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兗州煤業股份有限公司
YANZHOU COAL MINING COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1171)

NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 8:30 a.m. on Friday, 5 February 2021 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 circular of the Company dated 13 January 2021 in relation to the continuing connected transactions and provision of financial guarantee to the Company's controlled subsidiaries and invested companies (the “**Circular**”). The details of the following resolution are included in the Circular:

ORDINARY RESOLUTIONS

1. “**THAT**, to consider and approve each of the following Proposed Yankuang Continuing Connected Transaction Agreements and their respective annual caps.
 - (1) Approve the entering into of the Proposed Provision of Materials Supply Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - (2) Approve the entering into of the Proposed Mutual Provision of Labour and Services Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - (3) Approve the entering into of the Proposed Provision of Insurance Fund Administrative Services Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps;

- (4) Approve the entering into of the Proposed Provision of Products, Materials and Assets Leasing Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - (5) Approve the entering into of the Proposed Bulk Commodities Sale and Purchase Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - (6) Approve the entering into of the Proposed Entrusted Management Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps; and
 - (7) Approve the entering into of the Proposed Finance Lease Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps.”
2. “**THAT**, to consider and approve each of each of the following Existing Glencore Continuing Connected Transaction Agreements and their respective annual caps (as the case maybe).
- (1) Approve the renewal of the Existing Glencore Framework Coal Sales Agreement for a term of three years from 1 January 2021, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - (2) Approve the renewal of the Existing Glencore Framework Coal Purchase Agreement for a term of three years from 1 January 2021, the continuing connected transactions contemplated thereunder and the relevant annual caps;
 - (3) Approve the relevant annual caps of the Existing HVO Services Contract; and
 - (4) Approve the relevant annual caps of the Existing HVO Sales Contract.”

SPECIAL RESOLUTION

3. “**THAT**, to consider and approve the proposal in relation to the provision of financial guarantee to the Company’s controlled subsidiaries and invested companies.”

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

Zoucheng, Shandong Province, the PRC
13 January 2021

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Wu Xiangqian, Mr. Liu Jian, Mr. Zhao Qingchun, Mr. He Jing and Mr. Wang Ruolin, and the independent non-executive directors of the Company are Mr. Tian Hui, Mr. Zhu Limin, Mr. Cai Chang and Mr. Poon Chiu Kwok.

Notes:

1 Eligibility for attending the EGM

Holders of the Company’s overseas listed foreign invested shares (in the form of H shares) whose names appear on the Company’s register of members of H shares which is maintained by Hong Kong Registrars Limited at the close of business on Wednesday, 27 January 2021 are entitled to attend the EGM. 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 Floor, 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 Thursday, 28 January 2021 to Friday, 5 February 2021 (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, Hong Kong, no later than 4:30 p.m. on Wednesday, 27 January 2021 for registration. H Shareholders whose names appear on the H Share register of members of the Company maintained by Hong Kong Registrars Limited on or before the above date will be eligible to attend the EGM.

4 Miscellaneous

- (1) The EGM is expected to last for 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 or online poll.
- (3) Details of the Office of the Secretary to the Board are as follows:

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