
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this supplementary circular or as to what action to take in relation to this supplementary circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Yanzhou Coal Mining Company Limited**, you should at once hand this supplementary circular and the enclosed New Proxy Form to the purchaser(s) or transferee(s) or to the bank, or a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**SUPPLEMENTARY CIRCULAR
AND
SUPPLEMENTARY NOTICE
OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

This supplementary circular should be read together with the circular of the Company dated 25 July 2018 (the “**Original Circular**”).

The supplementary notice convening the EGM to be held at the headquarter of the Company at 298 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC at 8:30 a.m. on Friday, 24 August 2018 were set out on pages 26 to 28 of this supplementary circular.

Whether or not you are able to attend the EGM in person, you are strongly advised to complete and sign the enclosed new form of proxy (the “**New Proxy Form**”) in accordance with the instructions printed thereon. The New Proxy Form shall be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Office of the Secretary to the Board at 298 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC (for holders of A Shares) as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be).

Completion and return of the New Proxy Form will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

8 August 2018

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DEFINITIONS

In this supplementary circular, unless the context requires otherwise, the following expressions have the following meaning:

“A Shares”	domestic shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“Anotero”	Anotero Pty Limited, a company incorporated in Australia and a wholly-owned subsidiary of Glencore
“associate(s)”	have the same meaning ascribed thereto under the Hong Kong Listing Rules
“Board”	the board of Directors of the Company
“CNAO”	Coal & Allied Operations Pty Ltd, a company incorporated in Australia, a wholly-owned subsidiary of Coal & Allied Industries Limited and a subsidiary of Yancoal Australia
“Company”	兗州煤業股份有限公司, Yanzhou Coal Mining Company Limited, a joint stock limited company established under the laws of the PRC in 1997, and the H shares and A shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“connected person(s)”	have the same meaning ascribed thereto under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the 2018 second extraordinary general meeting of the Company to be held at the headquarter of the Company at 298 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC at 8:30 a.m. on Friday, 24 August 2018 to consider and, if thought fit, approve, among other things, the Proposed Continuing Connected Transactions
“Glencore”	Glencore Coal Pty Limited, the indirect substantial shareholder of several subsidiaries of Yancoal Australia
“Glencore Coal”	Glencore Coal Assets Australia Pty Ltd, a company incorporated in Australia and a subsidiary of Glencore

DEFINITIONS

“Glencore Coal Purchase Agreement”	the framework agreement for coal purchase entered into between Yancoal Australia and Glencore on 6 August 2018
“Glencore Group”	Glencore and its subsidiaries and related entities
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign invested shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HVO Joint Venture”	the unincorporated joint venture established for the complex of operating coal mines in Australia known as “Hunter Valley Operations”, which is an indirect subsidiary of Yancoal Australia and is indirectly held as to 51% and 49% by Yancoal Australia and Glencore, respectively
“HVO Joint Venture and the companies associated with it”	HVO Joint Venture, HV Operations Pty Ltd and HVO Coal Sales Pty Ltd, each of which is an indirect subsidiary of Yancoal Australia and is indirectly held as to 51% and 49% by Yancoal Australia and Glencore, respectively
“HVO Sales Contract”	the sales contract for sale of finished coal products of HVO JV entered into among Yancoal Australia Group and Glencore Group on 4 May 2018
“HVO Services Agreement”	the service agreement for provision of support services and coal sale services for HVO JV entered into among Yancoal Australia Group and Glencore Group on 4 May 2018
“HV Ops”	HV Operations Pty Ltd, a company incorporated in Australia, a subsidiary of Yancoal Australia and is indirectly held as to 51% and 49% by Yancoal Australia and Glencore, respectively
“Independent Shareholder(s)”	have the same meaning ascribed thereto under the Hong Kong Listing Rules

DEFINITIONS

“Latest Practicable Date”	6 August 2018, being the latest practicable date of ascertaining certain information contained in this circular before the issuing of this circular
“Moolarben JV”	the unincorporated joint venture constituted by Moolarben Coal Mines Pty Ltd (a wholly-owned subsidiary of Yancoal Australia and thus an indirect subsidiary of the Company) holding 81% of the participating interest, Sojitz holding 10% of the participating interest and other minority participants holding 9% of the participating interest
“percentage ratio(s)”	have the same meaning ascribed thereto under the Hong Kong Listing Rules
“PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan Region
“Proposed Continuing Connected Transaction(s)”	the proposed connected transactions contemplated under the Proposed Continuing Connected Transaction Agreements
“Proposed Continuing Connected Transaction Agreement(s)”	the HVO Sales Contract, HVO Services Agreement, Glencore Coal Purchase Agreement and the Sojitz Coal Sales Agreements
“SalesCo”	HVO Coal Sales Pty Ltd, a company incorporated in Australia, a subsidiary of Yancoal Australia and is held as to 51% and 49% by Yancoal Australia and Glencore, respectively
“Shareholder(s)”	the shareholder(s) of the Company
“Sojitz Coal Sales Agreements”	Yancoal Australia – Sojitz Coal Sales Agreement and Syntech – Sojitz Coal Sales Agreement
“Sojitz Corporation”	Sojitz Corporation, a company incorporated under the laws of Japan, an indirect interest holder of Moolarben JV
“Sojitz Group”	Sojitz Corporation and its subsidiaries and related entities
“subsidiary(ies)”	have the same meaning ascribed thereto under the Hong Kong Listing Rules

