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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Yanzhou Coal Mining Company Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, or a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company.

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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)**

- (1) PROPOSED STORAGE ISSUANCE OF CORPORATE BONDS AND  
RELEVANT AUTHORIZATION;**
- (2) PROPOSED APPOINTMENT OF NON-INDEPENDENT DIRECTORS;  
AND**
- (3) PROPOSED APPOINTMENT OF NON-EMPLOYEE  
REPRESENTATIVE SUPERVISOR**

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The notice convening the EGM to be held at the headquarters of the Company at 949 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC at 8:30 a.m. on Friday, 20 August 2021 was published on 30 July 2021.

Whether or not you are able to attend the meeting in person, you are strongly advised to complete and sign the form of proxy in accordance with the instructions printed thereon. The form of proxy shall be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Office of the Secretary to the Board at 949 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC (for holders of A Shares) as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting or any adjourned meeting (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

30 July 2021

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meaning:*

“Articles of Association”	the articles of association of the Company;
“A Share(s)”	domestic shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and fully paid in RMB and are listed on the Shanghai Stock Exchange;
“Board”	the board of Directors of the Company;
“Company”	兗州煤業股份有限公司, Yanzhou Coal Mining Company Limited, a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively;
“Director(s)”	the directors of the Company;
“EGM”	the 2021 second extraordinary general meeting of the Company to be held at the headquarters of the Company at 949 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC at 8:30 a.m. on Friday, 20 August 2021;
“H Share(s)”	overseas-listed foreign-invested shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as revised from time to time;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	27 July 2021, being the latest practicable date of ascertaining certain information contained in this circular before the issuing of this circular;
“PRC”	The People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;

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## DEFINITIONS

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“Shandong Energy Group”	Shandong Energy Group Company Limited (山東能源集團有限公司), the controlling Shareholder of the Company;
“Shareholder(s)”	the shareholder(s) of the Company;
“subsidiary(ies)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	The supervisory committee of the Company;
“%”	per cent.

\* *For identification purposes only.*

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LETTER FROM THE BOARD

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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)

*Directors:*

Liu Jian  
Wu Xiangqian  
Zhao Qingchun  
He Jing  
Wang Ruolin

*Registered office:*

949 South Fushan Road  
Zoucheng  
Shandong Province  
PRC  
Postal Code: 273500

*Independent non-executive Directors:*

Tian Hui  
Zhu Limin  
Cai Chang  
Poon Chiu Kwok

*Principal place of business  
in Hong Kong:*

40th Floor,  
Dah Sing Financial  
Center  
248 Queen's Road East  
Wanchai  
Hong Kong

30 July 2021

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED STORAGE ISSUANCE OF CORPORATE BONDS AND  
RELEVANT AUTHORIZATION;**  
**(2) PROPOSED APPOINTMENT OF NON-INDEPENDENT DIRECTORS;  
AND**  
**(3) PROPOSED APPOINTMENT OF NON-EMPLOYEE  
REPRESENTATIVE SUPERVISOR**

**I. INTRODUCTION**

The purpose of this circular is to provide you with information relating to (1) the proposed storage issuance of corporate bonds and relevant authorization; (2) the proposed appointment of non-independent Directors; and (3) the proposed appointment of non-employee representative Supervisor.

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## LETTER FROM THE BOARD

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### II. PROPOSED STORAGE ISSUANCE OF CORPORATE BONDS AND RELEVANT AUTHORIZATION

The proposal in relation to the proposed storage issuance of corporate bonds and relevant authorization was approved at the 9th meeting of the eighth session of the Board, and the Board agreed submit the same to the EGM for consideration and approval.

The Company is recognized as one of the High-quality Corporate Bonds Issuers by the China Securities Regulatory Commission and is entitled to the “Green Channel” in methods of issuance, types of bonds, documentation filing, supervision and review innovative issuance and other aspects. To tap into such advantage and to increase the ratio of direct financing, the Company proposed to apply to the Shanghai Stock Exchange for the issuance of various corporate bonds (the “**Bonds**”) up to the amount of RMB30 billion (the “**Issuance**”).

