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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND OTHER CONSTITUTIONAL DOCUMENTS

In accordance with the change of the laws and regulations in the places of listing, as well as the operation needs of Yanzhou Coal Mining Company Limited (the "**Company**"), the proposal in relation to the proposed amendments to the Articles of Association of Yanzhou Coal Mining Company Limited (the "**Articles of Association**") and relevant rules of procedures of the Company were approved at the twenty-first meeting of the seventh session of the Board of Directors of the Company (the "**Board**"), and the proposal in relation to the proposed amendments to the Rules of Procedures for Supervisory Committee was approved in the at twenty-first meeting of the seventh session of the Supervisory Committee of the Company (the "**Supervisory Committee**"). The Board and the Supervisory Committee agreed to submit the same to the 2019 first extraordinary general meeting of the Company for discussion and consideration.

Details of the amendments are set out as follows:

I. Amendments to the Articles of Association

1. The original Article 12 of the Articles of Association

"Article 12 The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

The business scope of the company includes:sale and lease of electronic equipments and sale of parts; leasing of construction mechanical equipments;"

The above paragraphs are proposed to be amended as follows:

"Article 12 The Company's scope of business shall be consistent with and subject to the scope of business approved by the authority responsible for the registration of the Company.

The business scope of the company includes:sale and lease of electronic equipments and sale of parts; general contracting of mining engineering construction and contracting of electromechanical engineering construction; leasing of construction mechanical equipments;"

2. The original Article 20 of the Articles of Association

"Article 20 The share capital structure of the Company is as follows: 4,912,016,000 ordinary shares, of which (a) 2,600,000,000 shares, which represent 52.93% of the Company's share capital, are held by Yankuang (Group) Corporation Ltd. as domestic legal person shares; (b) 1,952,016,000 shares, which represent 39.74%

of the Company's share capital, are held by the H Shares shareholders; and (c) 360,000,000 shares, which represent 7.33% of the Company's share capital, are held by the A Shares shareholders. "

The above paragraph is proposed to be amended as follows:

"Article 20 The share capital structure of the Company is as follows: 4,912,016,000 ordinary shares, of which (a) 2,960,000,000 shares, which represent 60.26% of the Company's share capital, are held by the A Shares shareholders; and (b) 1,952,016,000 shares, which represent 39.74% of the Company's share capital, are held by the H Shares shareholders."

3. The original Article 31 of the Articles of Association

"Article 31 The Company may, in accordance with the procedures set out in these Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:

- (1) cancellation of shares for the purposes of reducing its capital;
- (2) merging with another company that holds shares in the Company;
- (3) to grant the shares as incentives to the Company's staff;
- (4) shareholders who disagree with the resolutions for the merger and separation of the Company made in a general meeting may demand the Company to purchase their shares.
- (5) other circumstances permitted by laws and administrative regulations."

The above paragraphs are proposed to be amended as follows:

"Article 31 The Company may, in accordance with the procedures set out in these Articles of Association and with the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:

- (1) cancellation of shares for the purposes of reducing its capital;
- (2) merging with another company that holds shares in the Company;
- (3) to grant the shares for employee shareholding scheme or as share incentives;
- (4) shareholders who disagree with the resolutions for the merger and separation of the Company made in a general meeting may demand the Company to purchase their shares.
- (5) to use the shares for the purpose of conversion of bonds convertible to shares;
- (6) where it is necessary for the company to safeguard company's value and shareholders' interests;
- (7) other circumstances permitted by laws and administrative regulations.

Save as above circumstances, the Company shall not conduct share repurchase activity."

4. The original Article 32 of the Articles of Association

"Article 32 The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:

- (1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis;
- (2) by repurchasing shares through public dealing on a stock exchange;
- (3) by repurchasing shares outside of the stock exchange by means of an off-market agreement;

(4) other means as authorized by the competent securities authorities under the State Council."

The above paragraph are proposed to be amended as follows:

"Article 32 The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:

- (1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis;
- (2) by repurchasing shares through public dealing on a stock exchange;
- (3) by repurchasing shares outside of the stock exchange by means of an off-market agreement;
- (4) other means as authorized by the competent securities authorities under the State Council.

