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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 2021 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 second extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 8:30 a.m. on Friday, 20 August 2021 at the headquarters of the Company at 949 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 of the Company in relation to the proposed appointment of Directors and Supervisor dated 30 July 2021 and the announcement dated 30 July 2021 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:

AS SPECIAL RESOLUTION

1. Special Resolution: “**THAT**, to consider and approve the ‘Proposal in relation to the Plan of Storage Issuance (the “**Issuance**”) of Corporate Bonds (the “**Bonds**”) and Related Authorizations:

(1.01) To consider and approve the size and method of the Issuance;

The size of the Bonds to be issued will not be more than RMB30 billion (inclusive) and the validity period of the Issuance is 24 months. The Bonds can be issued in tranches.

(1.02) To consider and approve the maturity period of the Bonds;

The maturity period of the Bonds will not be more than 15 years (inclusive). The Bonds may comprise subcategories with a single maturity period or multiple maturity periods. The Company shall determine the composition of specific maturity periods and the size of the Bonds based on the capital demands of the Company and market conditions at the time of Issuance.

(1.03) To consider and approve the types of bonds to be issued;

The types of the Issuance include general corporate bonds, renewable bonds, green bonds and other types. The Company shall determine the exact types of the Issuance based on its need.

(1.04)To consider and approve the par value and the issue price;

The par value of the Bonds is RMB100, which is also the issue price.

(1.05)To consider and approve the coupon rate and its determination mechanism;

The coupon rate shall be a fixed rate and calculated on an annual basis without accruing compound interests.

(1.06)To consider and approve the form of the Bonds;

The Bonds are real-name account corporate bonds. The Bonds subscribed by investors shall be trusted and lodged with the trust accounts set up by the relevant bond registration authorities. Upon the completion of the Issuance, the holders of the Bonds can transfer, pledge or otherwise deal with the Bonds pursuant to the relevant regulations of the regulatory authorities.

(1.07)To consider and approve the method of interest payment and redemption;

The interests will be distributed annually and fully redeemed upon maturity, and the last interest payment will be distributed together with the redemption of principal.

(1.08)To consider and approve the guarantee;

The Bonds do not have any guarantee arrangement.

(1.09)To consider and approve the underwriting;

The unsubscribed portion of the Bonds shall be underwritten by the underwriter syndicate formed by the lead underwriter.

(1.10)To consider and approve the target of the Issuance;

The target of the Issuance are the qualified investors pursuant to the Administrative Measures for the Issuance and Trading of Corporate Bonds and other relevant laws and regulations.

(1.11)To consider and approve the placing arrangement for Shareholders;

The Bonds will be publicly issued to the qualified investors and will not be offered, by way of preferential placing, to the Shareholders.

(1.12) To consider and approve the listing arrangement;

The listing arrangement of the Bonds shall be decided upon the completion of the Issuance taking into consideration the actual situation of the Company, the method of issuance and the market conditions.

(1.13) To consider and approve the authorization.

In order to effectively coordinate the specific matters in the Issuance, a resolution will be proposed at the general meeting to grant a general and unconditional mandate to authorize the Board and the Board to authorize the chairman of the Board (or his authorized representatives) to deal with, as its/ their sole discretion, all matters in connection with the Issuance in accordance with relevant laws and regulations and the opinions and suggestions of supervising authorities under the framework and principle considered and approved at the general meeting in order to maximize the interests of the Company, including but not limited to:

- (A) To formulate and adjust the detailed plans and terms, including but not limited to all matters in connection with the Issuance, such as the types of the Bonds, the size of the Issuance, the method of the Issuance, the quantity of the Issuance, the maturity periods, par value, issue price, the interest rate of the Bonds or its determination methods, safeguard mechanism for repayment (including but not limited to not distributing profit to the Shareholders), Issuance arrangements (including but not limited to tranches and quantity), Issuance date, rating arrangements, guarantees, underwriting arrangements, specific subscription methods, specific placing arrangements, interest rate adjustment clauses or redemption provisions (if applicable), put provisions (if applicable), repayment orders, method of repayment of principal and interests, use of proceeds and listing of the Bonds in accordance with the laws and regulations of the state, relevant regulations of securities supervision departments, the resolutions of the Company's general meeting and the specific situation of the Company as well as the bond market;
- (B) To decide the engagement of intermediaries to deal with the reporting matters of the Issuance as well as the matters of listing and repayment of principal and interests of the Bonds after completion of the Issuance, including but not limited to authorizing, executing, performing, amending and completing all necessary documents, contracts, agreements and covenants (including but not limited to underwriting agreements, bond trustee management agreements, listing agreements and other legal documents) and disclosing relevant information in accordance with laws, regulations and regulatory rules of the places where the securities of the Company are listed (including but not limited to the preliminary and final debt financing instruments issuance memorandum, all announcements and circulars related to the Company's domestic debt financing instrument issuance, etc.);
- (C) To select the bond trustee manager(s) for the issuance of the Bonds, execute the trustee management agreement(s) and formulate rules of bondholders meeting;
- (D) To undertake all applications and filings as well as listing matters (if applicable) in connection with the Issuance, including but not limited to preparing, amending and submitting relevant application materials for the issuance and listing of the domestic debt financing instruments of the Company, as well as signing the relevant application documents and other legal documents according to the requirements of relevant regulatory authorities;

- (E) To authorize the Board and the Board to authorize the chairman of the Board (or his authorized representatives) to make relevant adjustments to matters relating to the Issuance according to the advice of regulatory authorities and changes in policies or the changes in market conditions, or determine whether to proceed with all or any part of the Issuance in accordance with the actual conditions, save as matters that require re-approval at the general meeting pursuant to the relevant laws, regulations and the Articles of Association;
- (F) Subject to approval of the above authorisation at the general meeting, the Board and the chairman of the Board with the authorization from the Board (or his authorized representatives), which is to be authorized by the Shareholders, shall deal with other matters in relation to the Issuance which are not mentioned above; and
- (G) The above authorization shall be valid for 12 months from the date of passing of the relevant resolutions at the EGM. In the event that the Company has obtained the approval, permit, filing or registration of the Issuance (if applicable) from regulatory authorities during the validity period of such authorization, the Company may complete the Issuance or part of the Issuance within the validity period of such approval, permit, filing or registration (if applicable). As to the matters relating to the Issuance or part of the Issuance, the valid period of the authorization above will be extended to the date on which the Issuance or part of the Issuance is completed.”

AS ORDINARY RESOLUTION

- 2. Ordinary Resolution: to consider and approve the appointment of non-independent Directors ^(Note 4), details of which are set out in the announcement in relation to the proposed appointment of Directors and Supervisor of the Company dated 30 July 2021.

“**THAT,**

(2.01)to consider and approve the appointment of Mr. Li Wei as a non-independent Director of the Company;

(2.02)to consider and approve the appointment of Mr. Xiao Yaomeng as a non-independent Director of the Company;

(2.03)to consider and approve the appointment of Mr. Zhu Qingrui as a non-independent Director of the Company; and

(2.04)to consider and approve the appointment of Mr. Huang Xiaolong as a non-independent Director of the Company.”

- 3. Ordinary Resolution: to consider and approve the appointment of a non-employee representative Supervisor ^(Note 4), details of which are set out in the announcement in relation to the proposed appointment of Directors and Supervisor of the Company dated 30 July 2021.

“**THAT,**

(3.01)to consider and approve the appointment of Mr. Zhu Hao as a non-employee representative Supervisor of the Company.”

* For identification purposes only.

**The Board of Directors of
Yanzhou Coal Mining Company Limited**

Zoucheng, Shandong Province, the PRC
30 July 2021

As at the date of this announcement, the directors of the Company are Mr. Liu Jian, Mr. Wu Xiangqian, 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 Friday, 13 August 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 Monday, 16 August 2021 to Friday, 20 August 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 Friday, 13 August 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. Cumulative voting

Directors and Supervisors shall be elected through cumulative voting at the EGM. 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 and Supervisors 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 EGM.

5 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:

949 South Fushan Road, Zoucheng
Shandong Province, 273500, PRC
Tel: 86-537-5382319
Fax: 86-537-5383311