DEFINITIONS

“substantial shareholder(s)”	have the same meaning ascribed thereto under the Hong Kong Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Syntech”	Syntech Holdings Pty Ltd, a company with limited liability incorporated under the laws of Australia and an indirect wholly-owned overseas subsidiary of the Company
“Syntech Group”	Syntech and its subsidiaries
“Syntech – Sojitz Coal Sales Agreement”	the proposed framework agreement for coal sales to be entered into between Syntech and Sojitz Corporation
“US\$”	United States Dollar, the lawful currency of the United States
“Yancoal Australia”	Yancoal Australia Limited, a controlled overseas subsidiary of the Company, the shares of which are listed on the Australian Stock Exchange (Stock Code: YAL)
“Yancoal Australia Group”	Yancoal Australia and its subsidiaries
“Yancoal Australia – Sojitz Coal Sales Agreement”	the proposed framework agreement for coal sales to be entered into between Yancoal Australia and Sojitz Corporation
“Yankuang Group”	兗礦集團有限公司, Yankuang Group Corporation Limited*, a wholly State-owned corporation and the controlling shareholder directly and indirectly holding approximately 51.81% of the total issued share capital of the Company as at the Latest Practicable Date
“%”	percentage

* For identification purpose only.

LETTER FROM THE BOARD



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)

Directors:

Li Xiyong
Li Wei
Wu Xiangqian
Wu Yuxiang
Guo Dechun
Zhao Qingchun
Guo Jun

Independent non-executive Directors:

Kong Xiangguo
Cai Chang
Poon Chiu Kwok
Qi Anbang.

Registered office:

298 South Fushan Road
Zoucheng
Shandong Province PRC
Postal Code: 273500

*Principal place of business
in Hong Kong:*

40th Floor, Sunlight Tower
248 Queen's Road East
Wanchai, Hong Kong

8 August 2018

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTARY CIRCULAR AND SUPPLEMENTARY NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

This supplementary circular should be read in conjunction with the Original Circular.

Reference is made to the announcement of the Company dated 6 August 2018 in relation to the Proposed Continuing Connected Transactions.

The purpose of this circular is to provide you with information relating to the Proposed Continuing Connected Transactions.

LETTER FROM THE BOARD

II. PROPOSED CONTINUING CONNECTED TRANSACTIONS

1. ENTERING INTO THE HVO SALES CONTRACT

Background

On 4 May 2018, as part of the joint venture arrangement, Yancoal Australia Group and Glencore Group entered into the HVO Sales Contract, pursuant to which, each of CNAO and Anotero agrees to sell all of its entitled portion of coal product in saleable form that is produced by the tenements held by HVO Joint Venture to SalesCo only and SalesCo agrees to purchase each of CNAO and Anotero's entitled portion of coal product.

Term

The HVO Sales Contract was executed on 4 May 2018 and shall take effect from 4 May 2018 after the approval of EGM until the termination in accordance with its terms.

Notwithstanding that term of the HVO Sales Contract is more than three years, the Company has set the estimated maximum annual transaction amounts for the transactions under the HVO Sales Contract for a term of three years and will re-comply with the applicable requirements and approval procedures of the regulations in the places of listing of the Company after the expiry of the initial three years.

Payment

Payment by SalesCo to CNAO and Anotero shall be no later than three business days after receipt by SalesCo of payment from its customers.

Pricing

The amount payable to each of CNAO and Anotero shall be the amount received by SalesCo for that portion of product under each sales contract entered into between SalesCo and its customers under the agreement.

Estimated maximum annual transaction amounts

The estimated annual maximum annual transaction amount under the HVO Sales Contract for the three years ending 31 December 2018, 2019 and 2020 will not exceed US\$750 million, US\$750 million and US\$750 million, respectively.

The estimated maximum annual transaction amounts are determined mainly based on the expected amount and price of the coal to be sold.

LETTER FROM THE BOARD

Reasons and benefits for entering into the HVO Sales Contract

Yancoal Australia Group and Glencore Group entered into the HVO Sales Contract, which is beneficial for Yancoal Australia to continuously develop its coal business, enlarge the scale of coal blending, optimize the combination of products, increase the economic added value of products, realize synergy, reduce transaction costs and business risks and optimize the interests of Yancoal Australia.

As HVO Joint Venture is an unincorporated joint venture, it does not have the legal capacity to enter into any coal sales contract to realize the economic interest. The arrangement under the HVO Sales Contract is for the purpose of making the coal products attributable to each of HVO Joint Venture participants available to the SalesCo, and thereby facilitating the sale of coal produced by HVO Joint Venture to the third party customers.

However, according to the applicable PRC regulations, the Company will submit the proposal relating to the HVO Sales Contract, the transactions contemplated thereunder and the estimated maximum annual transaction amounts for the Independent Shareholders' approval at the EGM.

2. ENTERING INTO THE GLENCORE COAL PURCHASE AGREEMENT

Background

On 6 August 2018, Yancoal Australia and Glencore entered into the Glencore Coal Purchase Agreement to govern purchase of coal by Yancoal Australia Group from Glencore Group, pursuant to which, Yancoal Australia Group may from time to time agree to purchase and accept, and Glencore Group may from time to time agree to sell and deliver coal.

