



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

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ASX Release:

HKEx - Continuing Connected Transactions

Authorised for lodgement by Yancoal Board

Investor Relations Contact: Brendan Fitzpatrick, GM Investor Relations

Email: Brendan.Fitzpatrick@yancoal.com.au

Additional information about the company can be found at www.yancoal.com.au

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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)

CONTINUING CONNECTED TRANSACTIONS

REVISION OF ANNUAL CAPS FOR THE HVO SALES AGREEMENT

Reference is made to the announcement (the “**Announcement**”) issued by Yancoal Australia Ltd (the “**Company**”) on 17 December 2020 in relation to, among other things, the continuing connected transactions for the purchase of coal by the Group from Anotero, a wholly-owned subsidiary of Glencore, pursuant to the HVO Sales Agreement in relation to Hunter Valley mining operations only. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, the maximum annual transaction amounts to be distributed by the HVO SalesCo to Anotero pursuant to the HVO Sales Agreement for the year ending 31 December 2022 will not exceed US\$750 million (the “**Original 2022 Annual Cap**”) and the maximum annual transaction amount to be distributed by the HVO SalesCo to Anotero pursuant to the HVO Sales Agreement for the year ending 31 December 2023 will not exceed US\$750 million.

During a review of the transaction amounts under the HVO Sales Agreement, it has come to the attention of the Company that the actual transaction amount as of 30 September 2022 has exceeded the Original 2022 Annual Cap due to sustained recent increases in coal prices globally. As of 30 September 2022, the actual transaction amount under the HVO Sales Agreement was approximately US\$1.251 billion. Accordingly, the Company has revised the annual caps for the continuing connected transactions under the HVO Sales Agreement for the two years ending 31 December 2022 and 2023 to US\$1.9 billion and US\$1.9 billion respectively. The terms of the HVO Sales Agreement remain unchanged and the major terms of the HVO Sales Agreement were set out in the Announcement.

The revised annual caps have been determined based on (i) the historical transaction amounts, in particular, the actual transaction amounts for the nine months ended 30 September 2022 of US\$1.251 billion; (ii) the expected amount of the coal to be sold by the HVO SalesCo, with reference to the annual production capacity of Hunter Valley mining

**For identification purposes only*

operations and (iii) the expected price of the coal to be sold by SalesCo, taking into consideration the sustained recent increase in coal prices globally. In particular, the coal price set out in the NEWC index published by globalCOAL, which is the benchmark price for seaborne thermal coal in the Asia-Pacific region, has increased from US\$165.86/t as of 31 December 2021 to US\$452.81/t as of 22 September 2022.

Directors' Confirmation

The Directors (including the independent non-executive Directors) are of the view that the terms of the HVO Sales Agreement (including the revised annual caps) 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 HVO Sales Agreement and the transactions contemplated thereunder, and therefore no Director abstained from voting on the relevant resolution of the Board in respect of the revised annual caps under the HVO Sales Agreement and the transactions contemplated thereunder.

Internal Controls Procedures

The Company has a system to monitor its connected transactions and the renewal of connected transactions, which includes maintaining and regularly updating the list of connected persons of the Company, maintaining a list of connected transactions including details in relation to their expiration dates, checking the contracting party in each transaction to confirm whether it is a connected person, monitoring the value of transactions that are identified as connected transactions against the threshold for triggering disclosure and shareholder approval requirements under the Listing Rules and ensuring that relevant business departments are regularly updated in relation to the renewal of connected transactions.

In view of the recent historical record breaking increases in coal prices globally, the Company has conducted a further review of its continuing connected transactions and has further strengthened its internal controls to ensure that the transaction amounts for the continuing connected transaction will not exceed its annual cap, which now involves a monthly review of such transactions, rigorous forecasting of transaction amounts out to the end of calendar year, and a broadening of responsibility for reviewing and monitoring such transactions, including involvement of senior management at the Hunter Valley mining operations.

Listing Rules Implications

As at the date of this announcement, Anotero (i) holds 49% of the interest in HV Operations Pty Ltd, a subsidiary of the Company, and (ii) has a 49% participating interest in the HVO JV, the unincorporated joint venture holding the Hunter Valley mining operations, in which the Company holds a 51% participating interest. Accordingly, Anotero is a connected person of the Company by virtue of being a substantial shareholder of the Company's subsidiaries, and the transactions between the HVO SalesCo and Anotero constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the continuing connected transactions under the HVO Sales Agreement are between the Group and a connected person at the subsidiary level, on normal commercial terms or better, the Directors have approved the transactions and the independent non-executive Directors have given the confirmation required under Rule 14A.101 of the Listing Rules, the revision of the annual caps for such continuing connected transactions is only subject to the reporting,

announcement and annual review requirements and is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Information in relation to the Company and Anotero

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.

Anotero, a wholly-owned subsidiary of Glencore, is engaged in manufacturing and sales of coal through its interest in Hunter Valley mining operations. Glencore is a member of Glencore plc, which is one of the largest global diversified natural resource companies in the world. The shares of Glencore plc are listed on the London Stock Exchange and the Johannesburg Stock Exchange.

By order of the Board
Yancoal Australia Ltd
Baocai ZHANG
Chairman

Hong Kong, 9 November 2022

As of the date of this announcement, the executive Director is Mr. Ning Zhang, the non-executive Directors are Mr. Baocai Zhang, Mr. Xiangqian Wu, Mr. Yaomeng Xiao, 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.