Under the circumstances set out in (1), (3), (5) and (6) of the first paragraph of Article 31 of the Articles of Association, the Company shall repurchase shares through public concentrated trading."

5. The original Article 34 of the Articles of Association

"Article 34 The Company must obtain the prior approval of the shareholders in a general meeting before it can repurchase shares pursuant to the reasons set out in these Articles of Association 31 (1) to (3). Following shares being repurchased by the Company pursuant to the provisions in Article 31, in the case of (1), the shares repurchased shall be cancelled within 10 days of the completion of the repurchase. In the case of (2) and (4), the shares repurchased shall be transferred or cancelled within six months of the completion of the repurchase."

The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.

The shares the Company repurchases in accordance with the provisions in Article 31(3) shall not be more than 5% of the total issued shares of the Company. The funding for the repurchase shall be provided from the profit after tax. The shares repurchased shall be transferred to the staff within one year."

The above paragraphs are proposed to be amended as follows:

"Article 34 The Company must obtain the prior approval of the shareholders in a general meeting before it can repurchase shares pursuant to the reasons set out in these Articles of Association 31 (1) to (2). Where the Company repurchases in accordance with the circumstances set out in Articles of Association 31 (3), (5) and (6), it must obtain the approval in a meeting of the Board of Directors, at which two third of the directors are present."

Following shares being repurchased by the Company pursuant to the provisions in Article 31, in the case of (1), the shares repurchased shall be cancelled within 10 days of the completion of the repurchase. In the case of (2) and (4), the shares repurchased shall be transferred or cancelled within six months of the completion of the repurchase. In the case of (3), (5) and (6), the aggregate number of shares held by the Company shall not exceed 10% of aggregate amount of shares issued by the company, and shall be transferred or cancelled within 3 years."

The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital."

6. The original Article 45 of the Articles of Association

"Article 45 All Overseas-Listed Foreign-Invested Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognise any instrument of transfer and would not need to provide any reason therefor:

- (1) a fee of HK\$2.50 per instrument of transfer or such higher amount as may be agreed by the Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares;"

The above paragraphs are proposed to be amended as follows:

"Article 45 All Overseas-Listed Foreign-Invested Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognise any instrument of transfer and would not need to provide any reason therefor:

(1) a fee of HK\$2.00 per instrument of transfer or such higher amount as may be agreed by the Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares;"

7. The original Article 78 of the Articles of Association

"Article 78 If the Supervisory Committee or the shareholders decides/decide to convene the shareholders' general meeting by itself/themselves, a written notice shall be given to the board of directors and in the meantime report shall be made to the local representative office of the competent securities authorities under the State Council and the stock exchange for record.

The convening shareholder(s) shall submit the relevant documents to the local representative office of the competent securities authorities under the State Council and the stock exchange before issuing the notice for convening of the shareholders' general meeting and the announcement on resolution proposed to the shareholders' general meeting."

The above paragraphs are proposed to be amended as follows:

"Article 78 If the Supervisory Committee or the shareholders decides/decide to convene the shareholders' general meeting by itself/themselves, a written notice shall be given to the board of directors and in the meantime report shall be made to the local representative office of the competent securities authorities under the State Council and the stock exchange for record.

Before publishing the resolutions of the shareholders' general meeting, shares held by the convening shareholder(s) shall not be less than 10%.

The convening shareholder(s) shall submit the relevant documents to the local representative office of the competent securities authorities under the State Council and the stock exchange before issuing the notice for convening of the shareholders' general meeting and the announcement on resolution proposed to the shareholders' general meeting."

8. The original Article 96 of the Articles of Association

"Article 96 The proxy form shall state clearly if the proxy is entitled to vote at his discretion in the absence of specific instruction from the principal.

The above paragraph is proposed to be amended as follows:

"Article 96 The proxy form shall state clearly that the proxy is entitled to vote at his discretion in the absence of specific instruction from the principal."

9. The original Paragraph 2 of Article 154 of the Articles of Association

"Article 154

A shareholder's written notice of the intention to nominate a person for election as a director who are not staff representative and a notice in writing by that person indicating his acceptance of such nomination shall have been given to the Company seven (7) days before the date of such shareholders' general meeting. Such written notice (s) by the shareholder(s) of the Company shall be made no earlier than the day after the despatch of the notice of the general meeting appointed for election of directors who are not staff representative and no later than 7 days prior to the date of such meeting.

