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21 April 2022

ASX Release:

PROPOSED AMENDMENTS TO CONSTITUTION

Authorised for lodgement by Yancoal Disclosure Committee

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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)

PROPOSED AMENDMENTS 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 AMENDMENTS TO CONSTITUTION

At the Meeting of the Board held on 21 April 2022, the Board approved, among other things, the Proposed Amendments, to reflect the change of name of the majority shareholder of the Company and to bring the Constitution in line with the recent amendments to the Listing Rules.

The Proposed Amendments are 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 Amendments.

Details of the Proposed Amendments 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 29 April 2022.

**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 Monday, 30 May 2022, 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;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Proposed Amendments”	the proposed amendments 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, 21 April 2022

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.

APPENDIX – PROPOSED AMENDMENTS

BEFORE AMENDMENTS	AFTER AMENDMENTS
<p>Rule 1.1 and Rule 7.9(b) References to “Yanzhou” and “Yanzhou Coal Mining Company Limited”</p>	<p>Rule 1.1 and Rule 7.9(b) References to “Yankuang” and “Yankuang Energy Group Company Limited”</p>
<p>Rule 7.9(u) For the purposes of this rule 7.9, a recognised clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or its nominee(s) may appoint or authorise any number of proxy(ies), attorney(s) or Representative(s) to cast votes attaching to voting shares that it holds in the company, provided that if 2 or more proxies, attorneys or Representatives are appointed or authorised to vote at the same general meeting, the proxy form or authorisation must specify the number and class of voting shares in respect of which each proxy, attorney or Representative is appointed or authorised to vote. Each person so authorised under the provisions of this constitution shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house or its nominee(s) could exercise as if it were an individual shareholder of the company.</p>	<p>Rule 7.9(u) A recognised clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)) or its nominee(s) may, <u>at the Company’s general meetings or creditors meetings</u>, appoint or authorise any number of proxy(ies), attorney(s) or Representative(s) to cast votes attaching to voting shares that it holds in the company, provided that if 2 or more proxies, attorneys or Representatives are appointed or authorised to vote at the same meeting, the proxy form or authorisation must specify the number and class of voting shares in respect of which each proxy, attorney or Representative is appointed or authorised to vote. Each person so authorised under the provisions of this constitution shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house or its nominee(s) could exercise as if it were an individual shareholder of the company.</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.