

19 May 2017

ASX Release:

Amendments to the Annual General Meeting items of business

Yancoal Australia Ltd ("Yancoal") announced the appointment of Mr Xiangqian Wu and Mr Qingchun Zhao as Non-Executive Directors of Yancoal, following the resignation of Mr Boyun Xu and Mr Yuxiang Wu, effective 28 April 2017.

In compliance with ASX Listing Rule 14.4, both Mr Xianqian Wu and Mr Qingchun Zhao will stand for election as Non-Executive Directors at the Annual General Meeting on 26 May 2017. Detailed biographies for these Directors can be found in the announcement entitled "Change of Directors" lodged with ASX on 1 May 2017.

A replacement proxy form is now available which includes the election of Mr Xiangqian Wu and Mr Qingchun Zhao and excluding the resolution in relation to Mr Boyun Xu who is no longer seeking re-election. A copy of the sample replacement proxy form is attached. Shareholders can vote through www.investorvote.com.au or by facsimile to Computershare within Australia on 1800 783 447 or outside Australia on +61 3 9473 2555.

By completing the replacement proxy form shareholders will replace any votes they had previously lodged. If a shareholder decides not to complete the replacement proxy form their existing proxy appointments and directions will stand.

We appreciate this is late notice of the new items of business. Yancoal is using the best possible endeavours to provide all shareholders with the opportunity to vote on the additional resolutions.

End

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Lodge your vote:



Online:
www.investorvote.com.au

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

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

Replacement Proxy Form

To complete the replacement proxy form, please read the instructions below.

You are being given this replacement proxy form as a consequence of the need for further items of business at the 2017 Annual General Meeting of Yancoal Australia Ltd, being the re-election of each of Mr Xiangqian Wu and Mr Qingchun Zhao as a Director (new items 2(e) and 2(f)). This replacement proxy form will allow you to direct your proxy how to vote on items 2(e) and 2(f). If you have already completed and lodged the proxy form sent to you previously, you do not need to complete this replacement proxy form and your previous proxy form will be treated as an undirected proxy on item 2(e) and 2(f). If you appointed the Chairman as your proxy, the Chairman intends to cast your votes in favour of items 2(e) and 2(f).



Vote and view the annual report online

- Go to 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: 9999999

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 10:30am (AEST) Wednesday 24 May 2017**

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 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** →

Samples/000001/000001/i12

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.



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I ND

■ Replacement Proxy Form

Please mark ☒ to indicate your directions

By completing and lodging this replacement proxy form, you are revoking your previous proxy form and replacing it with this form.

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Yancoal Australia Ltd 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 Ltd to be held at Herbert Smith Freehills, Level 35, ANZ Tower, 161 Castlereagh Street, Sydney NSW 2000 on Friday, 26 May 2017 at 10:30am (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 Xiyong Li as a Director of the Company	☐	☐	☐
2(b) Re-elect Baocai Zhang as a Director of the Company	☐	☐	☐
2(c) Re-elect Boyun Xu as a Director of the Company WITHDRAWN	☐	☐	☐
2(d) Re-elect Huaqiao Zhang as a Director of the Company	☐	☐	☐
3 Adoption of Remuneration Report	☐	☐	☐
2(e) [New Item of Business] Elect Xiangqian Wu as a Director of the Company	☐	☐	☐
2(f) [New Item of Business] Elect Qingchun Zhao as a Director of the Company	☐	☐	☐

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 ____/____/____

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Computershare +