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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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 8:30 a.m. on Wednesday, 9 December 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 (1) in the circular dated 16 November 2020 on the major and connected transaction in relation to the Acquisition of the Target Equity Interests and Target Assets and (2) the circular dated 16 November 2020 on (a) the discloseable and connected transaction in relation to the Deemed Disposal of 40.8% equity interests in Hainan Intelligent Logistics; (b) the proposal of supplemental authorization for the Company to carry out domestic and overseas financing activities; and (c) the proposal to increase the 2020-2024 cash dividend ratio of the Company (collectively, the “**Circulars**”). The details of the following resolutions are included in the Circulars:

1. **Ordinary Resolution:** “**THAT**, to consider and approve the Equity Interests and Assets Transfer Agreement between Yankuang Group Company Limited and Yanzhou Coal Mining Company Limited and to approve the transactions contemplated thereunder”.
2. **Special Resolution:** “**THAT**, to consider and approve the proposal of supplemental authorization for the Company to carry out domestic and overseas financing activities”.
3. **Special Resolution:** “**THAT**, to consider and approve the proposal to increase the 2020-2024 cash dividend ratio of the Company”.
4. **Ordinary Resolution:** “**THAT**, to consider and approve the Capital Increase Agreement of Yankuang (Hainan) Intelligent Logistics Science and Technology Co., Ltd. and approve the transaction contemplated thereunder”.

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

Zoucheng, Shandong, the PRC
16 November 2020

As at the date of this notice, 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 Monday, 30 November 2020 are entitled to attend the EGM after completing the registration procedures for attending the EGM. 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 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 from Tuesday, 1 December 2020 to Wednesday, 9 December 2020 (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, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 30 November 2020 for registration.

4. Miscellaneous

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