

27 April 2015

The Manager  
Company Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge St  
Sydney NSW 2000

### NOTICE OF ANNUAL GENERAL MEETING

Please find **attached** a copy of the Notice of Annual General Meeting and Proxy Form for the Yancoal Australia Ltd (**Company**) (ASX Code: YAL) Annual General Meeting for 2015.

The documents will be sent to shareholders shortly.

The Company's Annual Report was lodged with the ASX on 27 April 2015 and has been sent to those shareholders who requested a copy. A copy of the Company's Annual Report and all other ASX releases can accessed on the Company's website ([www.yancoal.com.au](http://www.yancoal.com.au)).

Shareholders are invited to attend the Company's Annual General Meeting to be held at Minter Ellison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW on Friday, 29 May 2015 at 10.30 am.

Yours faithfully



Laura Ling Zhang  
Company Secretary

# Notice of 2015 Annual General Meeting

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Notice is given that the 2015 Annual General Meeting (**AGM**) of Yancoal Australia Ltd (**Company**) will be held at 10.30 am (AEST) on Friday, 29 May 2015 at Minter Ellison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney, NSW.

Registration will commence at 10.00 am (AEST).

## Business

### Item 1: Financial Statements and Reports

To receive and consider the Financial Report of the Company and its controlled entities, including the Directors' Declaration and the Reports of the Directors and the Auditor's report for the financial year ended 31 December 2014.

### Item 2: Re-election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions (each as a separate resolution):

#### Item 2(a):

That Gregory Fletcher, who retires from the Office of Director, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

#### Item 2(b):

That Geoffrey Raby, who retires from the Office of Director, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

#### Item 2(c):

That William Randall, who retires from the Office of Director, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

Information about the above candidates appears in the Explanatory Notes.

### Item 3: Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution.

That the Remuneration Report for the year ended 31 December 2014 and as set out in the 2014 Annual Report on pages 34 to 46 (inclusive) be adopted.

***Voting exclusion statement in respect of Item 3: The Company will disregard any votes cast on Item 3:***

- *by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report for 2014 or their closely related parties, regardless of the capacity in which the vote is cast; or*

- as a proxy by a person who is a member of the KMP at the date of the meeting or their closely related parties,

unless the vote is cast:

- as proxy for a person entitled to vote on Item 3 in accordance with the direction on the proxy form; or
- by the Chairman of the AGM as proxy for a person entitled to vote on Item 3 pursuant to an express authorisation in the proxy form to vote as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).

Key Management Personnel and closely related party are defined in the Corporations Act 2001 (Cth) (**Corporations Act**). A closely related party includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors of the Company.

#### **Item 4: Appointment of Auditor**

To consider and, if thought fit, pass the following resolution as an ordinary resolution.

That ShineWing Australia be appointed as auditor of the Company.

#### **Item 5: Renewal of proportional takeover provision**

To consider and, if thought fit, pass the following resolution as a special resolution.

That the proportional takeover provision in Rule 6 of the Constitution of the Company be renewed for a further period of three years commencing from the date of this Annual General Meeting.

By order of the Board



**Baocai Zhang**  
**Co-Vice Chairman**

# Information for Securityholders

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## Eligibility to vote

For the purposes of determining entitlement to vote at the AGM, the Company's shareholders will be taken to be those persons who are the registered holders of the Company's shares as at 7:00pm (AEDT) on Wednesday 27 May 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

In this Notice, references to security holders or shareholders are references to holders of ordinary shares.

## Voting

An ordinary shareholder that is an individual may attend and vote in person at the AGM. Please arrive 20 minutes prior to the start of the AGM to facilitate the registration process. Otherwise, an ordinary shareholder may appoint a proxy to attend and vote on its behalf, as outlined below.

An ordinary shareholder that is a body corporate may appoint an individual to act as its representative to vote at the AGM in accordance with section 250D of the Corporations Act. The appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission to the AGM. A form of the certificate may be obtained from [www.computershare.com](http://www.computershare.com).

