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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)

**ANNOUNCEMENT IN RELATION TO THE RESOLUTION PASSED AT THE
2020 SECOND EXTRAORDINARY GENERAL MEETING**

The EGM of the Company was held at 8:30 a.m. on 9 December 2020. The resolutions set out in the notice of EGM dated 16 November 2020 were duly passed.

The second extraordinary general meeting of Yanzhou Coal Mining Company Limited (the “**Company**”) for the year 2020 (the “**EGM**”) was convened at the headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the People’s Republic of China (“**PRC**”) at 8:30 a.m. on Wednesday, 9 December 2020. The resolution set out in the notice of EGM dated 16 November 2020 (“**Notice of EGM**”) was duly passed at the EGM.

The convening of the EGM was in compliance with relevant laws, administrative regulations, departmental rules, normative documents, such as the Company Law of the PRC, and the requirements under the articles of association of the Company (the “**Articles of Association**”). The procedures and results of voting at the EGM were valid and effective.

I. CONVENING AND ATTENDANCE OF THE EGM

1. Date of the convening of the EGM: 9 December 2020
2. Venue of the convening of the EGM: Headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, PRC

3. Shareholders of the Company (“**Shareholders**”) holding ordinary shares of the Company (“**Shares**”) who attended the EGM and number of Shares:

1. Number of Shareholders/proxies attending the EGM	98
Including: number of Shareholders/proxies of A Shares	96
number of Shareholders/proxies of H Shares	2
2. Number of Shares carrying voting rights held by the Shareholders attending the EGM	2,709,249,105
Including: number of Shares carrying voting rights held by holders of A Shares	2,286,312,850
number of Shares carrying voting rights held by holders of H Shares	422,936,255
3. Percentage of Shares carrying voting rights held by the Shareholders attending the EGM among the total Shares carrying voting rights (%)	55.745866
Including: percentage of A Shares carrying voting rights held by holders of A Shares among the total number of Shares carrying voting rights of the Company (%)	47.043474
percentage of H Shares carrying voting rights held by holders of H Shares among the total number of Shares carrying voting rights of the Company (%)	8.702392

4. Compliance of the voting method with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The EGM was convened by the board (the “**Board**”) of directors of the Company (the “**Directors**”). The EGM was chaired by Mr. Liu Jian, a Director. The voting method of the EGM was onsite voting combined with internet voting. The convening of the EGM was in compliance with the Company Law of the PRC and the requirements under the Articles of Association.

5. Attendance of the Directors, the supervisors of the Company (“**Supervisors**”) and the secretary to the Board

- 1) The Company has 10 Directors and 8 Directors attended the EGM. Mr. Li Xiyong and Mr. He Jing, Directors, did not attend the EGM due to work commitment;
- 2) The Company has 6 Supervisors and 3 Supervisors attended the EGM. Mr. Zhou Hong, Mr. Li Shipeng and Mr. Qin Yanpo, Supervisors, did not attend the EGM due to work commitment;
- 3) Mr. Jin Qingbin (the secretary to the Board), Mr. Li Wei, the deputy general manager, Mr. Wang Chunyao, the Chief Engineer and Mr. Zhang Lei, the Chief Investment Officer attended the EGM.

II. RESOLUTIONS CONSIDERED AND PASSED

The resolution set out in the Notices of EGM was considered and voted on by way of poll at the EGM.

The following resolution 1 and resolution 4 are ordinary resolutions approved by more than half of the shares of the Company carrying voting rights held by the shareholders and proxies who attended the meeting. Resolution 2 and resolution 3 are special resolutions approved by more than two-thirds of the shares of the Company carrying voting rights held by the shareholders and proxies who attended the meeting. Resolution 1, resolution 3 and resolution 4 shall be counted separately for medium and small investors.

As at the date of the EGM, Yankuang Group Company Limited (兗礦集團有限公司) (“**Yankuang Group**”) and its associates have waived its voting rights on the resolution in relation to the entering into the Equity Interests and Assets Transfer Agreement between Yankuang Group Company Limited and Yanzhou Coal Mining Company Limited and the resolution in relation to the entering into the the Capital Increase Agreement of Yankuang (Hainan) Intelligent Logistics Science and Technology Co., Ltd. To the best knowledge of the Company, Yankuang Group holds 2,267,169,423 shares of A shares and 454,989,000 shares of H shares of the Company. The total number of shares held by Yankuang Group to be entitled to attend and vote at the EGM on resolution 1 and resolution 4 of the proposed resolutions are 2,137,841,577 shares, and the total number of shares to be entitled to attend and vote at the EGM on resolution 2 and resolution 3 of the proposed resolutions are 4,860,000,000 shares.

