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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)

**ANNOUNCEMENT IN RELATION TO THE RESOLUTIONS
PASSED AT THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

The EGM was held at 8:30 am on 5 February 2021. All the resolutions set out in the notice of EGM dated 13 January 2021 were duly passed.
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The first extraordinary general meeting of Yanzhou Coal Mining Company Limited (the “**Company**”) for the year 2021 (the “**EGM**”) was convened at the headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the People’s Republic of China (“**PRC**”) at 8:30 a.m. on Friday, 5 February 2021. All the resolutions set out in the notice of EGM dated 13 January 2021 (“**Notice of EGM**”) were duly passed at the EGM. Details of the proposals were set out in the Notice of EGM and the circular of the Company dated 13 January 2021 (the “**Circular**”) (unless the context requires otherwise, the terms used in this announcement have the same meaning as set out in the Circular), which were published at the websites of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Company.

The convening of the EGM was in compliance with relevant laws, administrative regulations, departmental rules, normative documents, such as the Company Law of the PRC, and the requirements under the articles of association of the Company (the “**Articles of Association**”). The procedures and results of voting at the EGM were valid and effective.

I. CONVENING AND ATTENDANCE OF THE EGM

1. Date of the convening of the EGM: 5 February 2021
2. Venue of the convening of the EGM: Headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, PRC
3. Shareholders of the Company (“**Shareholders**”) holding ordinary shares of the Company (“**Shares**”) who attended the EGM and number of Shares:

1. Number of Shareholders/proxies attending the EGM	18
Including: number of Shareholders/proxies of A Shares	17
number of Shareholders/proxies of H Shares	1
2. Number of Shares carrying voting rights held by the Shareholders attending the EGM	3,163,515,448

Including: number of Shares carrying voting rights held by holders of A Shares	2,317,249,005
number of Shares carrying voting rights held by holders of H Shares	846,266,443
3. Percentage of Shares carrying voting rights held by the Shareholders attending the EGM among the total Shares carrying voting rights (%)	65.092910
Including: percentage of A Shares carrying voting rights held by holders of A Shares among the total number of Shares carrying voting rights of the Company (%)	47.680020
percentage of H Shares carrying voting rights held by holders of H Shares among the total number of Shares carrying voting rights of the Company (%)	17.412890

4. Compliance of the voting method with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The EGM was convened by the board (the “**Board**”) of directors of the Company (the “**Directors**”). The EGM was chaired by Mr. Liu Jian, a Director. The voting method of the EGM was onsite voting combined with internet voting. The convening of the EGM was in compliance with the Company Law of the PRC and the requirements under the Articles of Association.

5. Attendance of the Directors, the supervisors of the Company (“**Supervisors**”) and the secretary to the Board
 - 1) The Company has 10 Directors. 7 Directors attended the EGM. Mr. Li Xiyong, Mr. Wu Xiangqian, and Mr. He Jing (Directors), did not attend the EGM due to work commitment.
 - 2) The Company has 6 Supervisors. 2 Supervisors attended the EGM. Mr. Gu Shisheng, Mr. Zhou Hong, Mr. Li Shipeng and Mr. Qin Yanpo (Supervisors), did not attend the EGM due to work commitment.
 - 3) Mr. Jin Qingbin (the secretary to the Board), Mr. Li Wei (the deputy general managers of the Company), Mr. Wang Chunyao (the Chief Engineer) and Mr. Zhang Lei (the Chief Investment Officer) attended the EGM.

II. RESOLUTIONS CONSIDERED AND PASSED

All resolutions set out in the Notice of EGM were considered and voted on by way of poll at the EGM.

The following resolution 1 and resolution 2 are ordinary resolutions approved by more than half of the Shares carrying voting rights held by the Shareholders and proxies who attended the meeting. Resolution 3 is a special resolution approved by more than two thirds of the Shares carrying voting rights held by the Shareholders and proxies who attended the meeting. All resolutions shall be counted separately for minority investors.