#### 1. Conditions for the Issuance

Pursuant to the Company Law of the PRC, the Securities Law of the PRC, the Administrative Measures for the Issuance and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》), other relevant laws, administrative laws, departmental regulations and regulatory documents and relevant regulations of the SSE regarding storage issuance of corporate bonds, the Company is eligible to issue corporate bonds to qualified investors under the Administrative Measures for the Issuance and Trading of Corporate Bonds.

#### 2. Plan of the Issuance and the Authorization

The major terms of the plan of the Issuance are set out as follows:

- (1) 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.

- (2) 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.

- (3) 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.

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## LETTER FROM THE BOARD

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- (4) 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.

- (5) 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.

- (6) 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.

- (7) 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.

- (8) To consider and approve the guarantee;

The Bonds do not have any guarantee arrangement.

- (9) To consider and approve the underwriting;

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

- (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.

- (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.

- (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.

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## LETTER FROM THE BOARD

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- (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;



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- (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 authorization 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.”

### III. PROPOSED APPOINTMENT OF NON-INDEPENDENT DIRECTORS

Reference is made to the announcement of the Company dated 30 July 2021 in relation to the proposed appointment of non-independent Directors and non-employee representative supervisor.

On 30 July 2021, the Board convened the 13th meeting of the eighth session of the Board and approved the proposal in relation to the proposed directors of the eighth session of the Board. The Board resolved to appoint Mr. Li Wei, Mr. Xiao Yaomeng, Mr. Zhu Qingrui and Mr. Huang Xiaolong as the candidates for the non-independent Directors of the eighth session of the Board, with a term of office from the date when the relevant resolution is approved by the EGM till the date when the general meeting of the Company elects

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## LETTER FROM THE BOARD

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members of the ninth session of the Board. Ordinary resolutions to approve their election will be proposed at the EGM. The biographic details of the proposed non-independent Directors are set out as follows:

**Li Wei**, born in September 1966, a research fellow in applied engineering technology and PhD of engineering, is the Party secretary and chairman of Shandong Energy Group. Mr. Li joined the Company's predecessor in 1988. He was appointed as the deputy manager of Baodian Coal Mine of Yankuang Group in December 1996. In May 2002, he was appointed as the director of the Restructuring Division of the Strategic Resources Development Department of Yankuang Group. In September 2002, he was appointed as the chairman, Party secretary and general manager of Yankuang Xilin Neng Hua Company Limited, and presided over the overall CPC- and government-related affairs of Baodian Coal Mine in March 2004. He was appointed as the manager and deputy Party secretary of Baodian Coal Mine in September 2004, and manager and deputy Party secretary of Nantun Coal Mine in August 2007. He was appointed as the deputy chief engineer and deputy director of the Safety Supervision Office of Yankuang Group in August 2009, deputy general manager and director of the Safety Supervision Office of Yankuang Group in April 2010, and director, general manager and deputy Party secretary of Yankuang Group in May 2015. He was appointed as vice chairman of the Company in June 2016, the deputy Party secretary, director, and general manager of Hualu Holdings Co., Ltd. in August 2020, and Party secretary and chairman of Shandong Energy Group in June 2021. Mr. Li graduated from University of Science and Technology Beijing. As at the Latest Practicable Date, Mr. Li held 10,000 A shares of the Company.

**Xiao Yaomeng**, born in March 1972, a research fellow in applied engineering technology with a master degree of engineering, is the deputy general manager of the Company. Mr. Xiao joined the Company's predecessor in 1994 and was appointed as the director of the Safety Inspection Department of Dongtan Coal Mine of the Company in 2013, and the chairman and the general manager of Guizhou Wulunshan Coal Mining Company Limited in 2014. In 2016, he was appointed as the deputy general manager of Yankuang Guizhou Neng Hua Company Limited and chairman of Guizhou Wulunshan Coal Mining Company Limited. In July 2018, he was appointed as the manager of Jining No. 3 Coal Mine of the Company. In April 2020, he was appointed as the deputy general manager of the Company. Mr. Xiao graduated from China University of Mining and Technology. As at the Latest Practicable Date, Mr. Xiao held 49,500 A shares of the Company; according to the share option scheme adopted by the Company on 12 February 2019, Mr. Xiao holds 100,500 unvested options of the Company.

