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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)

**ANNOUNCEMENT IN RELATION TO THE RESOLUTIONS
PASSED AT THE 2019 ANNUAL GENERAL MEETING**

The AGM was held on 19 June 2020. All the resolutions set out in the notice of AGM dated 29 April 2020 were duly passed.

The Company will distribute a final dividend of RMB0.58 per Share (tax inclusive) for the year 2019 to Shareholders based on the number of shares on the dividend distribution record date.

The annual general meeting of Yanzhou Coal Mining Company Limited (the “**Company**”) for the year 2019 (the “**AGM**”) 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 Friday, 19 June 2020. All the resolutions set out in the notice of AGM dated 29 April 2020 (“**Notice of AGM**”) were duly passed at the AGM. The convening of the AGM 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 AGM were valid and effective.

I. CONVENING AND ATTENDANCE OF THE AGM

1. Date of convening of the AGM: 19 June 2020
2. Venue of the convening of the AGM: Headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, PRC

3. Shareholders of the Company ("**Shareholders**") who attended the AGM and number of Shares holding ordinary shares (the "**Shares**") :

1. Number of Shareholders/proxies attending the AGM	26
Including: number of Shareholders/proxies of A Shares	25
number of Shareholders/proxies of H Shares	1
2. Number of Shares carrying voting rights held by the Shareholders attending the AGM	3,056,472,351
Including: number of Shares carrying voting rights held by holders of A shares	2,288,613,610
number of Shares carrying voting rights held by holders of H shares	767,858,741
3. Percentage of Shares carrying voting rights held by the Shareholders attending the AGM among the total Shares carrying rights (%)	62.521168%
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 (%)	46.814360%
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 (%)	15.706808%

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 AGM was convened by the board (the "**Board**") of directors of the Company (the "**Directors**"). The AGM was chaired by Mr. Li Xiyong, the chairman of the Board. The voting method of the AGM was onsite voting combined with internet voting. The convening of the AGM 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 senior management.

- 1) The Company has 11 Directors. 6 Directors attended the AGM. Mr. Wu Xiangqian, Mr. Guo Dechun, Mr. Guo Jun, Mr. Kong Xiangguo and Mr. Qi Anbang did not attend due to work commitment.
- 2) The Company has 6 Supervisors. 3 Supervisors attended the AGM. Mr. Meng Qiangjian, Mr. Zhang Ning and Mr. Jiang Qingquan did not attend due to work commitment.
- 3) Mr. Jin Qingbin, the secretary to the Board, Mr. Xiao Yaomeng, Mr. He Jing, Mr. Wang Peng and Mr. Li Wei, the deputy general managers of the Company, and Mr.

Wang Chunyao, the chief engineer, attended the AGM.

II. RESOLUTIONS CONSIDERED AND PASSED

All resolutions set out in the Notice of AGM were considered and voted on by way of poll at the AGM. The 2019 working report of the independent Directors were also debriefed in the AGM and such report did not require voting.

Resolutions No. 1 to No. 7 and No. 13 to No. 15 were ordinary resolutions and all the ordinary resolutions have been approved by more than 50% of the Shares carrying voting rights held by the Shareholders and proxies who attended the AGM. Resolutions No. 8 to No. 13 were special resolutions and all the special resolutions were approved by more than two-thirds of the Shares carrying voting rights held by the Shareholders and proxies who attended the AGM.

No Shareholder was required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting at the AGM.

There was no Shares entitling any Shareholder to attend and abstain from voting in favour of any resolutions pursuant to Rule 13.40 of the Listing Rules at the AGM.

Details of the resolutions were set out in the circular of the Company dated 29 May 2020, the materials of the Shareholders' general meeting disclosed on 11 June 2020, the announcement of resolutions passed at the thirty-second meeting of the seventh session of the Board dated 27 March 2020, the announcement of resolutions passed at the eighteenth meeting of the seventh session of the supervisory committee of the Company dated 27 March 2020 and the announcement of resolutions passed at the thirty-third meeting of the seventh session of the Board dated 22 April 2020, which were published on the websites of the Shanghai Stock Exchange, 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 China.