Details of the resolutions were set out in the announcement of resolutions passed at the seventh meeting of the eighth session of the Board, the announcement of continuing connected transactions,

and the announcement of provision of financial guarantee to the company's controlled subsidiaries and invested companies disclosed on 9 December 2020, and the materials of the Shareholders' general meeting disclosed on 22 January 2021, which were published on the websites of the Shanghai Stock Exchange and the Hong Kong Stock Exchange and the Company and/or *China Securities Journal*, *Shanghai Securities News*, *Securities Time* and *Securities Daily* within the PRC.

As at the date of the EGM, Yankuang Group Company Limited (兗礦集團有限公司) ("**Yankuang Group**") and its associates have abstained from voting on The following resolution 1. To the knowledge of the Company, Yankuang Group and its associates held 2,267,169,423 A Shares and 454,989,000 H Shares of the Company. The number of Shares entitling the holder to attend and vote on the resolutions at the EGM was 4,860,000,000.

Save as disclosed herein, to the best knowledge and belief of the Directors, there were no Shares entitling the Shareholder to attend and abstain from voting in favour of any resolution pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") at the EGM, and no Shareholder was required under the Listing Rules to abstain from voting at the EGM.

1. Resolutions with non-cumulative voting

1.00 Resolution: To consider and approve each of the following Proposed Yankuang Continuing Connected Transaction Agreements and their respective annual caps

1.01 Resolution: To consider and 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	50,034,382	99.909744	45,200	0.090256	0	0.000000
H Share	391,275,443	99.244648	2,978,000	0.755352	0	0.000000
Total	441,309,825	99.319609	3,023,200	0.680391	0	0.000000

1.02 Resolution: To consider and 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	50,034,382	99.909744	45,200	0.090256	0	0.000000

H Share	391,275,443	99.999489	2,000	0.000511	0	0.000000
Total	441,309,825	99.989306	47,200	0.010694	0	0.000000

- 1.03 Resolution: To consider and 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	50,034,382	99.909744	45,200	0.090256	0	0.000000
H Share	391,275,443	99.999489	2,000	0.000511	0	0.000000
Total	441,309,825	99.989306	47,200	0.010694	0	0.000000

- 1.04 Resolution: To consider and 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	50,034,382	99.909744	45,200	0.090256	0	0.000000
H Share	391,275,443	99.999489	2,000	0.000511	0	0.000000
Total	441,309,825	99.989306	47,200	0.010694	0	0.000000

- 1.05 Resolution: To consider and 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 cap

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	50,034,382	99.909744	45,200	0.090256	0	0.000000

H Share	391,275,443	99.999489	2,000	0.000511	0	0.000000
Total	441,309,825	99.989306	47,200	0.010694	0	0.000000

- 1.06 Resolution: To consider and 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 cap

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	50,034,382	99.909744	45,200	0.090256	0	0.000000
H Share	391,275,443	99.999489	2,000	0.000511	0	0.000000
Total	441,309,825	99.989306	47,200	0.010694	0	0.000000

- 1.07 Resolution: To consider and 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	10,787,679	21.541072	39,259,703	78.394630	32,200	0.064298
H Share	216,706,381	55.384328	174,571,062	44.615672	0	0.000000
Total	227,494,060	51.544225	213,830,765	48.448479	32,200	0.007296

- 2.00 Resolution: 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)

- 2.01 Resolution: To consider and 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)

A Share	2,317,203,805	99.998049	45,200	0.001951	0	0.000000
H Share	846,264,443	99.999764	2,000	0.000236	0	0.000000
Total	3,163,468,248	99.998508	47,200	0.001492	0	0.000000

- 2.02 Resolution: To consider and 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,317,203,805	99.998049	45,200	0.001951	0	0.000000
H Share	846,264,443	99.999764	2,000	0.000236	0	0.000000
Total	3,163,468,248	99.998508	47,200	0.001492	0	0.000000