....."

The above paragraph is proposed to be amended as follows:

"Article 154

A shareholder's written notice of the intention to nominate a person for election as a director who are not staff representative and a notice in writing by that person indicating his acceptance of such nomination shall be made no earlier than the day after the despatch of the notice of the general meeting appointed for election of directors who are not staff representative and no later than 7 days prior to the date of such meeting.

....."

10. The original Article 157 of the Articles of Association

"Article 157 An independent director should be independent. The following persons shall not act as independent directors:

....."

The above paragraph is proposed to be amended as follows:

"Article 157 An independent director should be independent. The following persons shall not act as independent directors:

.....

(8) other persons identified as not independent pursuant to the regulatory rules of the listing places of the Company."

11. The original Paragraph 2 of Article 168 of the Articles of Association

"Article 168

The Board may establish special committees such as Strategic Committee, Audit Committee, Nomination Committee and Remuneration Committee as it deems appropriate. The special committees are to be comprised solely of Directors. The independent directors of the Company should take up the majority of the Audit Committee, the Nomination Committee and the Remuneration Committee and be responsible for as conveners of meetings. The members of the Audit Committee should have at least one independent director who is an accounting professional."

The above paragraph is proposed to be amended as follows:

"Article 168

The Board shall establish audit committee, and may establish special committees such as Strategic Committee, Nomination Committee and Remuneration Committee as it deems appropriate. The special committees are to be comprised solely of Directors. The independent directors of the Company should take up the majority of the Audit Committee, the Nomination Committee and the Remuneration Committee and be responsible for as conveners of meetings. The members of the Audit Committee should have at least one independent director who is an accounting professional or possesses appropriate financial management expertise."

12. The original Paragraph 1 of Article 177 of the Articles of Association

"Article 177 Meetings of the Board shall be held at least three times every year and shall be convened by the

chairman of the board of directors. All of the directors and supervisors should be notified about the meeting fourteen (14) days beforehand. An extraordinary meeting of the board of directors may be held under the following circumstances:

....."

The above paragraph is proposed to be amended as follows:

"Article 177 Meetings of the Board shall be held at least four times every year and shall be convened by the chairman of the board of directors. All of the directors and supervisors should be notified about the meeting fourteen (14) days beforehand. An extraordinary meeting of the board of directors may be held under the following circumstances:

....."

13. The original Article 181 of the Articles of Association

"Article 181 Meetings of the board of directors shall be held only if more than half of the directors (including any alternate director appointed pursuant to Article 182 of the Company's Articles of Association) are present.

Each director shall have one (1) vote. A resolution of the board of directors must be passed by more than half of all of the directors of the Company. "

The above paragraphs are proposed to be amended as follows:

"Article 181 Unless otherwise stipulated in the Company Law of the People's Republic of China and these Articles of Association, meetings of the board of directors shall be held only if more than half of the directors (including any alternate director appointed pursuant to Article 182 of the Company's Articles of Association) are present.

Each director shall have one (1) vote. A resolution of the board of directors must be passed by more than half of all of the directors of the Company. "

14. The original Article 294 of the Articles of Association

"Article 294 Amendment of the Company's Articles of Association shall become effective upon receipt of approvals from the foreign trade and economic authorities. Amendment involving the contents of the Mandatory Provisions of Overseas-Listed Companies' Articles of Association shall become effective upon receipt of approvals from the State Council's securities authorities and the companies approving department authorised by the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with law."

The above paragraph is proposed to be amended as follows:

"Article 294 Amendment of the Company's Articles of Association shall be filed to the competent commercial authorities for record. Amendment involving the contents of the Mandatory Provisions of Overseas-Listed Companies' Articles of Association shall become effective upon receipt of approvals from the State Council's securities authorities and the companies approving department authorised by the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with law."

15. The original Article 304 of the Articles of Association

"Article 304 The Company's Articles of Association are written in Chinese and English. Both text shall be equally valid. If there is any discrepancy between the two versions, the Chinese version of the Articles of Association most recently filed at the Shandong Administration of Industry and Commerce shall prevail."

