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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 third extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 9:00 a.m. on Monday, 27 November 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:

Non-Cumulative Voting Resolution

1. **Special Resolution:** “**THAT**, to consider and approve the Proposal in relation to the amendments to the Articles of Association of Yanzhou Coal Mining Company Limited (《關於修改〈兗州煤業股份有限公司章程〉的議案》).”

Details of the aforesaid proposal were contained in the announcement of the Company dated 25 August 2017 in relation to the resolutions passed at the third meeting of the seventh session of the board of directors and the announcement dated 28 August 2017 in relation to the proposed amendments to the Articles of Association of the Company. Please also refer to Annex 1 to this notice.

Cumulative Voting Resolution

2. **Ordinary Resolution:** “**THAT**, to consider and approve the Proposal in relation to the election of an independent director of the Company (《關於選舉公司獨立董事的議案》).”

To consider and approve the appointment of Mr. Cai Chang as an independent director of the Company.

Details of the aforesaid proposal were set out in the announcements of the Company dated 13 October 2017 in relation to the resolutions passed at the fifth meeting of the seventh session of the board of directors and the appointment of independent director. Please also refer to Annex 2 to this notice.

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

Zoucheng, Shandong Province, the PRC
13 October 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. Guo Dechun, Mr. Zhao Qingchun and Mr. Guo Jun, and the independent non-executive Directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Poon Chiu Kwok and Mr. Qi Anbang.

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 Friday, 27 October 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 Monday, 6 November 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 Saturday, 28 October 2017 to Monday, 27 November 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 Friday, 27 October 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. Cumulative voting

Directors and supervisors shall be elected through cumulative voting at the EGM. The number of total votes that a Shareholder can exercise is decided by the following factors: (i) the number of shares held by such Shareholders, and (ii) the number of directors/supervisors to be elected. A Shareholder may give all his or her votes to one candidate or divide his or her votes among several candidates. Please refer to note 8 to the Form of Proxy for Use at the EGM for details of the cumulative voting.

5. 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
Fax: 86-537-5383311

Annex 1:

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposal in relation to the proposed amendments to the articles of association (the “**Articles of Association**”) of the Company was approved in the third meeting of the seventh session of the Board, and the Board agreed submit the same to the shareholders’ general meeting of the Company for consideration and approval.

In order to thoroughly realize the spirit in the “Notice of Incorporation of the Requirements for Party Construction in State-owned Companies into the Articles of Association of the Company” released by the Organization Department of the Central Committee of the Communist Party of China and the State-owned Assets Supervision and Administration Commission of the State Council, the Company proposed to make amendments to the Articles of Association in accordance with the relevant laws and regulations and taking into account the actual operating conditions of the Company.

The amendments to the Articles of Association implemented the spirits of “Certain Opinions on Upholding the Leadership by the Party and Strengthening the Party Construction Throughout the Deepening Reform of State-owned Enterprises” released by CPC Central Committee and the national conference on Party construction of state-owned enterprises held in October 2016, and also signified the legal status of Party organization of state-owned enterprises in corporate governance structure of the companies by including the general requirements of Party construction in the Articles of Association of the Company.

Details of the proposed amendments of the Articles of Association are set out as follows:

The original Chapter 19 of the Articles of Association:

“Chapter 19 Trade Unions

Article 272 The Company’s employees may form trade unions, carry out trade union activities and protect their legal rights. The Company shall provide the necessary conditions for such activities.”

The proposed amendments are as follows:

“Chapter 19 Party Organization and Trade Unions

Article 272 In accordance with the “Constitution of the Communist Party of China” and relevant regulations, the Company shall establish the Party Committee of Yanzhou Coal Mining Company Limited of the Communist Party of China (hereinafter referred to as the “Party Committee of the Company”) and the Discipline Inspection Committee of Yanzhou Coal Mining Company Limited of the Communist Party of China (hereinafter referred to as the “Discipline Committee of the Company”), and shall establish working organs of the Party as well as allocate and maintain staff members to handle Party affairs. Candidates of the secretary, deputy secretary and members of the Party Committee of the Company, and secretary of the Discipline Committee of the Company shall be examined and approved according to the personnel management authority.