**Zhu Qingrui**, born in February 1966, a research fellow in applied engineering technology and PhD of engineering, joined Lunan Chemical Fertilizer Plant in 1990. Mr. Zhu was appointed as the deputy chief engineer and chief engineer of Yankuang Guotai Chemicals. Co., Ltd. in 2003 and 2007, respectively, and was appointed as the director of the Project Planning Division and deputy general manager of Yancoal Erdos Neng Hua Co., Ltd. in 2009. He was appointed as deputy general manager of Yanzhou Coal Ordos Neng Hua Co., Ltd., executive director, general manager and deputy Party secretary of Inner Mongolia Rongxin Chemicals Co., Ltd. in 2013. He was appointed as deputy general manager of Yanzhou Coal Ordos Neng Hua Co., Ltd., executive director, general manager and Party secretary of Inner Mongolia Rongxin Chemicals Co., Ltd. in 2014. He was

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## LETTER FROM THE BOARD

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appointed as director, general manager and deputy Party Secretary of Yankuang Coal Chemicals Co., Ltd. in 2015, and as director, general manager and Party secretary of Yankuang Chemicals Co., Ltd. in 2016. He was appointed as director, Party secretary and general manager of Shaanxi Future Energy Chemicals Co., Ltd. in 2018. He was appointed as assistant general manager of Shandong Energy Group, and director, Party secretary and general manager of Shaanxi Future Energy Chemicals Co., Ltd. in 2020. Mr. Zhu graduated from East China University of Science and Technology.

**Huang Xiaolong**, born in November 1977, is a senior economist and master of law. Mr. Huang joined the Company's predecessor in 1999. He was appointed as the Company's securities representative in 2006, deputy-division-director-level secretary of the Company's Secretary Office to the Board in 2008, and deputy director of the Company's Secretary Office to the Board in 2012. He was appointed as the director of the Equity Reform and Restructuring Office of the former Shandong Energy Group Co., Ltd. in 2013, and director and deputy general manager of Dongguan Haichang Industry Co., Ltd. in 2016. He was appointed as a member of the Secretary Office to the Board of Shandong Energy Group in August 2020. Mr. Huang graduated from University of International Business and Economics.

Subject to the Shareholders' approval for their respective appointments, each of the above proposed non-independent Directors will enter into a service contract with the Company commencing from the date of the conclusion of the EGM and ending on the date of the conclusion of the general meeting for the election of the members of the ninth session of the Board.

As far as the Directors are aware and save as disclosed above, Mr. Li Wei, Mr. Xiao Yaomeng, Mr. Zhu Qingrui and Mr. Huang Xiaolong: (i) had not held any directorships in any public companies the securities of which were listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment and professional qualification; (ii) do not hold any other position with the Company or its subsidiaries; (iii) did not have any interests in the shares or securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) did not have any relationship with other current directors, senior management and substantial or controlling shareholders of the Company.

Mr. Xiao Yaomeng will not receive any remuneration as a Director. The remuneration of the other proposed non-independent Directors will be determined at the general meeting of the Company with reference to their respective duties, responsibilities, experience and the prevailing market conditions. Save as disclosed above, the Board is not aware of any other matter in relation to the above proposed non-independent Directors which is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### IV. PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated 30 July 2021 in relation to the proposed appointment of non-independent Directors and of non-employee representative Supervisor.

