

27 September 2023

# Market Release:

## EXECUTIVE DIRECTOR APPOINTMENT

**APPOINTMENT OF EXECUTIVE DIRECTOR AND CO-VICE CHAIRMAN, RESIGNATION OF EXECUTIVE DIRECTOR, CHANGE OF COMPOSITION OF BOARD COMMITTEES, AND APPOINTMENT OF AUTHORISED REPRESENTATIVE**

### **Appointment of Executive Director, Co-Vice Chairman and Chair of the Executive Committee**

The Board (the **Board**) of directors of Yancoal Australia Ltd (**Yancoal** or the **Company**), together with its subsidiaries (the **Group**), is pleased to announce the appointment of Mr Ning Yue as an Executive Director and Co-Vice Chairman of the Yancoal Board effective 27 September 2023. Mr Yue has also been appointed as the Chair of the Executive Committee (**CEC**) effective 27 September 2023.

The biography of Mr Yue is set out below:

Mr Yue, aged 45, is a senior engineer who graduated from China University of Mining and Technology. He has more than 20 years of experience in coal mining operations and management. Mr Yue joined the predecessor company of Yankuang Energy Group Company Limited (**Yankuang Energy**) in 2000, and has held several senior roles during his career, including Head of the Safety Technology Section of the Jinjitan Project Department of Nantun Coal Mine, Chief Engineer of the Jinjitan Coal Mine and subsequently General Manager of the Jinjitan Coal Mine. Mr Yue is also a director of Shaanxi Future Energy Chemical Co., Ltd, a subsidiary of Yankuang Energy.

Mr Yue has been appointed as a director to certain Yancoal and Yankuang Energy subsidiaries with effect from 27 September 2023 and may be appointed to additional Yancoal and Yankuang Energy subsidiaries in the future as and when business needs arise.

Save as disclosed in this announcement, Mr Yue does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr Yue holds 120,000 Class A Shares in Yankuang Energy. Save as disclosed in this announcement, Mr Yue does not currently own any shares in the Company and does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr Yue has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment and there is no other information

that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**HK Listing Rules**).

Mr Yue's remuneration arrangements were approved by the Board on 27 September 2023 and Mr Yue has entered into an employment agreement with the Company. The key terms of Mr Yue's employment agreement are set out in the **Appendix**.

The Board would like to take this opportunity to congratulate Mr Yue on his appointment to the Board and it looks forward to his involvement in helping support the Company's continued success.

### **Resignation of Executive Director, Co-Vice Chairman and Chair of the Executive Committee**

The Board further announces that Mr Ning Zhang has resigned as an Executive Director, Co-Vice Chairman of the Board, CEC and all related Group directorships effective 27 September 2023 to pursue new career opportunities.

Mr Zhang has confirmed that he has no disagreement with the Board and that there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Mr Zhang made a significant contribution to Yancoal; he oversaw the Company navigate through the combined challenges of Covid-19, wet weather and labour shortages. During this difficult period Yancoal achieved record profits and retired all external interest-bearing loans. The Board thanks Mr Zhang for his service and wishes him well in the future.

### **Change of Composition of Board Committees**

Following from the Company's announcement on 15 September 2023, in respect to the retirement of Mr Baocai Zhang as Director and Chairman of the Company, the Board has appointed Chairman Gang Ru as a member of the Nomination and Remuneration Committee and will also be appointed as the Chair of the Strategy and Development Committee, with effect from 27 September 2023.

Concurrently with Mr Ning Zhang's resignation as an executive director of Yancoal, Mr Ning Zhang has resigned as a member of the Health, Safety, Environment and Community Committee, with effect from 27 September 2023. Mr Yue has been appointed as a member of the Health, Safety, Environment and Community Committee, with effect from 27 September 2023.

### **Appointment of Authorised Representative**

The Board further announces that Chairman Gang Ru has been appointed as an authorised representative of the Company under Rule 3.05 of the HK Listing Rules with effect from 27 September 2023.

**END**

Authorised for lodgement by the Board of Yancoal Australia Ltd  
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## APPENDIX

The material terms of the employment agreement entered into with Mr Ning Yue, are as follows:

### 1. Appointment

The appointment is to the position of Chair of the Executive Committee (**CEC**) effective from 27 September 2023.

### 2. Term

Mr Yue's appointment will commence on the commencement date and will cease on the date on which Mr Yue has given or been given by the Company notice of the termination of his employment. The termination provisions are set out below.

### 3. Duties

The duties of Mr Yue are those expected of the CEC, reporting to the Chairman of the Board or as otherwise directed by the Board.

### 4. Remuneration

There are three key components to Mr Yue's remuneration package:

#### Fixed remuneration

Mr Yue will receive from commencement of employment an annual fixed remuneration of A\$565,000 per annum (inclusive of cash salary, superannuation and any grossed up fringe benefits tax, but not any payroll tax or workers' compensation insurance paid by the Company in respect of Mr Yue's employment) which will be reviewed annually.

In addition to receiving fixed remuneration, Mr Yue will receive additional benefits including directors' and officers' liability insurance that may be applicable to any directorships he will be required to hold as part of his duties. The Company will also reimburse Mr Yue for any expenses that he reasonably incurs during the performance of his duties (including business-related travel).

#### Short Term Incentive Plan

Mr Yue will be eligible to participate in a Short Term Incentive Plan (**STIP**) in respect of a performance year and may receive an annual award in accordance with the STIP and Equity Incentive Plan Rules (**EIP Rules**) in effect for the performance year.

The payment of any award will be subject to the terms of the EIP Rules and STIP. STIP awards are paid 50% cash and 50% in the form of performance share rights. The terms on which the performance rights vest are set out in the EIP Rules. The Company may vary the STIP but only on an annual basis.

#### Long Term Incentive Plan

Mr Yue may elect to participate in the Company's Long Term Incentive Plan (**LTIP**) in respect of a performance year and may receive an annual award of performance share rights in accordance with the LTIP and EIP Rules in effect for the performance year. Details of his participation in the LTIP will be disclosed in the Company's Remuneration Report.

## 5. Termination Provisions

Either party may terminate the employment by providing the other with written notice as set out below.

<b>Period of Continuous Service</b>	<b>Notice</b>
Not more than 1 year	1 week
More than 1 year but less than 3 years	2 weeks
More than 3 years but less than 5 years	3 weeks
More than 5 years	4 weeks

If the Company gives Mr Yue notice and he is aged over 45 and has at least two years' continuous service as at the time notice is given, the Company will provide him with an additional week's notice.

## 6. Restrictive Covenant

Mr Yue is restrained during employment and for three months after termination from competing with the Company and each Group Company (together, the **Group**) and soliciting customers or clients, directors or employees of the Group.

## 7. Other provisions

The employment agreement also contains general provisions regarding confidential information, intellectual property and moral rights.