Date

6 August 2018

Parties

- (1) Yancoal Australia
- (2) Glencore

Major terms

Glencore Group may from time to time agree to sell and deliver, and Yancoal Australia Group may from time to time agree to purchase and accept coal in accordance with the terms of the Glencore Coal Purchase Agreement.

LETTER FROM THE BOARD

Term

The Glencore Coal Purchase Agreement was executed on 6 August 2018. The Glencore Coal Purchase Agreement shall take effect from 6 August 2018 after the approval of the EGM and shall expire on 31 December 2020, and is automatically renewable for successive periods of three years thereafter, subject to compliance with the then applicable provisions and approval procedures of the regulations in the places of listing of the Company, unless terminated earlier by not less than three months' prior notice or otherwise in accordance with the terms of the Glencore Coal Purchase Agreement.

Pricing

All transactions under the Glencore Coal Purchase Agreement must be conducted (i) in the ordinary and usual course of business of Yancoal Australia Group and Glencore Group; (ii) on an arm's length basis; (iii) on normal commercial terms with the final sale price being determined with reference to the prevailing market price for the relevant type of coal; and (iv) in compliance with all applicable laws and regulations (including stock exchange rules), the Glencore Coal Purchase Agreement and the separate coal sales and purchase agreements or transactions summary confirmations in relation to the transactions under the Glencore Coal Purchase Agreement.

Payment

Measure of payment: The payment and collection under the Glencore Coal Purchase Agreement shall adopt standard international payment measures, including but not limited to wire transfer and letter of credit.

Term of payment: The parties would stipulate the term of payment in detail in the separate coal sales and purchase agreements in relation to the transactions under the Glencore Coal Purchase Agreement according to the international common practice and applicable laws of the Glencore Coal Purchase Agreement.

Historical transaction amounts

The aggregate annual transaction amount paid by Yancoal Australia Group to Glencore Group for the sales of coal for the year ended 31 December 2017 was approximately US\$6.8 million.

Proposed annual caps and basis

The proposed annual caps, i.e., the maximum annual transaction amount to be paid by Yancoal Australia Group to Glencore Group for the three years ending 31 December 2018, 2019 and 2020 will not exceed US\$350 million, US\$350 million and US\$350 million. The proposed annual caps for the transactions under the Glencore Coal Purchase Agreement are determined mainly based on: (i) the historical transaction

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amounts; (ii) the expected demand for coal from Yancoal Australia Group for the three years ending 31 December 2018, 2019 and 2020; and (iii) the estimated sale price of coal.

Reasons and benefits for entering into the Glencore Coal Purchase Agreement

Yancoal Australia Group may purchase coal from Glencore Group from time to time for sale to Yancoal Australia Group's end customers, in order to maintain its customer relationships, meet specific customer requirements and diversify the products of Yancoal Australia Group. As such, Yancoal Australia and Glencore entered into the Glencore Coal Purchase Agreement to govern sales of coal by Glencore Group to Yancoal Australia Group, which is beneficial for Yancoal Australia to continuously develop its coal business and enlarge the scale of coal blending that may be undertaken by Yancoal Australia Group in order to increase the economic added value of products of Yancoal Australia Group.

Implications of the Hong Kong Listing Rules

As at the Latest Practical Date, Glencore, through its wholly-owned subsidiary, is interested in more than 10% of the interest in the HVO Joint Venture and the companies associated with it, and is thus a substantial shareholder of the HVO Joint Venture and the companies associated with it. The HVO Joint Venture and the companies associated with it are indirect subsidiaries of the Company. Glencore is accordingly a connected person of the Company at the subsidiary level by virtue of being a substantial shareholder of the subsidiaries of the Company pursuant to Rule 14A.07 of the Hong Kong Listing Rules. Due to their continuing and recurring nature, the transactions contemplated under the Glencore Coal Purchase Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules.

The Directors (including the independent non-executive Directors) consider that the Glencore Coal Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps are (i) on normal commercial terms or better and in the ordinary and usual course of business of the Group; (ii) fair and reasonable; and (iii) in the interests of the Company and the Shareholders as a whole.

The highest of the applicable percentage ratios in respect of the transactions under the Glencore Coal Purchase Agreement exceeds 1% on an annual basis. As the continuing connected transaction under the Glencore Coal Purchase Agreement is between the Group and a connected person at the subsidiary level, on normal commercial terms or better, the Directors have approved the transaction and the independent non-executive Directors have given the confirmation required under Rule 14A.101 of the Hong Kong Listing Rules, the Glencore Coal Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps are subject to reporting and announcement requirements and are exempt from the circular, independent financial advice and shareholders' approval requirements under the Hong Kong Listing Rules.

LETTER FROM THE BOARD

According to the applicable PRC regulations, the Company will submit the proposal relating to the Glencore Coal Purchase Agreement, the transactions contemplated thereunder and the proposed annual caps for the Independent Shareholders' approval at the EGM.

3. ENTERING INTO THE HVO SERVICES AGREEMENT

Background

On 4 May 2018, as part of the joint venture arrangement, Yancoal Australia Group and Glencore Group entered into the HVO Services Agreement, pursuant to which, Glencore Coal has agreed to provide services comprising support services and coal sale services in respect of several entities in relation to HVO Joint Venture.

HV Ops appoints Glencore Coal as its exclusive provider of support services. SalesCo appoints Glencore Coal as its exclusive provider of coal sale services.

The support services, which are provided in respect of HVO Joint Venture include, management of transportation activities, procurement, treasury services, IT services, legal services, land and property management, risk management, finance management, technology support, human resource management, coal blending and transportation management, intellectual property management, prospection arrangement and other logistic support.