## Proxies

1. If you are entitled to vote but do not wish to attend the AGM, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy (as detailed immediately above). A proxy need not be an ordinary shareholder.
2. If you are entitled to cast two or more votes, you are entitled to appoint up to two proxies to attend the AGM and vote on your behalf and you may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not so specify, each proxy may exercise half the votes. Fractions of votes will be disregarded.
3. Where an ordinary shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands, and on a poll, each proxy or attorney may only exercise votes in respect of those shares or voting rights the proxy or attorney represents.
4. To be effective, the Company must receive the completed proxy form and, if the form is signed by the ordinary shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 9:30am (AEST) on Wednesday, 27 May 2015. Any proxy form received after that time will not be valid for the AGM. A sample form of instrument appointing a proxy accompanies this notice of AGM.
5. Proxy forms (and any power of attorney or certified copy of that power under which they are signed) may be lodged with Computershare:

**(a) by mail, to:**

Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne Victoria 3001

**(b) in person, at:**

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street, Sydney NSW 2000

**(c) by facsimile:**

1800 783 447 (within Australia)  
+ 61 3 9473 2555 (outside Australia)

**(d) online via [www.investorvote.com.au](http://www.investorvote.com.au)**

You will need your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), postcode and control number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

A proxy cannot be appointed electronically by a person appointed by a shareholder under a Power of Attorney or similar authority.

Intermediaries with access to Intermediary Online through Computershare Investor Services Pty Limited should lodge their votes through [www.intermediaryonline.com](http://www.intermediaryonline.com).

Alternatively, proxy forms may be lodged with the Company:

**(a) by mail, to the attention of the Company Secretary, at:**

Yancoal Australia Ltd  
Level 26, 363 George Street  
Sydney NSW 2000  
Australia

**(b) by facsimile, to the attention of the Company Secretary, on:**

+ 61 2 8583 5399

6. Proxies given by corporate holders of ordinary shares must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.
7. A proxy may decide whether to vote on any motion, except where the proxy is required by law to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If your appointed proxy does not attend the meeting or does not vote on a poll in accordance with your directions, the Chairman of the AGM will become your proxy and will vote in accordance with any directions. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
8. The appointment of a proxy or attorney is not revoked by the appointer attending and taking part at the AGM, but if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

9. If the Chairman of the AGM is or becomes your proxy and you do not specify how your proxy is to vote on an item of business, then by completing and submitting a proxy form you will be expressly authorising the Chairman to exercise your proxy as the Chairman sees fit in relation to that item, including the adoption of the Remuneration Report (Item 3), even though Item 3 is connected directly or indirectly with the remuneration of key management personnel of the Company. If you wish to appoint the Chairman as proxy with a direction how to vote on an item of business, including Item 3, you should specify this by completing the “For”, “Against” or “Abstain” boxes on the proxy form.
10. The Chairman of the AGM intends to vote all undirected proxies in favour of each item of business.

## Questions and comments by securityholders

The Chairman of the AGM will allow a reasonable opportunity for securityholders to ask questions about or make comments on the management of the Company at the AGM. Securityholders may also submit a written question to the Board. Your questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice of Meeting and Explanatory Notes.

Similarly, a reasonable opportunity will be given to shareholders to ask the Company’s external auditor, SWHC Australia, questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor’s report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Securityholders may also submit a written question to SWHC Australia (via the Company) if the question is relevant to:

- the content of SWHC Australia’s audit report; or
- the conduct of its audit of the Company’s annual financial reports for the year ended 31 December 2014.

SWHC Australia will either answer the relevant questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to securityholders as soon as practicable after the AGM, on the Company’s website, [www.yancoal.com.au](http://www.yancoal.com.au).

Relevant written questions for the Board and SWHC Australia must be received no later than 5.00pm (AEST) on Friday, 22 May 2015. A list of those relevant written questions will be made available to securityholders attending the AGM.

Please send any relevant questions for the Board or SWHC Australia by 5.00pm (AEST) on Friday, 22 May 2015 to:

- Computershare (Computershare’s contact details are set out on page 4 of this Notice); or
- Yancoal Australia Ltd at our registered office, Level 26, 363 George St, Sydney NSW 2000, Australia, marked for the attention of the Company Secretary.

During the course of the AGM, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonably practicable and, where appropriate, will give a representative of SWHC Australia the opportunity to answer written questions submitted to the Auditor. However, there may not be sufficient time available at the AGM to address all questions. Please note that individual responses may not be sent to shareholders.