On 30 July 2021, the Supervisory Committee convened the 7th meeting of the eighth session of the Supervisory Committee and approved the proposal in relation to the proposed Supervisor of the eighth session of the Supervisory Committee. The Supervisory Committee resolved to appoint Mr. Zhu Hao as the candidate for the non-employee representative Supervisor of the eighth session of the Supervisory Committee, with a term of office from the date when the relevant resolution is approved by the EGM till the date when the general meeting of the Company elects members of the ninth session of the Supervisory Committee. An ordinary resolution to approve his election will be proposed at the EGM. The biographic details of the proposed non-independent Supervisor are set out as follows:

**Zhu Hao**, born in October 1971, a senior economist, is the director of the Operation Management Department of Shandong Energy Group. Mr. Zhu was appointed as the chief economist of Suncun Coal Mine of Xinwen Mining Group Limited in 2001, and as the chief economist and member of the Party committee of Suncun Coal Mine of Xinwen Mining Group Limited in 2007. He was appointed as the deputy director of Operation Management Department of Xinwen Mining Group Limited in 2010, and as director of Operation Management Department and director of Inspection Office of Xinwen Mining Group Limited in 2012. He was appointed as deputy general manager of the Performance Operation Department of the former Shandong Energy Group Company Limited in 2014. He was appointed as director of the Economic Operation Department of the former Shandong Energy Group Company Limited in 2017, and as the Operation Management Department of Shandong Energy Group in August 2020. Mr. Zhu graduated from Shandong University.

Subject to the Shareholders' approval for his appointment, the proposed Supervisor will enter into a service contract with the Company commencing from the conclusion of the EGM and ending on the conclusion of the general meeting for the election of the members of the ninth session of the Supervisory Committee.

As far as the Directors are aware and save as disclosed above, Mr. Zhu Hao: (i) had not held any directorships in any public companies the securities of which were listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment and professional qualification; (ii) does not hold any other position with the Company or its subsidiaries; (iii) did not have any interests in the shares or securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) did not have any relationship with other current directors, senior management and substantial or controlling shareholders of the Company.

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## LETTER FROM THE BOARD

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The proposed Supervisor will not receive any remuneration for the duties performed as Supervisor of the Company during his term of services. Save as disclosed above, the Board is not aware of any other matter in relation to the above proposed Supervisor which is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

### V. EGM

The notice convening the EGM was published on 30 July 2021.

**The following resolutions will be proposed to the Shareholders at the EGM:**

**As special resolution:**

1. Special Resolution: 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;
  - (1.02) To consider and approve the maturity period of the Bonds;
  - (1.03) To consider and approve the types of bonds to be issued;
  - (1.04) To consider and approve the par value and the issue price;
  - (1.05) To consider and approve the coupon rate and its determination mechanism;
  - (1.06) To consider and approve the form of the Bonds;
  - (1.07) To consider and approve the method of interest payment and redemption;
  - (1.08) To consider and approve the guarantee;
  - (1.09) To consider and approve the underwriting;
  - (1.10) To consider and approve the target of the Issuance;
  - (1.11) To consider and approve the placing arrangement for Shareholders;
  - (1.12) To consider and approve the listing arrangement;
  - (1.13) To consider and approve the authorization.

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## LETTER FROM THE BOARD

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### **As Ordinary Resolution:**

2. Ordinary Resolution: To consider and approve the appointment of non-independent Directors, 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.
  - (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, 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.
  - (3.01) to consider and approve the appointment of Mr. Zhu Hao as a non-employee representative Supervisor of the Company.

Whether or not you are able to attend the respective meetings in person, you are strongly advised to complete and sign the form of proxy dated 30 July 2021 in accordance with the instructions printed thereon. For holders of H Shares of the Company, the proxy form shall be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of A Shares of the Company, the proxy form shall be lodged at the Office of the Secretary to the Board at 949 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the relevant meeting(s) or any adjourned meeting(s) (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting(s) or any adjourned meeting(s) should you so wish.

### **VI. 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

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## LETTER FROM THE BOARD

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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.

### **VII. RECOMMENDATION OF THE BOARD**

The Directors believe that the resolutions set out in the notice of the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions to be proposed at the EGM.

### **VIII. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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