

YANCOAL AUSTRALIA LTD
PROCEDURES FOR SHAREHOLDERS TO PROPOSE PERSONS
FOR ELECTION AS DIRECTORS

Rule 7.10(a) of the constitution (the *Constitution*) of Yancoal Australia Ltd (the *Company*) provides that the Company may by ordinary resolution appoint a director.

Rule 8.1(i) of the Constitution provides, in addition to a person in office as a director immediately before that meeting or nominated by the directors for election at that meeting, a person is eligible for election to the office of a director at a general meeting if:

- (a) where the person is a member, he or she has at least 35 Business Days or, in the case of a general meeting the directors have been duly requested by members under the Corporations Act 2001 (Cth) of Australia (the *Act*) to call, at least 30 Business Days but, in each case, no more than 90 Business Days before the meeting, given the company a notice signed by him or her stating the member's desire to be a candidate for election at that meeting; or
- (b) where the person is not a member, a member intending to nominate the person for election at that meeting has, at least 35 Business Days and, in the case of a general meeting the directors have been duly requested by members under the Act to call, at least 30 Business Days but, in each case, no more than 90 Business Days before the meeting, given the company a notice signed by the member stating the member's intention to nominate the person for election, and a notice signed by the person stating his or her consent to the nomination notice in writing signed by the person to be proposed giving his consent to the nomination.

The notice in paragraphs (a) and (b) above should be accompanied by the biographical details to be disclosed under Rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the *HK Listing Rules*) of the person being proposed for election as director. The person being proposed for election should also provide his written consent to the publication by the Company of his personal data together with the notice in paragraphs (a) and (b) above and his written confirmation of the accuracy and completeness of his biographical details to be disclosed under Rule 13.51(2) of the HK Listing Rules.

Upon receipt of the above notices, the Company shall publish an announcement in accordance with the HK Listing Rules, or issue a supplemental circular to members of the Company, in each case containing the particulars of the proposed director.

Additionally, in accordance with Listing Rule 3.13.1 of the Australian Securities Exchange (**ASX**), if a director may be elected at a meeting of members, the Company shall publish an announcement to the ASX advising of the date of the meeting at least 40 Business Days before the meeting or, in the case of a general meeting the directors have been duly requested by members under the Act to call, at least 35 Business Days before the meeting.

Provided that the formalities of the meeting have been complied with, a member proposing that person for election may, during the relevant meeting, put an ordinary resolution to the meeting to such effect.