The coal sale services, which are provided in respect of SalesCo, include, transportation management, contract management, demurrage charge and tax management, plan management, quality control and other administrative management service.

Term

The HVO Services Agreement was executed on 4 May 2018 and shall commence on 4 May 2018 after the approval of the EGM. The HVO Services Agreement shall continue until terminated in accordance with the termination terms set out in the agreement.

Notwithstanding that term of the HVO Services Agreement may exceed three years, the Company has set the estimated maximum annual transaction amounts for the transactions under the HVO Services Agreement for a term of three years and will re-comply with the applicable requirements and approval procedures of the regulations in the places of listing of the Company after the expiry of the initial three years.

Pricing

- (i) HV Ops will pay Glencore Coal for all costs, charges and expenses which are exclusively incurred by Glencore Coal, for HVO Joint Venture or SalesCo in performing the service (the “**Site Charges**”), and

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- (ii) HV Ops will pay Glencore Coal for all costs, charges and expenses which are incurred by Glencore Group in providing the services and which are not Site Charges (the “**General Charges**”). In determining the General Charges, Glencore Coal must allocate all costs, expenses and charges incurred by Glencore Group in the performance of similar services, which are not site specific, on an equitable basis.

The parties agree that the total General Charges for each financial year will be estimated by Glencore Coal in advance. Within 30 days after the end of the financial year, Glencore Coal will conduct a reconciliation of the actual General Charges against the estimated General Charges. If estimated General Charges exceeds actual General Charges, Glencore Coal will be liable for any excess; if actual General Charges exceeds estimated General Charges, Glencore Coal shall charge the actual amount.

Payment

After the end of each month, Glencore Coal will provide HV Ops with a monthly invoice. HV Ops must pay within five business days after receipt of the monthly invoice the full amount set out therein.

Estimated maximum annual transaction amounts

The estimated maximum annual transaction amounts under the HVO Services Agreement for the three years ending 31 December 2018, 2019 and 2020 will not exceed US\$18 million, US\$18 million and US\$18 million, respectively.

The estimated maximum annual transaction amounts were determined based on calculation by reference to the content and charge of the expected services to be received.

Reasons and benefits for entering into the HVO Services Agreement

Glencore Group provides logistic support service to HVO Joint Venture and provides coal sales service to SalesCo, which could enhance the efficiency and realize the synergy between Yancoal Australia Group and Glencore Group.

Implications of the Hong Kong Listing Rules

As the continuing connected transactions under the HVO Services Agreement is between the Group and a connected person at the subsidiary level and the highest of the applicable percentage ratios in respect of the transactions thereunder is less than 1% on an annual basis. The transaction contemplated under the HVO Services Agreement is fully exempted from shareholders’ approval, annual review and all disclosure requirement pursuant to Rule 14A.76 of the Hong Kong Listing Rules.

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Implications of the PRC regulations

According to the applicable PRC regulations, the Company will submit the proposal relating to the HVO Services Agreement, the transactions contemplated thereunder and the estimated maximum annual transaction amounts for the Independent Shareholders' approval at the EGM.

4. ENTERING INTO THE YANCOAL AUSTRALIA – SOJITZ COAL SALES AGREEMENT

Background

Yancoal Australia and Sojitz Corporation proposed to enter into the Yancoal Australia – Sojitz Coal Sales Agreement to govern sales of coal by Yancoal Australia Group to Sojitz Group, pursuant to which, Yancoal Australia Group may from time to time agree to sell and deliver, and Sojitz Group may from time to time agree to purchase and accept coal products.

Parties

- (1) Yancoal Australia
- (2) Sojitz Corporation

Major terms

Yancoal Australia Group may from time to time agree to sell and deliver, and Sojitz Group may from time to time agree to purchase and accept coal in accordance with the terms of the Yancoal Australia – Sojitz Coal Sales Agreement.

Term

The Yancoal Australia – Sojitz Coal Sales Agreement shall commence on the date of execution after the approval of the EGM and shall expire on 31 December 2020, and is automatically renewable for successive periods of one year thereafter, subject to compliance with the then applicable provisions and approval procedures of the regulations in the places of listing of the Company, unless terminated earlier by not less than three months' prior notice or otherwise in accordance with the terms of the Yancoal Australia – Sojitz Coal Sales Agreement.

Pricing

All transactions under the Yancoal Australia – Sojitz Coal Sales Agreement must be conducted (i) in the ordinary and usual course of business of Yancoal Australia Group and Sojitz Group; (ii) on an arm's length basis; (iii) on normal commercial terms with the final sale price for each transaction being determined with reference to the market indices reflecting prevailing market price for the relevant types of coal; and (iv) in compliance with all applicable laws and regulations (including stock exchange

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rules), the Yancoal Australia – Sojitz Coal Sales Agreement and the separate coal sales and purchase agreements in relation to the transactions under the Yancoal Australia – Sojitz Coal Sales Agreement.

Payment

Measure of payment: The payment and collection under the Yancoal Australia – Sojitz Coal Sales Agreement shall adopt standard international payment measures, including but not limited to wire transfer and letter of credit.

Term of payment: The parties would stipulate the term of payment in detail in the separate coal sales and purchase agreements in relation to the transactions under the Yancoal Australia – Sojitz Coal Sales Agreement according to the international common practice and applicable laws of the Yancoal Australia – Sojitz Coal Sales Agreement.

