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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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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)**

**(1) PROPOSED CHANGE OF COMPANY NAME;**

**AND**

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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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 Wednesday, 1 December 2021 was published on 8 November 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.

8 November 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”	兖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 third extraordinary general meeting of the Company to be held at the headquarters of the Company at 949 South Fushan Road, Zhoucheng, Shandong Province 273500, the PRC at 8:30 a.m. on Wednesday, 1 December 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;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as revised from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“PRC”	The People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the shareholder(s) of the Company.

\* *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:*

Li Wei  
Liu Jian  
Xiao Yaomeng  
Zhu Qingrui  
Zhao Qingchun  
Wang Ruolin  
Huang Xiaolong

*Independent non-executive Directors:*

Tian Hui  
Zhu Limin  
Cai Chang  
Poon Chiu Kwok

*To the Shareholders*

Dear Sir or Madam,

*Registered office:*

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

*Principal place of business  
in Hong Kong:*

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

8 November 2021

**(1) PROPOSED CHANGE OF COMPANY NAME;  
AND**

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**I. INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposed change of Company name and the proposed amendments to the Articles of Association.

**II. PROPOSED CHANGE OF COMPANY NAME AND PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

**1. Proposed change of Company name**

As announced in the announcement of the Company dated 29 October 2021, the proposal in relation to the proposed change of company name and proposed amendments to the Articles of Association was submitted by the Board to the Shareholders at the third EGM for approval. The Company proposed to change its Chinese name from “兗州煤業股份有限公司” to “兗礦能源集團股份有限公司” and the

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## LETTER FROM THE BOARD

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English name of the Company from “Yanzhou Coal Mining Company Limited” to “Yankuang Energy Group Company Limited” (the “**Proposed Change of Company Name**”).

### *Reasons for the Proposed Change of Company Name*

The Board believes that since the listing, the Company has always insisted on industrial operation as the basis and relied on capital operation to promote development, and actively promoted the optimization and upgrading of industrial structure and layout adjustment by taking advantage of capital markets. The Company has developed from a local and regional enterprise engaged in single activity of coal mining and sales to an international energy group with multiple industrial backgrounds and global layout. The Company will actively implement the national “Double Carbon” strategic deployment, implement the new development concept, expand the layout of new industries, and strive to become a world-class comprehensive clean energy service provider.

Changing the Company name to “Yankuang Energy Group Company Limited” can more comprehensively reflect the Company’s business connotation and industrial layout, which also meet the needs of operation management and business development of the Company.

### *Effect of the Proposed Change of Company Name*

The Proposed Change of Company Name is based on the needs of the Company’s positioning and development plan, in line with the Company’s strategic plan and overall interests. The changed Company name reflects the Company’s main business. The Proposed Change of Company Name will not affect any rights of holders of the Company’s securities or the Company’s daily business operation and/or financial position. After the Proposed Change of Company Name becomes effective, all existing certificates of securities in issue bearing the present name of the Company shall continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. The Company will not arrange for the exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company. In addition, subject to the confirmation of the Stock Exchange, the Chinese and English short name of the stock for trading in the shares of the Company will also be changed after the Proposed Change of Company Name becomes effective. The stock code of the Company remains unchanged as “01171”.

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### 2. Proposed Amendments to the Articles of Association

As announced in the announcement of the Company dated 29 October 2021, the Board proposed to make certain amendments to the Articles of Association in respect of the change of the Company name. Details of the Proposed Amendments (“**Proposed Amendments**”) to the Articles of Association are as follows:

Article No.	Prior to the amendment	After the amendment
Article 1	These Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China”, the “Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas” (“Mandatory Provisions”) and other relevant laws and regulations with the aims of protecting the legitimate interests of <b><u>Yanzhou Coal Mining Company Limited</u></b> (the “Company”) and its shareholders and creditors, and regulating the organization and conducts of the Company.	These Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China”, the “Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas” (“Mandatory Provisions”) and other relevant laws and regulations with the aims of protecting the legitimate interests of <b><u>Yankuang Energy Group Company Limited</u></b> (the “Company”) and its shareholders and creditors, and regulating the organization and conducts of the Company.
Article 3	The Company’s registered Chinese name: <u>兗州煤業股份有限公司</u> The Company’s registered English name: <b><u>Yanzhou Coal Mining Company Limited</u></b>	The Company’s registered Chinese name: <u>兗礦能源集團股份有限公司</u> The Company’s registered English name: <b><u>Yankuang Energy Group Company Limited</u></b>

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Article No.	Prior to the amendment	After the amendment
Article 270	<p>In accordance with the “Constitution of the Communist Party of China” and relevant regulations, the Company shall establish the Party Committee of <u>Yanzhou Coal Mining Company Limited</u> of the Communist Party of China (hereinafter referred to as the “Party Committee of the Company”) and the Discipline Inspection Committee of <u>Yanzhou Coal Mining Company Limited</u> of the Communist Party of China (hereinafter referred to as the “Discipline Committee of the Company”), and shall establish working organs of the Party as well as allocate and maintain staff members to handle Party affairs. Candidates of the secretary, deputy secretary and members of the Party Committee of the Company, and secretary of the Discipline Committee of the Company shall be examined and approved according to the personnel management authority.</p> <p style="text-align: center;">...</p>	<p>In accordance with the “Constitution of the Communist Party of China” and relevant regulations, the Company shall establish the Party Committee of <u>Yankuang Energy Group Company Limited</u> of the Communist Party of China (hereinafter referred to as the “Party Committee of the Company”) and the Discipline Inspection Committee of <u>Yankuang Energy Group Company Limited</u> of the Communist Party of China (hereinafter referred to as the “Discipline Committee of the Company”), and shall establish working organs of the Party as well as allocate and maintain staff members to handle Party affairs. Candidates of the secretary, deputy secretary and members of the Party Committee of the Company, and secretary of the Discipline Committee of the Company shall be examined and approved according to the personnel management authority.</p> <p style="text-align: center;">...</p>

### 3. Conditions of the Proposed Change of Company Name and Proposed Amendments

The Proposed Change of Company Name and the Proposed Amendments are subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name and the Proposed Amendments; and
- (2) any necessary approval or filing with the relevant authorities in the PRC in relation to the Proposed Change of Company Name and the Proposed Amendments being obtained or completed.

The relevant filing with the relevant authorities in the PRC will be made after the passing of the relevant resolution(s) at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of completion of the registration of change in Company name with the relevant authorities in the PRC. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

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## LETTER FROM THE BOARD

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### III. EGM

The notice convening the EGM was published on 8 November 2021.

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

**As special resolution:**

Special Resolution: To consider and approve the proposal of the change of Company name and amendments to the Articles of Association, the details of which are listed in the announcement of the Company dated 29 October 2021 in relation to Proposed Change of Company Name, stock short name and Proposed Amendments to the Articles of Association and the announcement dated 29 October 2021 in relation to the resolutions passed at the meeting of the Board.

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 8 November 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.

### IV. 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 Thursday, 25 November 2021 to Wednesday, 1 December 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 Wednesday, 24 November 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.



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## LETTER FROM THE BOARD

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### V. 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.

### VI. 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.

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

Zoucheng City, Shandong Province, the PRC

*As at the date of this circular, 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.*