director’s Interest Notice for Mr Ning Zhang.

The late lodgement of the Appendix 3Y was due solely to an inadvertent administrative oversight by the Company. The document was prepared and ready for release within the five-day notice period. Once it was identified the release had not been completed on the planned date, the release was made (being one day after the required disclosure period).

It is also noted that the Company had previously disclosed to ASX in its Remuneration Report for FY2020 (which was included in the Company’s FY2020 Financial Accounts lodged with ASX on 26 February 2021) that Mr Zhang had elected to forfeit the rights associated with the 2020 ‘long term incentive plan’ and did not participate in the 2021 plan.

The Company is satisfied that:

- (a) each director of the Company is aware of ASX Listing Rule 3.19A and their obligations to provide all necessary information to the Company to enable the Company to meet its disclosure obligations; and
- (b) it has the necessary reporting and notification policies implemented to ensure compliance with its disclosure obligations under the ASX Listing Rules.

The Company will ensure its internal processes are enhanced to mitigate against inadvertent human error henceforth.

Kind regards,



Laura Zhang
Company Secretary
Yancoal Australia Ltd



8 March 2021

Reference: ODIN32052

Ms Laura Zhang
Company Secretary
Yancoal Australia Limited
Level 18
Darling Park 2 201 Sussex Street
Sydney NSW 2000

By email

Dear Ms Zhang

Yancoal Australia Limited ('YAL'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. YAL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 8 March 2021 for Mr Ning Zhang (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Zhang's notifiable interest occurred on 26 February 2021. It appears that the Notice should have been lodged with ASX by 5 March 2021. Consequently, YAL may have breached Listing Rules 3.19A and/or 3.19B.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does YAL have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does YAL intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9 AM AEDT Thursday, 11 March 2021**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, YAL's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require YAL to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in YAL's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in YAL's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to YAL's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that YAL's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Lin Kang
Adviser, Listings Compliance (Sydney)