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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 H SHARES

**NOTICE IS HEREBY GIVEN** that the 2017 third class meeting of the holders of H shares (the "**3rd H Shareholders' Class Meeting**") of Yanzhou Coal Mining Company Limited (the "**Company**") will be held at 11:30 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):

### 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 H Shareholders' Class Meeting**

   Holders of H Shares whose names appear on the Company's register of members of H Shares at the close of business on Tuesday, 25 July 2017 are entitled to attend the 3rd H Shareholders' Class Meeting. Holders of H Shares, who intend to attend the 3rd H Shareholders' Class Meeting, must deliver the completed reply slip for attending the 3rd H 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 H Shares who has the right to attend and vote at the 3rd H 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 H 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. 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 3rd H Shareholders' Class Meeting 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 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 3rd H Shareholders' Class Meeting, 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.

4. **Miscellaneous**

   (1) Holders of the H Shares attending the 3rd H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.

   (2) All voting at the 3rd H 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