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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: 01171)

**APPOINTMENT OF JOINT COMPANY SECRETARY
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND
8.17 OF THE LISTING RULES**

APPOINTMENT OF JOINT COMPANY SECRETARY

References are made to the announcement (the “**Announcement**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) dated 30 July 2021 in relation to (among others) the resignation of a company secretary.

On 27 August 2021, the board of directors (the “**Board**”) of the Company convened the 15th meeting of the eighth session of the Board and approved the proposal in relation to the appointment of joint company secretary of the Company. The Board resolved to appoint Mr. Huang Xiaolong as joint company secretary of the Company, who will discharge the duties of company secretaries of the Company jointly with Ms. Leung Wing Han Sharon, the existing company secretary of the Company.

For the biographical details of Mr. Huang Xiaolong, please refer to the Announcement. Ms. Leung Wing Han Sharon holds a bachelor's degree in business administration majoring in accounting, a bachelor's degree in law and a master's degree in law (international corporate and finance law). She is a fellow member of the Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries), a fellow member of the Chartered Governance Institute in the United Kingdom (formerly known as the Institute of Chartered Secretaries and Administrators), a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants. Ms. Leung Wing Han Sharon currently serves as director of SWCS Corporate Services Group (Hong Kong) Limited and has over ten years of experience in finance, accounting and company secretarial matters.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary of the listed issuer.

Although Mr. Huang Xiaolong currently does not have the company secretary qualifications as required by Rule 3.28 of the Listing Rules, the Board is of the view that he is a suitable candidate as a joint company secretary of the Company for the following reasons: (1) Mr. Huang Xiaolong has participated in the corporate governance, disclosure of information and capital operation of the Company, and am familiar with the business of the Company and the Board; (2) Mr. Huang Xiaolong has participated in the corporate re-structuring, liaison work with strategic investors and other projects of the related companies of the Company, which provided Mr. Huang Xiaolong with relevant experience for discharging duties of a company secretary; (3) The shares of the Company are listed on both the Stock Exchange and the Shanghai Stock Exchange, and the business operations of the Company are primarily located in Mainland China. As an employee of the Company in Mainland China who has obtained a qualification as a secretary to the Board from the Shanghai Stock Exchange, Mr. Huang Xiaolong can assist the Board to perform its functions effectively; (4) Ms. Leung Wing Han Sharon (who has the qualification of a company secretary as required under Rule 3.28 of the Listing Rules) will assist Mr. Huang Xiaolong to perform his duties as a company secretary; (5) Mr. Huang Xiaolong will take no less than 15 hours continuous professional training in each financial year pursuant to Rule 3.29 of the Listing Rules; and (6) Mr. Huang Xiaolong will continue to be assisted by the Hong Kong legal advisers of the Company in relation to Hong Kong corporate governance practices and the Company’s ongoing compliance with the Listing Rules.

In view of the above, the Company has applied to the Stock Exchange, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) for a period of three years from the date of Mr. Huang Xiaolong’s appointment as a joint company secretary of the Company (the “**Waiver Period**”), on the conditions that: (i) Mr. Huang Xiaolong must be assisted by Ms. Leung Wing Han Sharon, as a joint company secretary during the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company. Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Mr. Huang Xiaolong, having had the benefit of Ms. Leung Wing Han Sharon’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the Waiver if the situation of the Company changes.

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

Zoucheng City, Shandong Province, the PRC

27 August 2021

As at the date of this announcement, the Directors of the Company are Mr. Li Wei, Mr. Liu Jian, Mr. Xiao Yaomeng, Mr. Zhu Qingrui, Mr. Zhao Qingchun, Mr. Wang Ruolin and Mr. Huang Xiaolong, and the independent non-executive Directors of the Company are Mr. Tian Hui, Mr. Zhu Limin, Mr. Cai Chang, and Mr. Poon Chiu Kwok.

