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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 THIRD CLASS MEETING OF THE HOLDERS OF A SHARES

NOTICE IS HEREBY GIVEN that the 2017 third class meeting of the holders of A shares (the “**3rd A Shareholders’ Class Meeting**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 11:00 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 (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):

Special Resolutions

“**THAT**

1. To consider and approve the Proposal in relation to the Company’s non-public issuance of shares to specific persons:

- 1.01 Class and nominal value of shares to be issued;
- 1.02 Method and time of the issue;
- 1.03 Issue price and pricing principle;
- 1.04 Number of new shares to be issued;
- 1.05 Use of proceeds;
- 1.06 Lock-up period;
- 1.07 Arrangement relating to the accumulated undistributed profits;

1.08 Validity of resolution of the Issue;

1.09 Place of listing;

1.10 Method of subscription.

2. 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 nonexecutive 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 3rd A Shareholders' Class Meeting

Holders of A Shares whose names appear on the Company's register of members of A Shares at the close of business on Tuesday, 25 July 2017 are entitled to attend the 3rd A Shareholders' Class Meeting. Holders of A Shares, who intend to attend the 3rd A Shareholders' Class Meeting, must deliver the completed reply slip for attending the 3rd A Shareholders' Class Meeting to the Office of the Secretary of 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 A Shares who has the right to attend and vote at the 3rd A Shareholders' Class Meeting is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the 3rd A Shareholders' Class Meeting. 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.

3. Miscellaneous

- (1) Holders of the A Shares attending the 3rd A Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.
- (2) All voting at the 3rd A Shareholders' Class Meeting will be conducted by a poll.
- (3) Details of the Office of the Secretary of the Board are as follows:

298 South Fushan Road
Zoucheng
Shandong Province 273500 PRC
Tel: 86-537-5382319
Fax: 86-537-5383311