Historical Transaction Amounts

The aggregate annual transaction amount received by Yancoal Australia Group from Sojitz Group for the sales of coal for the year ended 31 December 2017 was approximately US\$21.0 million.

Proposed annual caps and reasons

The proposed annual caps, i.e., the maximum annual transaction amount to be received by Yancoal Australia Group from Sojitz Group for the three years ending 31 December 2018, 2019 and 2020 will not exceed US\$100 million, US\$100 million and US\$100 million.

The proposed annual caps for the transactions under the Yancoal Australia – Sojitz Coal Sales Agreement are determined mainly based on: (i) the historical transaction amounts; (ii) the expected demand for coal from Sojitz Group for the three years ending 31 December 2018, 2019 and 2020; and (iii) the estimated sale price of coal.

Reasons and benefits for entering into the Yancoal Australia – Sojitz Coal Sales Agreement

Yancoal Australia and Sojitz Corporation proposed to enter into the Yancoal Australia – Sojitz Coal Sales Agreement to govern the sales of coal by Yancoal Australia Group to Sojitz Group, which is beneficial for Yancoal Australia to continuously develop its coal business. The continuous connected transactions can help take advantage of multi-channels, realize synergy, reduce transaction costs and business risks and optimize the interests of Yancoal Australia.

LETTER FROM THE BOARD

Implications of the Hong Kong Listing Rules

As at the Latest Practical Date, Sojitz Corporation, through its wholly-owned subsidiary, is interested in 10% of interest in Moolarben JV, and thus a substantial shareholder of Moolarben JV. Moolarben JV is an indirect subsidiary of the Company. Sojitz Corporation is accordingly a connected person of the Company at the subsidiary level by virtue of being a substantial shareholder of the Company's subsidiary pursuant to Rule 14A.07 of the Hong Kong Listing Rules.

The Directors (including the independent non-executive Directors) consider that the Yancoal Australia – Sojitz Coal Sales Agreement, the transactions contemplated thereunder and the proposed annual caps are: (i) on normal commercial terms or better and in the ordinary and usual course of business of the Group; (ii) fair and reasonable; and (iii) in the interests of the Company and the Shareholders as a whole.

The transactions contemplated under the Yancoal Australia – Sojitz Coal Sales Agreement and Syntech – Sojitz Coal Sales Agreement are aggregated pursuant to Rule 14A.82 of the Hong Kong Listing Rules for the purpose of calculating the applicable percentage ratios.

The highest of the applicable percentage ratios in respect of the transactions under Yancoal Australia – Sojitz Coal Sales Agreement and Syntech – Sojitz Coal Sales Agreement on aggregated basis exceeds 1% on an annual basis. As the continuing connected transactions under the Yancoal Australia – Sojitz Coal Sales Agreement are between the Group and a connected person at the subsidiary level, on normal commercial terms or better, the Directors have approved the transactions and the independent non-executive Directors have given the confirmation required under Rule 14A.101 of the Hong Kong Listing Rules, the Yancoal Australia – Sojitz Coal Sales Agreement, the transactions contemplated thereunder and the proposed annual caps are subject to reporting and announcement requirements and are exempt from the circular, independent financial advice and shareholders' approval requirements under the Hong Kong Listing Rules.

According to the applicable PRC regulations, the Company will submit the proposal relating to the Yancoal Australia – Sojitz Coal Sales Agreement, the transactions contemplated thereunder and the proposed annual caps for the Independent Shareholders' approval at the EGM.

Further announcement will be made by the Company as and when required in accordance with the Hong Kong Listing Rules, including but not limited to any material change to the Yancoal Australia – Sojitz Coal Sales Agreement (if any) and execution of the Yancoal Australia -Sojitz Coal Sales Agreement.

LETTER FROM THE BOARD

5. ENTERING INTO THE SYNTECH – SOJITZ COAL SALES AGREEMENT

Background

Syntech and Sojitz Corporation proposed to enter into the Syntech – Sojitz Coal Sales Agreement to govern sales of coal by Syntech Group to Sojitz Group, pursuant to which, Syntech Group may from time to time agree to sell and deliver, and Sojitz Group may from time to time agree to purchase and accept coal products.

Parties

- (1) Syntech
- (2) Sojitz Corporation

Major terms

Syntech Group may from time to time agree to sell and deliver, and Sojitz Group may from time to time agree to purchase and accept coal in accordance with the terms of the Syntech – Sojitz Coal Sales Agreement.

Term

The Syntech – Sojitz Coal Sales Agreement shall commence on the date of execution after the approval of the EGM and shall expire on 31 December 2020, and is automatically renewable for successive periods of one year thereafter, subject to compliance with the then applicable provisions and approval procedures of the regulations in the places of listing of the Company, unless terminated earlier by not less than three months' prior notice or otherwise in accordance with the terms of the Syntech – Sojitz Coal Sales Agreement.

Pricing

All transactions under the Syntech – Sojitz Coal Sales Agreement must be conducted (i) in the ordinary and usual course of business of Syntech Group and Sojitz Group; (ii) on an arm's length basis; (iii) on normal commercial terms with the final sale price for each transaction being determined with reference to the market indices reflecting prevailing market price for the relevant types of coal; and (iv) in compliance with all applicable laws and regulations (including stock exchange rules), the Syntech – Sojitz Coal Sales Agreement and the separate coal sales and purchase agreements in relation to the transactions under the Syntech – Sojitz Coal Sales Agreement.

