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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 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “**AGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 8:30 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, capitalised terms used in this notice shall have the same meanings as those defined in the announcements dated 27 March 2020 in relation to the proposed change of Directors and Supervisors and 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) Ordinary Resolution: “**THAT**, to consider and approve the working report of the Board for the year ended 31 December 2019”.
- (2) Ordinary Resolution: “**THAT**, to consider and approve the working report of the supervisory committee for the year ended 31 December 2019”, details of which are set out in note 4.
- (3) Ordinary Resolution: “**THAT**, to consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2019”, details of which are set out in the 2019 annual report of the Company.
- (4) Ordinary Resolution: “**THAT**, to consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2019 and to authorize the Board to distribute a cash dividend of RMB0.58 (tax inclusive) per share to the Shareholders based on the number of shares on the dividend distribution record date. Based on the Company's total share capital on 31 December 2019, it is estimated to distribute a cash dividend of RMB2,849.0 million (including tax) for the year 2019”.
- (5) Ordinary Resolution: “**THAT**, to consider and approve the remuneration of the Directors and supervisors of the Company for the year ending 31 December 2020”.
- (6) Ordinary Resolution: “**THAT**, to consider and approve the renewal of the liability insurance of the Directors, supervisors and senior officers of the Company”.
- (7) Ordinary Resolution: “**THAT**, to consider and approve the appointment and remuneration of external auditing firm for the year 2020”.

- (8) Special Resolution: “**THAT**, to consider and approve the Proposal in respect of the provision of financial guarantee(s) to the Company’s subsidiaries and the granting of authorization to Yancoal Australia Limited and its subsidiaries to provide guarantee(s) in relation to daily operations to the subsidiaries of the Company in Australia”.
- (9) Special Resolution: “**THAT**, to consider and approve the Proposal to authorize the Company to carry out domestic and overseas financing businesses”.
- (10) 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”.
- (11) Special Resolution: to consider and approve the Proposal regarding the general mandate authorizing the Board to issue additional H shares.

“**THAT**,

- (a) the Board be and is hereby granted an unconditional general mandate to issue, allot and deal with additional H shares in the share capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following terms:
- (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the expiration of the Relevant Period;
- (ii) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the aggregate nominal value of H shares in issue as at the date of passing this resolution; and
- (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
- (b) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting;
- (c) contingent on the Directors resolving to issue shares pursuant to paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares, including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant mainland China, Hong Kong and other authorities, and to make such amendments to the Articles of Association of the Company (the “**Articles of Association**”) as it thinks fit so as to reflect

the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution.”

- (12) Special Resolution: to consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H shares:

“**THAT,**

- (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 a class meeting for the holders of A shares to be held on 19 June 2020 (or on such adjourned date as may be applicable) and the class meeting for holders of H 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;
- (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 earlier 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.”
- (13) Ordinary Resolution: to consider and approve the appointment of non-independent Directors ^(Note 5), details of which are set out in the announcement in relation to the proposed change of Director and Supervisors of the Company dated 27 March 2020.

“**THAT,**

- (13.01) to consider and approve the appointment of Mr. Li Xiyong as a non-independent Director of the Company;
- (13.02) to consider and approve the appointment of Mr. Li Wei as a non-independent Director of the Company;
- (13.03) to consider and approve the appointment of Mr. Wu Xiangqian as a non-independent Director of the Company;
- (13.04) to consider and approve the appointment of Mr. Liu Jian as a non-independent Director of the Company;
- (13.05) to consider and approve the appointment of Mr. Zhao Qingchun as a non-independent Director of the Company; and
- (13.06) to consider and approve the appointment of Mr. He Jing as a non-independent Director of the Company.”
- (14) Ordinary Resolution: to consider and approve the appointment of independent Directors ^(Note 5), details of which are set out in the announcement in relation to the proposed change of Director and Supervisors of the Company dated 27 March 2020.