- 2.03 Resolution: To consider and approve the relevant annual caps of the Existing HVO Services Contract

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,317,203,805	99.998049	45,200	0.001951	0	0.000000
H Share	846,264,443	99.999764	2,000	0.000236	0	0.000000
Total	3,163,468,248	99.998508	47,200	0.001492	0	0.000000

- 2.04 Resolution: To consider and approve the relevant annual caps of the Existing HVO Sales Contract

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,317,203,805	99.998049	45,200	0.001951	0	0.000000
H Share	846,264,443	99.999764	2,000	0.000236	0	0.000000

Total	3,163,468,248	99.998508	47,200	0.001492	0	0.000000
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3.00 Resolution: To consider and approve the proposal in relation to the provision of financial guarantee to the Company's controlled subsidiaries and invested companies

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,268,724,372	97.905938	48,524,633	2.094062	0	0.000000
H Share	476,701,436	56.329947	369,565,007	43.670053	0	0.000000
Total	2,745,425,808	86.784018	418,089,640	13.215982	0	0.000000

2. Voting results by holders of A Shares holding less than 5% on material matters

According to the relevant regulatory requirements in the PRC, individual disclosure of voting results of the holders of A Shares holding less than 5% of the Shares is required for the above resolutions:

No.	Resolution	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1.01	To consider and 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	50,034,382	99.909744	45,200	0.090256	0	0.000000
1.02	To consider and 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	50,034,382	99.909744	45,200	0.090256	0	0.000000

	contemplated thereunder and the relevant annual caps						
1.03	To consider and 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	50,034,382	99.909744	45,200	0.090256	0	0.000000
1.04	To consider and 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	50,034,382	99.909744	45,200	0.090256	0	0.000000
1.05	To consider and 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	50,034,382	99.909744	45,200	0.090256	0	0.000000
1.06	To consider and approve the entering into of the Proposed Entrusted Management	50,034,382	99.909744	45,200	0.090256	0	0.000000

	Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps						
1.07	To consider and 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	10,787,679	21.541072	39,259,703	78.394630	32,200	0.064298
2.01	To consider and 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	95,034,382	99.952461	45,200	0.047539	0	0.000000
2.02	To consider and 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	95,034,382	99.952461	45,200	0.047539	0	0.000000
2.03	To consider and approve the relevant annual caps of the	95,034,382	99.952461	45,200	0.047539	0	0.000000

	Existing HVO Services Contract						
2.04	To consider and approve the relevant annual caps of the Existing HVO Sales Contract	95,034,382	99.952461	45,200	0.047539	0	0.000000
3.00	To consider and approve the proposal in relation to the provision of financial guarantee to the Company's controlled subsidiaries and invested companies	46,554,949	48.964192	48,524,633	51.035808	0	0.000000

III. PRESENCE OF SCRUTINEERS AND LAWYERS

1. Scrutineers

Pursuant to the Listing Rules, Hong Kong Registrars Limited was appointed as the scrutineers for the purpose of inspecting the vote-taking at the EGM on site.

2. Law firm which witnessed the EGM: Beijing office of King & Wood Mallesons

Lawyer Zhang Jun and lawyer Li Dan from Beijing office of King & Wood Mallesons witnessed the EGM.

3. Legal opinion of the witnessing lawyers

The convening of the EGM was in compliance with the relevant laws, regulations and rules of the PRC, such as the Company Law of the PRC, the Securities Law of the PRC, the Rules for Shareholders Meetings and the requirements under the Articles of Association. The eligibilities of the attendees and the convener of the EGM were valid and effective. The procedures and results of voting at the EGM were valid and effective.

IV. DOCUMENTS FOR INSPECTION

1. Resolutions of the EGM, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting;
2. Legal opinions in respect of the EGM issued by the witnessing lawyers, signed by the responsible lawyer and stamped with company chop; and
3. Other documents required by the Hong Kong Stock Exchange.

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

Zoucheng, Shandong Province, the PRC
5 February 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.