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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 2018 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 8:30 a.m. on Friday, 24 August 2018 at the headquarters of the Company at 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 (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the announcement in relation to the resolutions passed at the board of directors, the announcement in relation to the proposed amendments to the Articles of Association of the Company and the announcement in relation to the proposed extension of the validity period of the resolution and the validity period of the authorization relating to the non-public A Share issue of the Company dated 29 June 2018 (the “**Announcements**”). The details of the following resolutions are included in the Announcements:

- (1) Special Resolution: “**THAT**, to consider and approve the Proposal in relation to submission to the general meetings to extend the validity period of the resolution of the non-public issuance of shares of the Company”.
- (2) Ordinary Resolution: “**THAT**, to consider and approve the Proposal in relation to submission to the general meetings to extend the validity period of the authorization to the Board to deal with matters relating to the non-public issuance of shares at its discretion”.
- (3) Special Resolution: “**THAT**, to consider and approve the Proposal in relation to the amendments of the Articles of Association of Yanzhou Coal Mining Company Limited”.

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

Zoucheng, Shandong, the PRC
6 July 2018

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. Cai Chang, 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 Wednesday, 25 July 2018 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, 3 August 2018. 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, 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 Thursday, 26 July 2018 to Friday, 24 August 2018 (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 Wednesday, 25 July 2018 for registration. Holders of H shares 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 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 onsite and online poll.
- (3) Details of the Office of the Secretary to the Board are as follows:

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Zoucheng
Shandong Province 273500 PRC
Tel: 86-537-5382319
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