“**THAT,**

- (14.01) to consider and approve the appointment of Mr. Tian Hui as an independent Director of the Company;
- (14.02) to consider and approve the appointment of Mr. Cai Chang as an independent Director of the Company;
- (14.03) to consider and approve the appointment of Mr. Poon Chiu Kwok as an independent Director of the Company; and

- (14.04) to consider and approve the appointment of Mr. Zhu Limin as an independent Director of the Company.”
- (15) Ordinary Resolution: to consider and approve the appointment of non-employee representative Supervisors ^(Note 5), details of which are set out in the announcement in relation to the proposed change of Director and Supervisors of the Company dated 27 March 2020.
- “**THAT**,
- (15.01) to consider and approve the appointment of Mr. Gu Shisheng as a non-employee representative Supervisor of the Company;
- (15.02) to consider and approve the appointment of Mr. Zhou Hong as a non-employee representative Supervisor of the Company;
- (15.03) to consider and approve the appointment of Mr. Li Shipeng as a non-employee representative Supervisor of the Company; and
- (15.04) to consider and approve the appointment of Mr. Qin Yanpo as a non-employee representative Supervisor of the Company.”

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 AGM

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 AGM after completing the registration procedures for attending the AGM. Holders of H shares, who intend to attend the AGM, must deliver the completed reply slips for attending the AGM 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 AGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the AGM. 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 AGM 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 AGM, 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 AGM, 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 18 May 2020 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 AGM.

To determine the identity of the Shareholders entitled to receive the final dividend, the Company's H Share register of members will be closed from Monday, 29 June 2020 to Monday, 6 July 2020 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant Share certificates with the H Share Registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 26 June 2020.

4. The supervisory committee of the Company held 6 meetings in 2019, details of which are as follows:

- (1) the twelfth meeting of the seventh session of the supervisory committee was held on 12 February 2019. The "Proposal in relation to the Adjustment to Matters relating to the 2018 A Share Option Scheme of the Company" and "Proposal in relation to the Grant of Share Options to the Participants under the 2018 A Share Option Incentive Scheme of the Company" were considered and approved at the meeting.
- (2) the thirteenth meeting of the seventh session of the supervisory committee was held on 29 March 2019. The "Annual Report for the Year of 2018 of Yanzhou Coal Mining Company Limited" and the "Summary of the Annual Report", the "Working Report of the Supervisory Committee for the Year of 2018 of Yanzhou Coal Mining Company Limited", the "Audited Financial Statements for the Year of 2018 of Yanzhou Coal Mining Company Limited", the "Profit Distribution Plan for the Year of 2018 of Yanzhou Coal Mining Company Limited", the "Internal Control Evaluation Report for the Year of 2018 of Yanzhou Coal Mining Company Limited", the "2018 Social Responsibility Report of Yanzhou Coal Mining Company Limited", the "Proposal in relation to the confirmation of the continuing related party transactions of Yanzhou Coal Mining Company Limited for the year of 2018", and the "Proposal in relation to the provision for impairment for assets and bad debt write-off of" were considered and approved at the meeting.
- (3) the fourteenth meeting of the seventh session of the supervisory committee was held on 26 April 2019. The "First Quarterly Report for the Year 2019 of Yanzhou Coal Mining Company Limited" was considered and approved at the meeting.
- (4) the fifteenth meeting of the seventh session of the supervisory committee was held on 16 August 2019. The "Proposal in relation to termination of non-public issuance of A Shares and withdrawal of application materials" was considered and approved at the meeting.
- (5) the sixteenth meeting of the seventh session of the supervisory committee was held on 30 August 2019. The "2019 Interim Report of Yanzhou Coal Mining Company Limited", the "2019 Interim Profit Distribution Plan of Yanzhou Coal Mining Company Limited" and the "Proposal in relation to the provision for impairment for assets" were considered and approved at the meeting.
- (6) the seventeenth meeting of the seventh session of the supervisory committee was held on 25 October 2019. The "Third Quarterly Report for the Year 2019 of Yanzhou Coal Mining Company Limited" was considered and approved at the meeting.

The supervisory committee of the Company had no disagreement on the matters under supervision during the year of 2019.

5. Cumulative voting

Directors and Supervisors shall be elected through cumulative voting at the AGM. The number of total votes that a shareholder can exercise is decided by the following factors: (i) the number of shares held by such shareholders, and (ii) the number of Directors to be elected. A shareholder may give all his or her votes to one candidate or divide his or her votes among several candidates. For further details regarding the cumulative voting, please refer to the notes in the form of proxy for use at the AGM.

6. Miscellaneous

- (1) The AGM is expected to last a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.
- (2) All voting at the AGM will be conducted by onsite or 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
Fax: 86-537-5383311