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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 TRANSACTION IN RELATION TO THE COAL SALES AGREEMENTS WITH POSCO**

On 22 December 2021, each of Ashton Coal Mines Limited, Miller Pohang Coal Company Pty Limited, Yarrabee Coal Company Pty Ltd and Stratford Coal Pty Ltd (each a subsidiary of the Company) formally agreed to enter into a coal sales agreement with POSCO (collectively, the **"POSCO Coal Sales Agreements"**) pursuant to which POSCO and/or its associates have agreed to purchase coal from the Group during the three years ending 31 December 2024.

As POSCO is interested in 20% of the Mount Thorley JV, a subsidiary of the Company under the Listing Rules, POSCO is a connected person of the Company by virtue of being a substantial shareholder of the Company's subsidiary.

The highest applicable percentage ratio in respect of the maximum annual transaction amount to be received by the Group from POSCO and/or its associates for the sale of coal pursuant to the POSCO Coal Sales Agreements exceeds 5%. As the continuing connected transactions under the POSCO Coal Sales Agreements (i) are between the Group and a connected person at the subsidiary level, (ii) are on normal commercial terms or better, (iii) have been approved by the Board and the independent non-executive Directors have confirmed the matters set out in Rule 14A.101 of the Listing Rules, such continuing connected transactions are only subject to the reporting, announcement and annual review requirements, and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 18 December 2020 in relation to the 2021 POSCO Coal Sales Agreements.

*\*For identification purposes only*

As the 2021 POSCO Coal Sales Agreements are about to expire, the Company, through its subsidiaries, has agreed to enter into the POSCO Coal Sales Agreements pursuant to which POSCO and/or its associates have agreed to purchase coal from the Group.

## **THE POSCO COAL SALES AGREEMENTS**

### ***Material Terms***

The POSCO Coal Sales Agreements provide that all transactions in relation to the sale of coal by the Group to POSCO and/or its associates must be (i) in the ordinary and usual course of business of the Group, (ii) on an arm's length basis, (iii) on normal commercial terms with the sale price being negotiated between the parties on an arm's length market related basis relative to industry benchmark prices and reflecting coal quality, and (iv) in compliance with, amongst other things, the Listing Rules and applicable laws.

The POSCO Coal Sales Agreements will become effective on and from 1 January 2022 and will expire on 31 December 2024. Upon the POSCO Coal Sales Agreements becoming effective, the 2021 POSCO Coal Sales Agreements will cease to have any effect in accordance with their terms.

### ***Historical Transaction Amounts***

The aggregate annual transaction amounts received by the Group from POSCO and/or its associates for the sale of coal for the two years ended 31 December 2019 and 2020 and the nine months ended 30 September 2021 were approximately US\$164 million, US\$163 million and US\$117 million, respectively.

### ***Annual Cap***

The maximum annual transaction amounts to be received by the Group from POSCO and/or its associates for the sale of coal pursuant to the POSCO Sales Agreements for the three years ending 31 December 2022, 2023 and 2024 will not exceed US\$300 million, US\$300 million and US\$300 million, respectively.

This annual cap was calculated by reference to (i) the historical transaction amounts, (ii) the expected demand for coal from POSCO and/or its associates for the next three years, and (iii) the estimated sale price for the coal the Company typically charges.

## **REASONS FOR, AND BENEFITS OF, THE POSCO COAL SALES AGREEMENTS**

The Company's principal business activity is the production of thermal and metallurgical coal. POSCO has been a consistent, and one of the major customers of the Company since at least 2006, with the Company now being one of POSCO's major coal supplier by volume. The Company believes that through supplying coal to POSCO in the Company's ordinary and usual course of business, the Company could maintain its good business relationship with POSCO, further expand its business operation and generate revenue.

## **DIRECTORS' CONFIRMATION**

The Directors (including the independent non-executive Directors) are of the view that the terms of the POSCO Coal Sales Agreements (including the annual caps thereunder) 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 POSCO Coal Sales Agreements and the transactions contemplated thereunder, and therefore no Director abstained from voting on the relevant resolutions of the Board in respect of the POSCO Coal Sales Agreements and the annual caps thereunder.

## **LISTING RULES IMPLICATIONS**

As POSCO (through its wholly-owned subsidiary POSCO Australia Pty Ltd) is interested in 20% of the Mount Thorley JV, a subsidiary of the Company under the Listing Rules, POSCO is a connected person of the Company by virtue of being a substantial shareholder of the Company's subsidiary.

The highest applicable percentage ratio in respect of the maximum annual transaction amount to be received by the Group from POSCO and/or its associates for the sale of coal pursuant to the POSCO Coal Sales Agreements exceeds 5%. As the continuing connected transactions under the POSCO Coal Sales Agreements (i) are between the Group and a connected person at the subsidiary level, (ii) are on normal commercial terms or better, (iii) have been approved by the Board and the independent non-executive Directors have confirmed the matters set out in Rule 14A.101 of the Listing Rules, such continuing connected transactions are only subject to the reporting, announcement and annual review requirements, and are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **INFORMATION IN RELATION TO THE COMPANY AND POSCO**

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.

POSCO was launched on April 1, 1968 with the national mission of industrialisation. The shares of POSCO are listed on the Korean Exchange. As the first integrated steel mill in Korea, it has grown to produce 41 million tons of crude steel a year, and it is conducting various global businesses, e.g. production and sales in 53 countries in the world. POSCO has been contributing to the development of mankind through endless innovation and technology development, and became the most competitive steel maker in the world.

## **DEFINITIONS**

|                 |  |
|-----------------|--|
| "Board"         | the board of Directors of the Company  |
| "Company"       | Yancoal Australia Ltd, a company incorporated under the laws of Australia with limited liability, whose ordinary shares are listed on The Australian Securities Exchange and The Stock Exchange of Hong Kong Limited |
| "Director"      | a director of the Company  |
| "Group"         | the Company and its subsidiaries   |
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time   |

|                  |  |
|------------------|--|
| “POSCO”          | POSCO, a company incorporated under the laws of Korean, whose shares are listed on the Korean Exchange |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited  |

*By order of the Board*

**Yancoal Australia Ltd**

**Baocai ZHANG**

Chairman

Hong Kong, 22 December 2021

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