Pursuant to the relevant regulations, the Party Committee of the Company shall gradually establish the grass-root organizations of the Party by combining the actual situation of the Company and carry out the activities of the Party. The Party Committee of the Company shall hold regular re-elections in accordance with the “Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China”.

Article 273 The Party organization of the Company shall play a core role in leadership and politics, and shall carry out the works by holding the general direction, controlling the general situation and ensuring implementation. The Company shall establish a decision-making mechanism for the Party Committee of the Company, and clearly define the boundaries of the responsibilities of the Party Committee of the Company, and the scope and procedures for decision-making and participation by the Party Committee of the Company in relation to decisions of material matters. The Party Committee of the Company, when making decisions, shall adhere to the principles of collective leadership, democratic centralism, individual deliberation and resolution by meetings. Material matters shall be fully consulted and shall be decided scientifically, democratically and in accordance with the law.

Article 274 The institutional structure, division of responsibilities, allocation of staff members, working tasks and financial support of the Party Committee of the Company shall be incorporated into the management system in order to provide the necessary conditions to facilitate the activities of the Party organization.

Article 275 The Company’s employees may form trade unions, carry on trade union activities and protect their legal rights in accordance with the law. The Company shall provide the necessary conditions for such activities of the Company’s trade unions.

Article 276 The Company shall implement democratic management in accordance with the provisions of the laws and administrative regulations by hold employee representative meetings and in other ways.

Article 277 When the Company studies material matters in relation to merger, division, change in systems, dissolution, insolvency application and matters in relation to the personal interests of employees such as employees’ remuneration, benefits, production safety, labour protection and labour insurance, the Company shall listen to the opinions and recommendations from the trade unions and employees of the Company, and carry out the necessary democratic procedures in accordance with the relevant regulations.”

The changes in sequence numbers of the other articles in the Articles of Association due to the amendments shall be postponed in sequence accordingly.

Annex 2:

PERSONAL BIOGRAPHY OF MR. CAI CHANG

Mr. Cai Chang (“**Mr. Cai**”), born in December 1971, aged 46, professor, doctoral tutor, Doctor of Statistics, Post-doctor of Economics, International Certified Senior Public Accountant (ICSPA), senior visiting scholar of Stanford University and Clemson University. Mr. Cai is currently the director of the Tax Planning and Legal Research Center of the Central University of Finance and Economics, the director of the Tax Administration Department and the director of Editorial Board of the Chinese Tax and Legal Think Tank. Mr. Cai is also an academic member of the Chinese Tax Institute, a distinguished consultant of China Certified Tax Agents Association, a training mentor of “National Tax Leader” of State Administration of Taxation, a visiting professor of Peking University, Tsinghua University and Shanghai National Accounting Institute, and a master supervisor of Chinese Academy of Social Sciences Graduate School of Taxation. Mr. Cai presided over the completion of a number of national and provincial key scientific research projects and published ten famous works in the field of accounting and tax. Mr. Cai graduated from Tianjin University of Finance and Economics and the Chinese Academy of Social Sciences.

As at the date of this notice, as far as the directors of the Company are aware and saved as disclosed above, (i) Mr. Cai has not held any directorships in the past three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (ii) he does not hold any other position with the Company or its subsidiaries; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) he does not have any other relationship with other current directors, senior management or substantial or controlling shareholders of the Company.

Upon approval of the appointment of Mr. Cai by the shareholders of the Company, Mr. Cai will enter into a service contract with the Company for a term commencing from the date of the general meeting to be held for approving the election of Mr. Cai as an independent director of the Company till the date of the general meeting to be held for approving the election of the directors of the eighth session of the Board. Pursuant to the articles of association of the Company, an independent director will be elected and appointed and may be re-elected at a general meeting of the Company.

The remuneration for Mr. Cai as an independent director will be determined by the shareholders of the Company at a general meeting pursuant to the articles of association of the Company and with reference to recommendations of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed in this notice, there is no other information regarding the proposed appointment of Mr. Cai as an independent director required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Company is not aware of any other matters that need to be brought to the attention of its shareholders.