The above paragraph is proposed to be amended as follows:

"Article 304 The Company's Articles of Association are written in Chinese and English. Both text shall be equally valid. If there is any discrepancy between the two versions, the Chinese version of the Articles of Association most recently filed at the registration authority of the industry and commerce of the PRC shall prevail."

II. Amendments to the Rules of Procedures for Shareholders' General Meeting of the Company

1. The original Article 1 of the Rules of Procedures for Shareholders' General Meeting

"Article 1 These rules (these "Rules") are specifically formulated in accordance with laws and regulations, including the Company Law of the People's Republic of China (the "Company Law") and the Governance Rules On the Shareholder' General Meetings of Listed Companies promulgated by the China Securities Regulatory Commission ("CSRC"), and the Articles of association of Yanzhou Coal Mining Company Limited (the "Company") for the purpose of regulating the proceedings of shareholders' general meetings, ensuring that shareholders' general meetings are duly convened and conducted, and resolutions are legally passed, enhancing the efficiency of shareholders' general meetings and protecting the legal rights and interests of shareholders."

The above paragraph is proposed to be amended as follows:

"Article 1 These rules (these "Rules") are specifically formulated in accordance with laws, administrative regulations, departmental codes and normative documents, including the Company Law of the People's Republic of China (the "Company Law"), the Governance Rules On the Shareholder' General Meetings of Listed Companies and the Code of Corporate Governance for Listed Companies promulgated by the China Securities Regulatory Commission ("CSRC"), and the Articles of association of Yanzhou Coal Mining Company Limited (the "Company") for the purpose of regulating the proceedings of shareholders' general meetings, ensuring that shareholders' general meetings are duly convened and conducted, and resolutions are legally passed, enhancing the efficiency of shareholders' general meetings and protecting the legal rights and interests of shareholders."

2. The original Article 12 of the Rules of Procedures for Shareholders' General Meeting

"Article 12 The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events:

.....

(3) where shareholder(s) singly or jointly holding 10% or more of the Company's issued voting shares (excluding proxy, hereinafter "the Requesting Shareholders") request(s) in writing for convening an extraordinary general meeting (the amount of shareholdings of the Requesting Shareholders shall be calculated as at the date of the request(s));

....."

The above paragraphs are proposed to be amended as follows:

"Article 12 The board of directors shall convene an extraordinary general meeting within two (2) months from the date of occurrence of any one of the following events:

.....

(3) where shareholder(s) singly or jointly holding 10% or more of the Company's issued voting shares (excluding proxy, hereinafter "the Convening Shareholders") request(s) in writing for convening an extraordinary general meeting (the amount of shareholdings of the Convening Shareholders shall be calculated as at the date of the request(s));

....."

3. The original Article 17 of the Rules of Procedures for Shareholders' General Meeting

"Article 17 If the supervisory committee or the requesting shareholders decide to convene the extraordinary general meeting itself, they shall notify the board of directors in writing and report the same to the local security authority of the State Council where the Company locates, and the Stock Exchanges.

The supervisory committee and the requesting shareholders shall provide the relevant evidencing materials to the local security authority of the State Council where the Company locates, and the Stock Exchanges when issuing the notice convening the extraordinary general meeting and making announcement of resolutions resolved at the extraordinary shareholders' general meeting."

The above paragraphs are proposed to be amended as follows:

"Article 17 If the supervisory committee or the requesting shareholders decide to convene the extraordinary general meeting itself, they shall notify the board of directors in writing and report the same to the local security authority of the State Council where the Company locates, and the Stock Exchanges.

Before publishing the resolutions of the shareholders' general meeting, shares held by the convening shareholder(s) shall not be less than 10%.

The supervisory committee and the requesting shareholders shall provide the relevant evidencing materials to the local security authority of the State Council where the Company locates, and the Stock Exchanges when issuing the notice convening the extraordinary general meeting and making announcement of resolutions resolved at the extraordinary shareholders' general meeting."

4. The original Article 19 of the Rules of Procedures for Shareholders' General Meeting

"Article 19 Shareholders who are on the register of shareholders on the date of book closure as stated on the notice of the shareholders' general meeting, and after they have registered as required, are entitled to attend the meeting and have the voting rights."

