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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 2020 FIRST CLASS MEETING OF
THE HOLDERS OF H SHARES**

NOTICE IS HEREBY GIVEN that the 2020 first class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 19 June 2020 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 dated 27 March 2020 in relation to the proposed amendments to the Articles of Association and the Rules of Procedures for Shareholders’ General Meeting and the announcement dated 22 April 2020 in relation to the resolutions passed at the meeting of the Board (the “**Announcements**”). The details of the following resolutions are included in the Announcements:

1. Special Resolution: “**THAT**, to consider and approve the amendments to the Articles of Association of Yanzhou Coal Mining Company Limited and the relevant Rules of Procedures for Shareholders’ General Meeting.”
2. Special Resolution: “**THAT**, to consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H shares:
 - (a) subject to paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (e) below) during which the Board may exercise the power of the Company to repurchase the issued H shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, The Stock Exchange of Hong Kong Limited or of any other governmental or regulatory body be and is hereby approved;

- (b) the aggregate number of H shares authorized to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H shares in issue of the Company as at the date of the passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the 2019 annual general meeting to be held on 19 June 2020 (or on such adjourned date as may be applicable) and the class meeting for holders of A shares to be held on 19 June 2020 (or on such adjourned date as may be applicable) for such purpose;
 - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the relevant provisions in relation to reduction of share capital in the Articles of Association of the Company (the “**Articles of Association**”);
- (d) subject to the approval of all relevant PRC regulatory authorities for the repurchase of such H shares being granted, the Board be hereby authorized to:
 - (i) amend the Articles of Association as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.
- (e) for the purpose of this special resolution, “**Relevant Period**” means the period starting from the passing of this special resolution and ending at the earliest of the following:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
or
 - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H shares or holders of A shares at their respective class meetings.

- (f) any one of the Directors may be authorized by the Board to act on behalf of the Board to make timely decision about the specific matters of the repurchase of H shares after the Board has been granted the general mandate to repurchase up to 10% of the total issued H shares, and carries out the relevant approval and disclosure procedures, including but not limited to, determinate the timing, quantity and price of the repurchase and open overseas securities account and carry out the corresponding change of foreign exchange registration procedures, inform creditors and make public announcement, file with the China Securities Regulatory Commission, cancel the shares repurchased, decrease the registered capital, amend the Articles of Association, and carry out the corresponding change of registration procedures and execute and handle other documents and matters related to the repurchase. ”

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

Zoucheng, Shandong, the PRC
29 April 2020

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Li Wei, Mr. Wu Xiangqian, Mr. Liu Jian, 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 H Shareholders' Class Meeting

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 Monday, 18 May 2020 are entitled to attend the H Shareholders' Class Meeting after completing the registration procedures for attending the H Shareholders' Class Meeting. Holders of H shares, who intend to attend the H Shareholders' Class Meeting, must deliver the completed reply slips for attending the H Shareholders' Class Meeting to the Office of the Secretary to the Board no later than Friday, 29 May 2020. 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 H Shareholders' Class Meeting is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the H Shareholders' Class Meeting. The proxies of a Shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarized. For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to Hong Kong Registrars Limited (17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no less than 24 hours before the time appointed for the holding of the H Shareholders' Class Meeting 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 from Tuesday, 19 May 2020 to Friday, 19 June 2020 (both days inclusive), during which period no transfer of the Company's H Shares will be registered. In order to attend the H Shareholders' Class Meeting, 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 Monday, 18 May 2020 for registration.

4. Miscellaneous

- (i) Shareholders attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.
- (ii) All voting at the H Shareholders' Class Meeting will be conducted by onsite poll.
- (iii) 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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