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兗州煤業股份有限公司
YANZHOU COAL MINING COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1171)

NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 second extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 9:00 a.m. on 25 August 2017 at the headquarters of the Company, 298 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions of the Company (details of which are set out in the circular of the Company dated 2 June 2017 as supplemented by the supplementary circular of the Company dated 30 June 2017 (together, the “**Circular**”) and unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the Circular):

- (1) Ordinary Resolution: “**THAT**, to consider and approve the acquisition of the share capital of Coal & Allied Industries Limited by Yancoal Australia Co., Ltd. and the transactions contemplated thereunder, including the offer made to HVO Resources Pty Ltd.”.
- (2) Ordinary Resolution: “**THAT**, to consider and approve the Proposal in relation to the Company's compliance with the requirements of non-public issuance of shares”.
- (3) Ordinary Resolution: “**THAT**, to consider and approve the Proposal in relation to the feasibility analysis report of implementing the use of proceeds of the non-public issuance of RMB ordinary shares of the Company”.
- (4) Ordinary Resolution: “**THAT**, to consider and approve the Proposal in relation to submission to the extraordinary general meeting of the Company to authorize the Board to deal with matters relating to the non-public issuance of shares at its full discretion”.
- (5) Ordinary Resolution: “**THAT**, to consider and approve the Proposal in relation to dilution of immediate return and return recovery measures upon the non-public issuance of shares of the Company”.
- (6) Ordinary Resolution: “**THAT**, to consider and approve the Proposals in relation to certain commitments by the controlling shareholders, directors and senior management of the Company relating to recovery of immediate return”.
- (7) Ordinary Resolution: “**THAT**, to consider and approve the Proposal in relation to the non-necessity for the Company to prepare a report for the previous fund-raising”.
- (8) Special Resolution: “**THAT**, to consider and approve the Proposal in relation to the Company's non-public issuance of shares to specific persons”.
 - (8.01) Class and nominal value of shares to be issued;
 - (8.02) Method and time of the issue;
 - (8.03) Issue price and pricing principle;
 - (8.04) Number of new shares to be issued;
 - (8.05) Use of proceeds;

- (8.06) Lock-up period;
 - (8.07) Arrangement relating to the accumulated undistributed profits;
 - (8.08) Validity of resolution of the Issue;
 - (8.09) Place of listing;
 - (8.10) Method of subscription.
- (9) Special Resolution: “**THAT**, to consider and approve the Proposal of non-public issuance of A shares of the Company”.

By order of the Board
Yanzhou Coal Mining Company Limited
Li Xiyong
Chairman

Zoucheng, Shandong, the PRC

30 June 2017

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Li Wei, Mr. Wu Xiangqian, Mr. Wu Yuxiang, Mr. Zhao Qingchun, Mr. Guo Dechun and Mr. Guojun, and the independent non-executive directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Poon Chiu Kwok and Mr. Qi Anbang.

Notes:

1. Eligibility for attending the EGM

Holders of the Company's overseas listed foreign invested shares (in the form of H Shares) whose names appear on the Company's register of members of H Shares which is maintained by Hong Kong Registrars Limited at the close of business on Tuesday, 25 July 2017 are entitled to attend the EGM after completing the registration procedures for attending the EGM. Holders of H Shares, who intend to attend the EGM, must deliver the completed reply slips for attending the EGM to the Office of the Secretary to the Board no later than Friday, 4 August 2017. Shareholders can deliver the necessary documents for registration to the Company in person, by post or by facsimile. Further details of the requirements of the instrument appointing the proxies are set out in note 2 below.

2. Proxy

Each holder of H Shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. The proxies of a Shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarized. For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to Hong Kong Registrars Limited (17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof in order for such documents to be valid.

3. Closure of register of members

The H Share register of members of the Company will be closed, for the purpose of determining Shareholders' entitlement to attend the EGM, from Wednesday, 26 July 2017 to Friday, 25 August 2017 (both days inclusive), during which period no transfer of the Company's H Shares will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share Registrar, Hong Kong Registrars Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, 25 July 2017 for registration. H Shareholders whose names appear on the H Share register of members of the Company maintained by Hong Kong Registrars Limited on or before the above date will be eligible to attend the EGM.

4. Miscellaneous

- (1) The EGM is expected to last half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.
- (2) All voting at the EGM will be conducted by a poll.
- (3) Details of the Office of the Secretary to the Board are as follows:

298 South Fushan Road
Zoucheng
Shandong Province 273500 PRC
Tel: 86-537-5382319
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