Save for the matter mentioned above, to the best knowledge and belief of the Directors, there were no Shares entitling the Shareholder to attend and abstain from voting in favour of any resolution pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) at the EGM. No Shareholder was required under the Listing Rules to abstain from voting at the EGM.

Details of the above-mentioned resolutions were set out in the announcement of resolutions passed at the fifth meeting of the eighth session of the Board disclosed on 30 September 2020, the sixth meeting of the eighth session of the Board disclosed on 23 October 2020, the circular disclosed on 16 November 2020 and the materials of the Shareholders’ general meeting disclosed on 27 November 2020, which were published on the websites of the Shanghai Stock Exchange and the website of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Company and/or China Securities Journal, Shanghai Securities News and Securities Times within the PRC.

1. Resolutions with non-cumulative voting

1. Resolution: To consider and approve Equity Interests and Assets Transfer Agreement between Yankuang Group Company Limited and Yanzhou Coal Mining Company Limited and to approve the transactions contemplated thereunder

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)
A Share	14,043,581	73.359806	5,027,046	26.259907	72,800	0.380287
H Share	334,943,185	79.194720	87,893,070	20.781636	100,000	0.023644
Total	348,986,766	78.942051	92,920,116	21.018861	172,800	0.039088

2. Resolution: To consider and approve the proposal of supplemental authorization for the Company to carry out domestic and overseas financing activities

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)
A Share	2,284,977,667	99.941601	1,305,183	0.057087	30,000	0.001312
H Share	386,299,543	91.337533	32,850,713	7.767297	3,785,999	0.895170
Total	2,671,277,210	98.598435	34,155,896	1.260714	3,815,999	0.140851

3. Resolution: To consider and approve the proposal to increase the 2020-2024 cash dividend ratio of the Company

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)
A Share	2,286,180,650	99.994218	132,200	0.005782	0	0.000000
H Share	417,936,256	98.817789	1,238,000	0.292715	3,761,999	0.889496
Total	2,704,116,906	99.810567	1,370,200	0.050575	3,761,999	0.138858

4. Resolution: to consider and approve the Capital Increase Agreement of Yankuang (Hainan) Intelligent Logistics Science and Technology Co., Ltd. and approve the transaction contemplated thereunder

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)	Vote(s)	Percentage (%)
A Share	17,790,327	92.931778	1,348,100	7.042103	5,000	0.026119
H Share	411,411,255	97.275003	7,471,001	1.766460	4,053,999	0.958537
Total	429,201,582	97.086928	8,819,101	1.994912	4,058,999	0.918160

2. Voting results by Shareholders holding less than 5% on material matters

No.	Resolution	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1	To consider and approve Equity Interests and Assets Transfer Agreement between Yankuang Group Company Limited and Yanzhou Coal Mining Company Limited and to approve the transactions contemplated thereunder	14,043,581	73.359806	5,027,046	26.259906	72,800	0.380288
3	To consider and approve the proposal to increase the 2020-2024 cash dividend ratio of the Company	64,011,227	99.793899	132,200	0.206101	–	0.000000
4	To consider and approve the Capital Increase Agreement of Yankuang (Hainan) Intelligent Logistics Science and Technology Co., Ltd. and approve the transaction contemplated thereunder	17,790,327	92.931778	1,348,100	7.042104	5,000	0.026118

III. PRESENCE OF SCRUTINEERS AND LAWYERS

1. Scrutineers

Pursuant to the Listing Rules, Hong Kong Registrars Limited was appointed as the scrutineers for the purpose of inspecting the vote-taking at the EGM on site.

2. Law firm which witnessed the EGM: Beijing office of King & Wood Mallesons

Lawyer Han Jie and lawyer Gao Zhao from Beijing office of King & Wood Mallesons witnessed the EGM.

3. Legal opinion of the witnessing lawyers

The convening of the EGM was in compliance with the relevant laws, regulations and rules of the PRC, such as the Company Law of the PRC, the Securities Law of the PRC, the Rules for Shareholders Meetings and the requirements under the Articles of Association. The eligibilities of the attendees and the convener of the EGM were valid and effective. The procedures and results of voting at the EGM were valid and effective.

IV. DOCUMENTS FOR INSPECTION

1. Resolutions of the EGM, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting;
2. Legal opinions in respect of the EGM issued by the witnessing lawyers, signed by the responsible lawyer and stamped with firm chop; and
3. Other documents required by the Hong Kong Stock Exchange.

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

Zoucheng, Shandong Province, the PRC
9 December 2020

As at the date of this announcement, 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.