## Required majority

The resolutions described in items 2, 3 and 4 of the Business section of this Notice are ordinary resolutions. Each will be passed if at least 50% of votes cast by ordinary shareholders entitled to vote on the resolution are cast in favour of the resolution.

The resolution described in item 5 of the Business section of this Notice is a special resolution. It will be passed if at least 75% of votes cast by ordinary shareholders entitled to vote on the resolution are cast in favour of the resolution.

# Explanatory Notes

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The Explanatory Notes form part of the Notice of Meeting and have been prepared to assist securityholders to understand the business to be put to the securityholders of the AGM.

## Item 1: Financial Statements and Reports

The financial statements and reports relate to the period from 1 January 2014 to 31 December 2014.

The Corporations Act requires the Financial Report (which includes the financial statements and notes, and the Directors' Declaration), the Directors' Report and Auditor's Report to be laid before the AGM.

There is no requirement in the Corporations Act for ordinary shareholders to approve the Financial Report, the Director's Report or the Auditor's Report. Pursuant to Rule 7.10 of the Company's Constitution, the Company's majority shareholder, Yanzhou Coal Mining Company Limited, has approved the financial statements of the Company in writing.

Securityholders will, however, be given a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company. Securityholders will also be able to ask questions of the Auditor, SWHC Australia.

The documents are available on the Company's website: [www.yancoal.com.au](http://www.yancoal.com.au)

## Item 2: Re-election of Directors

The Company must hold an election of directors each year in accordance with ASX Listing Rule 14.5. Further, in accordance with ASX Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is the longer. Corresponding requirements apply under the Company's constitution. Additionally, the Company has determined that about one third of the Board will retire and seek re-election, so as to prevent a disproportionate number of Directors standing for re-election at future annual general meetings.

As each of Gregory Fletcher, Geoffrey Raby and William Randall were appointed in June 2012 and have not been subsequently re-elected, each such director is required to seek re-election in accordance with ASX Listing Rule 14.4.

Below are biographical details for those directors who will retire at the AGM and, being eligible, offer themselves for re-election as Directors of the Company.

### **Item 2(a) – Re-election of Gregory Fletcher as a Director**

Gregory Fletcher, BCom, CA

Independent Non-Executive Director (26 June 2012 – Current), Chairman of the Audit and Risk Management Committee.



### *Experience and expertise*

Mr Fletcher holds a Bachelor of Commerce and he is a Chartered Accountant.

Gregory Fletcher was a Director of Gloucester Coal Ltd from 30 June 2009. He was appointed a Director of Yancoal after the merger of Yancoal and Gloucester Coal Ltd in June 2012. Previously, Mr Fletcher was a senior partner of Deloitte for 16 years, specialising in external and internal audits and risk management. He provided professional services to some of Australia's largest listed corporations. Additionally, he served as a Director of Railcorp up until the Railcorp Board was wound up on 30 June 2010 in line with the NSW Transport Administration Act.

### *Other current directorships*

- Chairman of SMEG Australia Pty Ltd
- Director of Yancoal SCN Limited (appointed on 21 November 2014)
- Independent Non-Executive Director of WDS Limited
- Chair, Audit and Risk Committee, Roads & Maritime Services
- Member of Audit and Risk Committee, Railcorp
- Member of NSW Auditor General's Audit and Risk Committee
- Member of Audit, Risk and Compliance Committee, Sydney Olympic Park Authority

### *Former directorships in last three years*

- Director of Gloucester Coal Ltd

### **Recommendation**

The Board (with Gregory Fletcher abstaining) unanimously recommends that ordinary shareholders vote in favour of the re-election of Gregory Fletcher.

### **Item 2(b) – Re-election of Geoffrey Raby as a Director**

Geoffrey Raby, BEc (Hons), MEd and PhD (Economics)

Independent Non-Executive Director (26 June 2012 – Current), Member of Audit and Risk Management Committee and Member of Health, Safety and Environment Committee.

### *Experience and expertise*

Dr Geoffrey Raby holds a Bachelor of Economics, a Master of Economics and a Doctor of Philosophy Economics.

