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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)

NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 8:30 a.m. on Tuesday, 12 February 2019 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 and other constitutional documents and the announcement in relation to the proposed adoption of the share option scheme and proposed grant thereunder of the Company dated 27 December 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 the amendments to the Articles of Association and relevant rules of procedures of Yanzhou Coal Mining Company Limited”;
2. Special Resolution: “**THAT**, to consider and approve the proposal in relation to '2018 A Share Option Scheme (Draft) of Yanzhou Coal Mining Company Limited' and its abstract”;
3. Special Resolution: “**THAT**, to consider and approve the proposal in relation to ‘Implementation, Assessment and Management Methods in Relation to the 2018 A Share Option Scheme of Yanzhou Coal Mining Company Limited’”; and
4. Special Resolution: “**THAT**, to consider and approve the proposal in relation to authorizing the Board of Directors to manage issues in connection with the 2018 A Share Option Scheme of the Company”.

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

Zoucheng, Shandong, the PRC
27 Decemebr 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 Friday, 11 January 2019 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 Tuesday, 22 January 2019. 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/F, 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, 12 January 2019 to Tuesday, 12 February 2019 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 11 January 2019 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. Solicitation of votes by independent non-executive Directors

Pursuant to the Administrative Measures on Equity Incentives of Listed Companies (上市公司股權激勵管理辦法) issued by the China Securities Regulatory Commission, Mr. Kong Xiangguo, the independent non-executive Director (the "INED") of the Company, as nominated by other independent non-executive Directors, will serve as the soliciting party and will solicit votes on all resolutions in relation to the A Share Option Scheme to be tabled at the EGM and the 2019 first class meeting of the holders of H shares (the "H Shareholders' Class Meeting") to be held on 12 February 2019. No solicitation is made on the other resolutions which are not related to the Share Option Scheme.

The INED has for the abovementioned purpose prepared and enclosed herewith the proxy forms for appointing the INED as a proxy at the EGM and the H Shareholders' Class Meeting respectively (collectively, the "INED Proxy Forms"). Should you wish to appoint the INED as your proxy to vote for you and on your behalf at the EGM and/or the H Shareholders' Class Meeting, please complete and return the relevant INED Proxy Form(s) to Hong Kong Registrars Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 24 hours prior to the EGM and/or the H Shareholders' Class Meeting.

If the Shareholders appoint the INED repetitively in relation to the matters under solicitation while the content of the appointment is inconsistent, the last INED Proxy Form executed by the shareholder shall be treated as valid; if it is unable to determine the timing of execution, the last INED Proxy Form received shall be treated as valid.

A Shareholder may attend a meeting in person or by proxy notwithstanding the appointment of the INED as the proxy in respect of the matters under solicitation.

If a INED Proxy Form verified to be valid falls under any of the following circumstances, the INED may treat the INED Proxy Form in accordance with the following:

- (1) After appointing the INED as the proxy in relation to the voting rights for matters under solicitation, a Shareholder may expressly revoke in writing the appointment of the INED as proxy prior to the close of registration for the meetings, in which case the appointment of the INED shall be treated as lapsed automatically;
- (2) If a Shareholder has appointed someone other than the INED as the proxy to exercise the voting rights for matters under solicitation and to attend meeting, and expressly revokes the appointment of the INED prior to the close of registration of the on-site meeting in writing, the appointment of the INED shall be treated as lapsed automatically;
- (3) A Shareholder shall specify the voting instruction for matters under solicitation in the submitted INED Proxy Form and shall choose either "For" or "Against" or "Abstain" as appropriate. If more than one options have been made, or no option has been indicated, the appointment of the INED shall be treated as lapsed.

5. 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:

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