The above paragraph is proposed to be amended as follows:

"Article 19 Shareholders who are on the register of shareholders on the date of book closure as stated on the notice of the shareholders' general meeting, and after they have registered as required, are entitled to attend the meeting and exercise voting rights in accordance with the relevant laws, regulations, regulatory rules of the listing places and the Articles of Association."

5. The original Article 21 of the Rules of Procedures for Shareholders' General Meeting

"Article 21 The board of directors, independent directors and any shareholder fulfilling certain criteria can collect voting rights at a general meeting from the Company's shareholders."

The above paragraph is proposed to be amended as follows:

"Article 21 The board of directors, independent directors and any shareholder fulfilling certain criteria can collect voting rights at a general meeting from the Company's shareholders. The Company and the convening person of the general meeting shall not impose minimum shareholding ratio restriction on shareholder's collection of voting rights. The collection of voting rights shall be conducted free of charge, with sufficient disclosure of information of specific voting preferences to shareholders whose voting rights are being collected. Paid or indirect paid collections of voting rights are not permitted."

6. The original Paragraph 4 of Article 28 of the Rules of Procedures for Shareholders' General Meeting

"Article 28

Motion(s) not specified in the notice of shareholders' general meeting or inconsistent with the requirements stipulated in Article 81 of the Company's Articles of association shall not be voted or resolved at the shareholders' general meeting."

The above paragraph is proposed to be amended as follows:

"Article 28

Motion(s) not specified in the notice of shareholders' general meeting or inconsistent with the requirements stipulated in Article 29 of the Rules shall not be voted or resolved at the shareholders' general meeting."

7. The original Paragraph 1 of Article 40 of the Rules of Procedures for Shareholders' General Meeting

"Article 40 A conference venue shall be set up for the shareholders' general meeting and a live conference mode shall be adopted. The Company can use safe, economical and convenient information technology network or other means to facilitate participation by the shareholders in the meeting. The shareholders attending the meeting in such ways shall be deemed as being present at the meeting.

....."

The above paragraph is proposed to be amended as follows:

"Article 40 A conference venue shall be set up for the shareholders' general meeting and a combination of live and online voting shall be adopted. The time and venue chosen for live conference shall be convenient for shareholders' participation. The Company shall ensure legitimacy and effectiveness of the shareholders' general meeting and facilitate the shareholders' participation in the meeting. Reasonable time for discussion shall be allocated to each proposal during the shareholders' general meeting.

....."

8. The original Paragraph Article 54 of the Rules of Procedures for Shareholders' General Meeting

"Article 54 The shareholders attending the shareholders' general meeting shall vote "for", "against" or "abstain" for every motion proposed for resolution."

The above paragraph is proposed to be amended as follows:

"Article 54 The shareholders attending the shareholders' general meeting shall vote "for", "against" or "abstain" for every motion proposed for resolution ("abstain" may be excluded from the options for H shares shareholders)."

9. The original Article 63 of the Rules of Procedures for Shareholders' General Meeting

"Article 63 The accumulative voting method shall be used in both the election of directors (including independent directors but excluding directors as employees' representatives) and the election of supervisors (not being employees' representatives) at shareholders' general meetings. Votes shall be taken for each candidate of directors and supervisors one by one."

The above paragraph is proposed to be amended as follows:

"Article 63 The accumulative voting method shall be used in both the election of directors (including independent directors but excluding directors as employees' representatives) and the election of supervisors (not being employees' representatives) at shareholders' general meetings. Votes shall be taken for candidates of directors and supervisors."

10. The original Article 81 of the Rules of Procedures for Shareholders' General Meeting

"Article 81 On the day when the shareholders' general meeting ends, the Company shall submit the resolutions passed, public announcement of resolutions, legal opinions of attesting solicitor to the Shanghai Stock Exchange and the Stock Exchange of Hong Kong. Upon examination by the relevant stock exchanges, the

Company shall issue the public announcement of resolutions in national and overseas newspapers the next business day. "

The above paragraph is proposed to be amended as follows:

"Article 81 On the day when the shareholders' general meeting ends, the Company shall submit the resolutions passed, public announcement of resolutions, legal opinions of attesting solicitor to the Shanghai Stock Exchange and the Stock Exchange of Hong Kong."