Payment

Measure of payment: The payment and collection under the Syntech – Sojitz Coal Sales Agreement shall adopt standard international payment measures, including but not limited to wire transfer and letter of credit.

LETTER FROM THE BOARD

Term of payment: The parties would stipulate the term of payment in detail in the separate coal sales and purchase agreements in relation to the transactions under the Syntech – Sojitz Coal Sales Agreement according to the international common practice and applicable laws of the Syntech – Sojitz Coal Sales Agreement.

Historical Transaction Amounts

The aggregate annual transaction amount received by Syntech Group from Sojitz Group for the sales of coal for the year ended 31 December 2017 was approximately US\$65.5 million.

Proposed annual caps and reasons

The proposed annual caps, i.e., the maximum annual transaction amount to be received by Syntech Group from Sojitz Group for the three years ending 31 December 2018, 2019 and 2020 will not exceed US\$150 million, US\$150 million and US\$150 million.

The proposed annual caps for the transactions under the Syntech – Sojitz Coal Sales Agreement are determined mainly based on: (i) the historical transaction amounts; (ii) the expected demand for coal from Sojitz Group for the three years ending 31 December 2018, 2019 and 2020; and (iii) the estimated sale price of coal.

Reasons and benefits for entering into the Syntech – Sojitz Coal Sales Agreement

Syntech and Sojitz Corporation proposed to enter into the Syntech – Sojitz Coal Sales Agreement to govern the sales of coal by Syntech Group to Sojitz Group, which is beneficial for Syntech to continuously develop its coal business. The continuous connected transactions can help take advantage of multi-channels, realize synergy and reduce transaction costs and business risks.

Implications of the Hong Kong Listing Rules

As at the Latest Practical Date, Sojitz Corporation, through its wholly-owned subsidiary, is interested in 10% of interest in Moolarben JV, and thus a substantial shareholder of Moolarben JV. Moolarben JV is an indirect subsidiary of the Company. Sojitz Corporation is accordingly a connected person of the Company at the subsidiary level by virtue of being a substantial shareholder of the Company's subsidiary pursuant to Rule 14A.07 of the Hong Kong Listing Rules.

The Directors (including the independent non-executive Directors) consider that the Syntech – Sojitz Coal Sales Agreement, the transactions contemplated thereunder and the proposed annual caps are: (i) on normal commercial terms or better and in the ordinary and usual course of business of the Group; (ii) fair and reasonable; and (iii) in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The transactions contemplated under the Yancoal Australia – Sojitz Coal Sales Agreement and Syntech – Sojitz Coal Sales Agreement are aggregated pursuant to Rule 14A.82 of the Hong Kong Listing Rules for the purpose of calculating the applicable percentage ratios.

The highest of the applicable percentage ratios in respect of the transactions under Yancoal Australia – Sojitz Coal Sales Agreement and Syntech – Sojitz Coal Sales Agreement on aggregated basis exceeds 1% on an annual basis. As the continuing connected transactions under the Syntech – Sojitz Coal Sales Agreement are between the Group and a connected person at the subsidiary level, on normal commercial terms or better, the Directors have approved the transactions and the independent non-executive Directors have given the confirmation required under Rule 14A.101 of the Hong Kong Listing Rules, the Syntech – Sojitz Coal Sales Agreement, the transactions contemplated thereunder and the proposed annual caps are subject to reporting and announcement requirements and are exempt from the circular, independent financial advice and shareholders' approval requirements under the Hong Kong Listing Rules.

According to the applicable PRC regulations, the Company will submit the proposal relating to the Syntech – Sojitz Coal Sales Agreement, the transactions contemplated thereunder and the proposed annual caps for the Independent Shareholders' approval at the EGM.

Further announcement will be made by the Company as and when required in accordance with the Hong Kong Listing Rules, including but not limited to any material change to the Syntech – Sojitz Coal Sales Agreement (if any) and execution of the Syntech -Sojitz Coal Sales Agreement.

III. GENERAL

The Proposed Continuing Connected Transaction Agreements, the transactions contemplated thereunder and the respective proposed annual caps were approved at the sixteenth meeting of the seventh session of the Board held on 6 August 2017.

At the aforesaid Board meeting, none of the Directors was regarded as having a material interest in the abovementioned continuing connected transactions and therefore, none of the Directors has abstained from voting at the aforesaid Board meeting convened for the purpose of approving such transactions.

According to the applicable PRC regulations, the Company also submits the resolutions relating to the Proposed Continuing Connected Transaction Agreements, the transactions contemplated thereunder the transactions contemplated thereunder and their respective proposed annual caps, for the Shareholders' approval at the EGM.

LETTER FROM THE BOARD

Information of the parties

The Company

The Company is principally engaged in the business of mining, preparation, processing and sales of coal and coal chemicals. The Company's main products are steam coal for use in large-scale power plants, coking coal for metallurgical production and prime quality low sulphur coal for use in pulverized coal injection.

Yancoal Australia

Yancoal Australia is a subsidiary of the Company, through which the Company conducts its investment and coal business in Australia. As at the Latest Practical Date, Yancoal Australia operated nine coal mines in Australia.

Syntech

Syntech is a subsidiary of the Company and is a holding company for the company which owns the Cameby Downs coal mine in Queensland, Australia.