Dr Geoffrey Raby was appointed a Director of Yancoal in 2012. He was Australia's Ambassador to the People's Republic of China from 2007 to 2011. Prior to that, he was a Deputy Secretary in the Department of Foreign Affairs and Trade (**DFAT**). Dr Raby has extensive experience in international affairs and trade, having been Australia's Ambassador to the World Trade Organisation (1998–2001), Australia's APEC Ambassador (2003–2005), Head of DFAT's Office of Trade Negotiations and Head of the Trade Policy Issues Division at the OECD, Paris. Between 1986 and 1991 he was Head of the Economic Section at the Australian Embassy, Beijing. He has been the Chair of DFAT's Audit Committee and served as an ex officio member of the Boards of Austrade and Export Finance and Insurance Corporation (**EFIC**).

#### *Other current directorships*

- Director of Fortescue Metals Group Limited
- Director of Oceana Gold Corporation Limited
- Chairman of SmartTrans Holding Limited
- Director of iSentia Group Ltd
- Director of YPB Group Ltd

#### **Recommendation**

The Board (with Geoffrey Raby abstaining) unanimously recommends that ordinary shareholders vote in favour of the re-election of Geoffrey Raby.

#### **Item 2(c) – Re-election of William Randall as a Director**

William Randall, BBus

Independent Non -Executive Director (26 June 2012 – Current), Member of Nomination and Remuneration Committee.

#### *Experience and expertise*

Mr Randall holds a Bachelor degree in Business from the Australian Catholic University, majoring in international marketing and finance.

William Randall started his career with Noble Group in Australia in 1997, transferring to Asia in 1999 where he established Noble Group Limited's coal operations, mining and supply chain management businesses. He served as a Director of Noble Energy Inc in 2001, before being appointed Global Head of Coal and Coke in 2006 and became a member of the Noble Group internal management board in 2008. Mr Randall subsequently assumed the title of Head of Hard Commodities in 2012. He became an Executive Director of Noble Group Limited in February 2012 prior to which he was Head of Energy Coal Carbon Complex. Mr Randall was appointed a Director of Yancoal after the merger of Yancoal and Gloucester Coal Ltd in June 2012.

#### *Other current directorships*

- Director of Noble Group Limited
- Alternate Director of Cockatoo Coal Limited

#### *Former directorships in last three years*

- Director of Gloucester Coal Ltd
- Director of Blackwood Corporation Limited
- Director of Territory Resources Limited
- Alternate Director of East Energy Resources Limited

#### **Recommendation**

The Board (with William Randall abstaining) unanimously recommends that ordinary shareholders vote in favour of the re-election of William Randall.

## Item 3: Remuneration Report

### Item 3 – Adoption of the Remuneration Report

The Board submits its Remuneration Report for the year ended 31 December 2014 to securityholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out on pages 34 to 46 (inclusive) of the 2014 Annual Report. This report can also be found on the Company's website at [www.yancoal.com.au](http://www.yancoal.com.au). The report:

- explains the Company's remuneration principles relating to the nature and amount of the remuneration of directors and senior executives of the Company; and
- sets out the remuneration details for each director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The vote on the Remuneration Report is advisory only and will not bind the Company.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

### Recommendation

The Board unanimously recommends that ordinary shareholders vote in favour of the adoption of the remuneration report.

## Item 4: Appointment of Auditor

The Company had previously appointed ShineWing Hall Chadwick as auditor. As a result of the merger of ShineWing Hall Chadwick with Moore Stephens Melbourne, the name of the partnership was changed to SWHC Australia with SWHC Australia being a continuation of the Victorian partnership previously known as ShineWing Hall Chadwick. The auditor's report for the year ended 31 December 2014 has been signed by SWHC Australia, which recognises that the audit for the financial period had to be completed by the auditor appointed for that financial year. As from 1 February 2015, the partners of SWHC Australia joined the Australian partnership of ShineWing Australia and accordingly the business of SWHC Australia is being transferred to ShineWing Australia.

Under the Corporations Act 2001, the resignation of an auditor is subject to approval by the Australian Securities and Investments Commission (**ASIC**) and appointment of a new auditor is subject to approval at an Annual General Meeting. Accordingly SWHC Australia has sought ASIC approval to resign. SWHC Australia has notified the Company in writing of its resignation and ShineWing Australia has been nominated by a member, and has consented to be appointed, as auditor.