III. Amendments to the Rules of Procedures for the Board of Directors

1. The original Paragraph 1 of Article 7 of the Rules of Procedures for the Board of Directors

"Article 7

a single transaction of which the completion consideration (including liabilities and expenses) accounts for more than 10% and less than 50% of the Company's latest audited net asset value prepared in accordance with the PRC GAAP; or more than 5% and less than 25% of the total market capitalisation of the Company (which is calculated by the average closing price of the Company's shares as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of a transaction);

....."

The above paragraph is proposed to be amended as follows:

"Article 7

a single transaction of which the completion consideration (including liabilities and expenses) accounts for more than 10% and less than 50% of the Company's latest audited net asset value prepared in accordance with the PRC GAAP; or more than 5% and less than 25% of the total market capitalisation of the Company (which is calculated by the respective average closing price of the Company's relevant class shares for the five business days immediately preceding the date of the transaction);

....."

2. The original Article 20 of the Rules of Procedures for the Board of Directors

"Article 20 Specialized committees such as strategic committee, audit committee, nomination committee and remuneration committee may be formed under the board of directors to conduct studies on professional matters and provide the board of directors with opinion and recommendation for reference in making decision. All members of the specialized committees should be directors."

The above paragraph is proposed to be amended as follows:

"Article 20 The board of directors shall set up an audit committee and specialized committees such as strategic committee, nomination committee and remuneration committee may be formed under the board of directors, as it deemed appropriate, to conduct studies on professional matters and provide the board of directors with opinion and recommendation for reference in making decision. All members of the specialized committees should be directors."

3. The original Article 22 of the Rules of Procedures for the Board of Directors

"Article 22 The primary responsibilities of the audit committee of the board of directors include:

- (1) to propose the appointment or replacement of the external audit institution;
- (2) to supervise the internal audit system of the Company and its implementation;
- (3) to handle the communications between internal and external audit;
- (4) to examine the financial information of the Company and its disclosure;

- (5) to check the internal control system of the Company;
- (6) to review the regular reports and financial statements of the Company;
- (7) to give opinion on relevant matters in accordance with the regulatory provisions of the place where the Company's shares are listed;
- (8) other matters authorised by the board of directors."

The above paragraphs are proposed to be amended as follows:

"The primary responsibilities of the audit committee of the board of directors include:

- (1) to supervise and assess external audit work, and propose the appointment or replacement of the external audit institution;
- (2) to supervise and assess the internal audit system , and evaluate the design and implementation of internal audit regulations;
- (3) to handle the coordination between internal and external audit;
- (4) to examine the financial information of the Company and its disclosure;
- (5) to supervise and assess the internal control system of the Company;
- (6) to review the regular reports and financial statements of the Company;
- (7) to give opinion on relevant matters in accordance with the regulatory provisions of the place where the Company's shares are listed
- (8) to be responsible for other matters authorised by laws, regulations, the Articles of Association of the Company and the board of directors."

4. The original Paragraph 1 of Article 29 of the Rules of Procedures for the Board of Directors

"Article 29 The board of directors convenes three (3) regular meetings each year including:
....."

The above paragraph is proposed to be amended as follows:

"Article 29 The board of directors convenes four (4) regular meetings each year including:
....."

5. The original Article 58 of the Rules of Procedures for the Board of Directors

"Article 58 Resolutions of the board of directors shall be disclosed simultaneously in places inside and outside the PRC where the Company's shares are listed."

The above paragraph is proposed to be amended as follows:

Delete this article.

IV. Amendments to the Rules of Procedure for Supervisory Committee

1. The original Article 1 of the Rules of Procedures for Supervisory Committee

"Article 1 In order to standardize the operation mechanism of the Company, perfect supervisory system, protect the interests of the Company and the Shareholders, and elevate the work efficiency of Supervisory Committee, pursuant to the PRC Company Law ("Company Law"), Corporate Governance of Listing

Companies, domestic and foreign listing rules and Articles, and based on the Company policies, to formulate these Rules of Procedures."

The above paragraph is proposed to be amended as follows:

"Article 1 These Rules of Procedure is formulated in order to standardize the operation mechanism of the Company, perfect supervisory system, protect the interests of the Company and the Shareholders, and elevate the work efficiency of Supervisory Committee, pursuant to the laws, administrative regulations, departmental codes, normative documents such as the PRC Company Law the ("Company Law") and the Corporate Governance of Listing Companies, as well as the Articles of Association of Yanzhou Coal Mining Company Limited (the "Articles"), and based on the Company policies."