Glencore

Glencore is one of the largest coal producer in Australia and all over the world. In 2017, Glencore produced approximately 121 million tonnes of coal, including 66.7 million tonnes of coal produced in Australia.

Sojitz Corporation

Sojitz Corporation, a company incorporated under the laws of Japan, is an international integrated business corporation. The business scope of Sojitz Corporation covers automotive, complete equipment, energy, metal resources, chemicals, food, agricultural and forestry resources, consumer goods and industrial parks. Sojitz Corporation carries out a variety of worldwide projects and is engaged in designing and planning, investment, and financial activities.

IV. THE EGM

The following supplementary resolutions in relation to the Proposed Continuing Connected Transactions will be proposed to the Shareholders at the EGM:

As ordinary resolutions:

4. The resolution in relation to the projects and transaction caps of the continuing connected transactions with Glencore and Sojitz Corporation from 2018 to 2020.

LETTER FROM THE BOARD

- 4.1. To consider and approve entering into the HVO Sales Contract, the continuing connected transactions contemplated thereunder and the relevant maximum annual transaction amounts;
- 4.2. To consider and approve entering into the Glencore Framework Coal Purchase Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps;
- 4.3. To consider and approve entering into the HVO Services Agreement, the continuing connected transactions contemplated thereunder and the relevant maximum annual transaction amounts;
- 4.4. To consider and approve entering into the Yancoal Australia – Sojitz Coal Sales Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps;
- 4.5. To consider and approve entering into the Syntech – Sojitz Coal Sales Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps.

The supplementary notices of the EGM was set out on pages 26 to 28 of this supplementary circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the appropriate New Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting(s) (or any adjournment thereof).

To the best knowledge and belief of the Directors, none of the Shareholders would be required to abstain from voting on the proposed resolutions at the EGM.

V. CLOSURE OF H SHARE REGISTER OF MEMBERS OF THE COMPANY

The H Share register of members of the Company has been closed since Thursday, 26 July 2018 and will remain closed until Friday, 24 August 2018 (both days inclusive), during which period no transfer of the Company's H Shares will be registered for the purpose of ascertaining the eligibility of Shareholders to attend the EGM. 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 shops 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. H Shareholders whose names appear on the H Share register of members of the Company maintained by Hong Kong Registrars Limited at the close of business on Wednesday, 25 July 2018 will be eligible to attend the EGM.

LETTER FROM THE BOARD

VI. RECOMMENDATION OF THE BOARD

The Board considers that the resolutions relating to the Proposed Continuing Connected Transactions are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions to be proposed at the EGM.

VII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I to this supplementary circular.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

Registered office:
298 South Fushan Road
Zoucheng
Shandong Province PRC
Postal Code: 273500

*Principal place of business
in Hong Kong:*
40th Floor, Sunlight Tower
248 Queen's Road East
Wanchai, Hong Kong

8 August 2018

To Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company to the Shareholders dated 8 August 2018 (“**Circular**”), of which this letter forms part. Terms defined therein shall have the same meanings when used in this letter unless the context otherwise requires. We have been appointed by the Board as the Independent Board Committee to advise you as to whether, in our opinion, the Proposed Continuing Connected Transactions and the proposed annual caps for the three years ending 31 December 2018, 2019 and 2020 are fair and reasonable in so far as the Independent Shareholders are concerned.

Your attention is also drawn to the “Letter from the Board” set out on pages 5 to 20 of this Circular and the additional information set out in the Appendix I to this Circular. Having taken into account the terms of the Proposed Continuing Connected Transactions and having considered the interests of the Independent Shareholders, we consider that the Proposed Continuing Connected Transactions and their proposed annual caps are (i) fair and reasonable; (ii) on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Accordingly, we recommend that the Independent Shareholders vote in favour of the resolutions to approve the Proposed Continuing Connected Transactions and the proposed annual caps.

Yours faithfully,
Yanzhou Coal Mining Company Limited
Kong Xiangguo, Cai Chang,
Poon Chiu Kwok, Qi Anbang
Independent Board Committee

1. RESPONSIBILITY STATEMENT

This supplementary circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplementary circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplementary circular misleading.

2. DISCLOSURE OF INTEREST**Shareholding of Directors, chief executive and Supervisors**

As at the Latest Practicable Date, save as disclosed below, none of the Directors, chief executive or Supervisors had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) (i) which are required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Hong Kong Stock Exchange.

Name	Title	Number of A Shares held as at the Latest Practicable Date (Shares)
Li Xiyong	Director, Chairman of the Board	10,000
Li Wei	Director, Vice Chairman of the Board	10,000
Wu Xiangqian	Director, General Manager	10,000
Wu Yuxiang	Director	30,000
Guo Jun	Employee Director	10,000
Gu Shisheng	Supervisor, Chairman of the Supervisory Committee	10,000
Jiang Qingquan	Employee Supervisor	10,000
Wang Fuqi	Chief Engineer	10,000
Zhao Honggang	Vice General Manager	10,000

All the interests disclosed above represent long position in the A Shares.

As at the Latest Practicable Date, Mr. Li Xiyong, Mr. Li Wei and Mr. Wu Yuxiang are directors/employees of Yankuang Group, which is a company having an interest in the Company's Shares required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2017, being the date to which the latest published audited consolidated financial statements of the Group were made up.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or Supervisors had any existing or proposed service contract with any member of the Group which will not expire or is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS

As at the Latest Practicable Date, none of the Directors or Supervisors had any interest in any assets which have been, since 31 December 2017 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors or Supervisors is materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

6. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in the businesses, other than being a Director, which compete or are likely to compete, either directly or indirectly, with the businesses of the Group (as would be required to be disclosed under Rule 8.10 of the Hong Kong Listing Rules if each of them were a controlling shareholder).