The Corporations Act requires that, when the appointment of an auditor is to be considered at a meeting, the Company must send to shareholders, prior to the meeting, a copy of the notice of nomination provided by a member of the Company. A copy of this notice of nomination is included on the following page.

## Notice of Nomination of Auditor

Laura Ling Zhang  
Company Secretary  
Yancoal Australia Ltd  
Level 26, 363 George Street  
Sydney NSW 2000

Dear Ms Zhang,

I, Baocai Zhang, being a member of Yancoal Australia Ltd (the "Company") hereby nominate ShineWing Australia of Level 10, 530 Collins St, Melbourne for appointment as auditor of the Company and its controlled entities at the Annual General Meeting convened for Friday 29 May 2015. The office of auditor will then become vacant by virtue of the resignation of SWHC Australia (previously known as ShineWing Hall Chadwick). This letter services a Notice of Nomination in accordance with section 328B of the Corporations Act 2001.

Please distribute copies of this notice as required by section 328B(3) of the Corporations Act 2001.

Yours faithfully



Baocai Zhang

27 April 2015

### **Recommendation**

The Board unanimously recommends that ordinary shareholders approve the appointment of ShineWing Australia as auditor of the Company.

## Item 5: Renewal of proportional takeover provision

Rule 6 of the Company's Constitution currently contains provisions dealing with proportional takeover bids for shares in the Company in accordance with the Corporations Act.

Under the Corporations Act and Rule 6 of the Constitution, the provisions must be renewed every three years or they will cease to have effect. The current provisions will automatically cease to have effect after 26 June 2015 and accordingly, it is proposed to renew them in the Constitution. If renewed, Rule 6 will operate on the same basis as the existing Rule 6 for a period of three years from the date of the Annual General Meeting.

The Corporations Act requires that the following information be provided to shareholders when they are considering the renewal of proportional takeover provisions in a constitution.

### **What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?**

A proportional takeover bid involves the bidder offering to buy a proportion only of each shareholder's shares in the Company. This means that control of the Company may pass without members having the chance to sell all their shares to the bidder. It also means the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, a company may provide in its constitution that:

- in the event of a proportional takeover bid being made for shares in the Company, members are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- the majority decision of the Company's members will be binding on all individual members.

The Directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

### **What is the effect of the proportional takeover approval provisions?**

If a proportional takeover bid is made, the Directors must ensure that members vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote. However, the bidder and their associate are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act. However, the Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for three years after the date they are renewed. The provisions may be renewed, or reinserted upon the expiry of the initial three-year period, but only by a special resolution passed by members.

### **Potential advantages and disadvantages**

While the renewal of Rule 6 will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendations as to whether the bid should be accepted.

The provisions in Rule 6 ensure that all members have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including appropriate pricing. Similarly,

knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids, and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their shares.


The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

### **Recommendation**

The Board unanimously recommends that ordinary shareholders approve the renewal of the proportional takeover provision in Rule 6 of the Constitution of the Company.

**Lodge your vote:**

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
 Computershare Investor Services Pty Limited  
 GPO Box 242 Melbourne  
 Victoria 3001 Australia

Alternatively you can fax your form to  
 (within Australia) 1800 783 447  
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
 (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
 (within Australia) 1300 850 505  
 (outside Australia) +61 3 9415 4000

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 MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Proxy Form**



**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:30 am (AEST) Wednesday 27 May 2015**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
 or turn over to complete the form →**

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Yancoal Australia Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Yancoal Australia Limited to be held at Minter Ellison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW on Friday, 29 May 2015 at 10:30 am (AEST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention below) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### Ordinary Resolution

	For	Against	Abstain
2(a) Re-elect Gregory James Fletcher as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Re-elect Geoffrey William Raby as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c) Re-elect William James Randall as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appoint ShineWing Australia as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Resolution

5 Renewal of proportional takeover provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone


Date / /

YAL

198195A

Computershare +





┌ 000002 000 YALRM  
MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Yancoal Australia Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Yancoal Australia Limited**