2. The original Article 8 of the Rules of Procedures for Supervisory Committee

"Article 8 Supervisory Committee has set up a unit – the Office of the Secretary to the Supervisory Committee, responsible for executing daily operations of Supervisory Committee."

The above paragraph is proposed to be amended as follows:

"Article 8 Supervisory Committee has set up an unit, responsible for executing daily operations of Supervisory Committee."

3. The original Article 20 of the Rules of Procedures for Supervisory Committee

"Article 20

Notice period of the meeting of Supervisory Committee shall be at least five days in advance. Supervisors shall be notified at least two days in advance before the convening of extraordinary supervisory meeting. The way of notifying for the meeting of the Supervisory Committee shall be by way of delivery in person, facsimile, courier, registered mail or other means of electronic communication. Once the meeting shall not be convened as scheduled, it shall make an announcement and give reasons therefor."

The above paragraph is proposed to be amended as follows:

"Article 20

Notice period of the meeting of Supervisory Committee shall be at least five days in advance. Supervisors shall be notified at least two days in advance before the convening of extraordinary supervisory meeting. The way of notifying for the meeting of the Supervisory Committee shall be by way of delivery in person, facsimile, courier, registered mail or other means of electronic communication. In case of emergency and when the extraordinary meeting has to be convened as soon as possible, verbal or telephone notifications are acceptable, but the convening person shall explain the situation at the meeting. "

4. The original Article 21 of the Rules of Procedures for Supervisory Committee

"Article 21 The notice of meetings of Supervisory Committee shall include the following: time, venue, duration, subject, agenda and the date of notice issued, of meeting convened."

The above paragraph is proposed to be amended as follows:

"Article 21 The notice of meetings of Supervisory Committee shall at least include the following:

(1) the time and venue of the meeting;

(2) proposed issue(s) to be considered and approved (the motion(s));

(3) the convening person and the chair of the meeting, the person proposing the extraordinary meeting and his/her written proposal;

(4) meeting materials necessary for supervisors' decision making;

(5) the requirements for supervisors to be present at the meeting in person;

(6) contact person and contact information.

Verbal meeting notification shall at least include (1) and (2) of the above, as well as the description of the emergency in convening the extraordinary meeting as soon as possible.

5. The original Chapter 4 of the Rules of Procedures for Supervisory Committee

Article 25 to be added, following Article 24 of this chapter.

"Article 25 The chair of the meeting shall invite the participating supervisors to clearly deliver their opinion in relation to each proposal.

The chair of the meeting shall, in accordance with supervisors' proposal, request directors, senior management, other staff members of the Company and business personnel of other relevant intermediaries to be questioned at the meeting."

6. The original Article 25 of the Rules of Procedures for Supervisory Committee

"Article 25 The rules of procedure of Supervisory Committee shall be by the way of convening meetings."

The above paragraph is proposed to be amended as follows:

"Article 26 The rules of procedure of Supervisory Committee shall be by the way of convening meetings. The meetings can be convened by way of onsite meetings or communication meetings."

7. The original Article 33 of the Rules of Procedures for Supervisory Committee

"Article 33 In the event that the Rules are not in congruence with the laws, administrative regulations or Articles of Associations promulgated by the State, they shall be executed in accordance with the relevant laws, regulations and Articles of Associations; the Rules shall be revised immediately."

The above paragraph is proposed to be amended as follows:

"Article 34 In the event that the Rules are not in congruence with the relevant laws, administrative regulations, departmental codes or normative documents promulgated by the State or the Articles of Association, they shall be executed in accordance with the relevant laws, administrative regulations, departmental codes, normative documents and Articles of Associations. Additionally, these rules shall be amended in a timely manner.

Other clauses in the Company's Articles of Association and relevant rules of procedures shall be renumbered to the extent of reflecting the changed order as a result of the amendments.

A circular containing, among other matters, details of the proposed amendments to the Articles of Association and other rules of procedures, together with the details of the extraordinary general meeting, will be dispatched to the shareholders of the Company as soon as practicable.

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

Zoucheng, Shandong Province, the PRC
27 December 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. GuoDechun, 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.