7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of Baker & McKenzie at 14th Floor, Hutchison House, 10 Harcourt Road, Hong Kong during normal business hours on any weekday (except public holidays) from the date of this circular up to and including 24 August 2018:

- (a) the Board resolutions of the sixteenth meeting of the seventh session of the Board;
- (b) the prior approval opinion and independent opinion of the independent directors, and the opinion from the Independent Board Committee of the Company;
- (c) the HVO Sales Contract;
- (d) the Glencore Coal Purchase Agreement;
- (e) the HVO Services Agreement;
- (f) the Yancoal Australia – Sojitz Coal Sales Agreement;
- (g) the Syntech – Sojitz Coal Sales Agreement.

**SUPPLEMENTARY NOTICE
OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

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**兖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)

**SUPPLEMENTARY NOTICE
OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice of 2018 second extraordinary general meeting (the “EGM”) of Yanzhou Coal Mining Company Limited (the “**Company**”) dated 6 July 2018 (the “**Initial Notice**”), by which the Company convenes the EGM of the Company to 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 original 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 dated 29 June 2018 and the circular in relation to the non-public A Share issue dated 25 July 2018 (the “**Announcements**”)). The details of the original resolutions are included in the Announcements.

Recently, the board of directors of the Company (the “**Board**”) received from its controlling shareholder, Yankuang Group (holding directly and indirectly approximately 51.81% of the total issued share capital of the Company), a letter requesting the addition of certain resolutions (as set out below) for consideration and approval by the shareholders of the Company. The Board has resolved that additional resolutions (specified as ordinary resolutions No. 4 below) shall be tabled before the EGM for shareholders' approval.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the EGM will be held at 8:30 a.m. on 24 August 2018 at the headquarters of the Company, 298 South Fushan Road, Zoucheng, Shandong Province 273500, PRC for the purpose of considering and, if thought fit, passing the following additional ordinary resolutions of the Company in addition to the resolutions as set out in the Initial Notice (unless otherwise indicated, capitalized terms used

**SUPPLEMENTARY NOTICE
OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

in this supplementary notice and the following resolutions shall have the same meanings as those defined in the supplementary circular of the Company dated 8 August 2018 (the “**Supplementary Circular**”)):

AS ADDITIONAL ORDINARY RESOLUTIONS:

4. Ordinary resolution: “**THAT**, to consider and approve the resolution in relation to the projects and transaction caps of the continuing connected transactions with Glencore and Sojitz Corporation from 2018 to 2020.”
 - 4.1. To consider and approve entering into the HVO Sales Contract, the continuing connected transactions contemplated thereunder and the estimated maximum annual transaction amounts;
 - 4.2. To consider and approve entering into the Glencore Framework Coal Purchase Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - 4.3. To consider and approve entering into the HVO Services Agreement, the continuing connected transactions contemplated thereunder and the estimated maximum annual transaction amounts;
 - 4.4. To consider and approve entering into the Yancoal Australia – Sojitz Coal Sales Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - 4.5. To consider and approve entering into the Syntech – Sojitz Coal Sales Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps.

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

Zoucheng, Shandong, the PRC
8 August 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. Please refer to the EGM Notice dated 6 July 2018 for matters such as eligibility for attending the EGM, closure of register of members and the Company’s office address.

SUPPLEMENTARY NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

2. Since the form of proxy for the EGM which was despatched on 6 July 2018 (the “**Old Proxy Form**”) does not contain the newly-added resolutions No. 4 to be approved at the EGM as set out in this supplementary notice, a revised form of proxy for the EGM (the “**New Proxy Form**”) has been prepared and is enclosed with this supplementary notice of EGM.

Whether or not you are able to attend the EGM, you are reminded to complete the New Proxy Form in accordance with the instructions printed thereon and send the New Proxy Form to Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof.

A Shareholder who has not yet lodged the Old Proxy Form with Hong Kong Registrars Limited is requested to lodge the New Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the Old Proxy Form should not be lodged with Hong Kong Registrars Limited.

A Shareholder who has already lodged the Old Proxy Form with Hong Kong Registrars Limited should note that:

- (i) **If no New Proxy Form is lodged with Hong Kong Registrars Limited, the Old Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the EGM other than those referred to in the notice of EGM dated 6 July 2018 and the Old Proxy Form, including the additional proposed resolutions as set out in this supplementary notice of EGM.
- (ii) **If the New Proxy Form is lodged with Hong Kong Registrars Limited before 8:30 a.m. on 23 August 2018, the New Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him or her. The New Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.**
- (iii) **If the New Proxy Form is lodged with Hong Kong Registrars Limited after 8:30 a.m. on 23 August 2018, the New Proxy Form will be invalid.** It will not revoke the Old Proxy Form previously lodged by the Shareholder. The Old Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the EGM other than those referred to in the notice of EGM dated 6 July 2018 and the Old Proxy Form, including the additional proposed resolutions as set out in this supplementary notice of EGM.

Shareholders are reminded that completion and delivery of the Old Proxy Form and/or the New Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or at any adjourned meeting(s) should they so wish.