1. Resolutions with non-cumulative voting

- 1) Resolution: To consider and approve the working report of the Board for the year ended 31 December 2019

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)

A Share	2,288,394,610	99.990431	202,100	0.008831	16,900	0.000738
H Share	764,849,659	99.733263	2,045,597	0.266737	0	0.000000
Total of Ordinary Shares	3,053,244,269	99.925885	2,247,697	0.073562	16,900	0.000553

- 2) Resolution: To consider and approve the working report of the supervisory committee for the year ended 31 December 2019

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,288,394,610	99.990431	202,100	0.008831	16,900	0.000738
H Share	764,849,659	99.733263	2,045,597	0.266737	0	0.000000
Total of Ordinary Shares	3,053,244,269	99.925885	2,247,697	0.073562	16,900	0.000553

- 3) Resolution: To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2019

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,288,394,610	99.990431	202,100	0.008831	16,900	0.000738
H Share	764,849,659	99.733263	2,045,597	0.266737	0	0.000000
Total of Ordinary Shares	3,053,244,269	99.925885	2,247,697	0.073562	16,900	0.000553

A Share	2,288,415,310	99.991335	181,400	0.007927	16,900	0.000738
H Share	766,895,256	100.000000	0	0.000000	0	0.000000
Total of Ordinary Shares	3,055,310,566	99.993510	181,400	0.005937	16,900	0.000553

- 4) Resolution: To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2019 and to authorize the Board to distribute a cash dividend of RMB0.58 (tax inclusive) per Share to the Shareholders based on the number of shares on the dividend distribution record date.

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,288,432,210	99.992074	181,400	0.007926	0	0.000000
H Share	767,858,741	100.000000	0	0.000000	0	0.000000
Total of Ordinary Shares	3,056,290,951	99.994065	181,400	0.005935	0	0.000000

- 5) Resolution: To consider and approve the remuneration of the Directors and Supervisors for the year ended 31 December 2020

Results: Passed

Voting Results:

Class of	For	Against	Abstain
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Shareholders	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,288,415,310	99.991335	191,400	0.008364	6,900	0.000301
H Share	767,754,356	99.986406	92,185	0.012005	12,200	0.001589
Total of Ordinary Shares	3,056,169,666	99.990097	283,585	0.009278	19,100	0.000625

- 6) Resolution: To consider and approve the renewal of the liability insurance of Directors, Supervisors and senior officers of the Company

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,288,415,310	99.991335	191,400	0.008364	6,900	0.000301
H Share	752,783,656	98.159905	14,111,600	1.840095	0	0.000000
Total of Ordinary Shares	3,041,198,966	99.531669	14,303,000	0.468105	6,900	0.000226

- 7) Resolution: To consider and approve the appointment and remuneration of external auditing firm for the year 2020

Results: Passed

Voting Results:

Class of	For	Against	Abstain
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Shareholders	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,286,158,646	99.892731	2,438,064	0.106531	16,900	0.000738
H Share	721,031,880	93.901631	46,826,861	6.098369	0	0.000000
Total of Ordinary Shares	3,007,190,526	98.387624	49,264,925	1.611823	16,900	0.000553

- 8) Resolution: To consider and approve the Proposal in respect of the provision of financial guarantee(s) to the Company's subsidiaries and the granting of authorization to Yancoal Australia Limited and its subsidiaries to provide guarantee(s) in relation to daily operations to the subsidiaries of the Company in Australia

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,275,515,354	99.427677	13,091,356	0.572022	6,900	0.000301
H Share	426,175,915	55.501864	341,682,826	44.498136	0	0.000000
Total of Ordinary Shares	2,701,691,269	88.392466	354,774,182	11.607308	6,900	0.000226

- 9) Resolution: To consider and approve the Proposal to authorize the Company to carry out domestic and overseas financing businesses

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,287,361,427	99.945286	1,245,283	0.054413	6,900	0.000301
H Share	728,168,329	94.831027	39,690,412	5.168973	0	0.000000
Total of Ordinary Shares	3,015,529,756	98.660462	40,935,695	1.339312	6,900	0.000226

10) Resolution: To consider and approve the amendments to the Articles of Association of Yanzhou Coal Mining Company Limited and the relevant Rules of Procedures for Shareholders' General Meeting

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,286,518,133	99.908439	2,088,577	0.091260	6,900	0.000301
H Share	704,500,510	91.748713	63,358,231	8.251287	0	0.000000
Total of Ordinary Shares	2,991,018,643	97.858521	65,446,808	2.141253	6,900	0.000226

11) Resolution: To consider and approve the Proposal regarding the general mandate authorizing the Board to issue additional H shares

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,275,753,218	99.438071	12,853,492	0.561628	6,900	0.000301
H Share	461,237,178	60.067973	306,609,363	39.930438	12,200	0.001589
Total of Ordinary Shares	2,736,990,396	89.547363	319,462,855	10.452012	19,100	0.000625

12) Resolution: To consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H shares

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,288,425,310	99.991772	181,400	0.007927	6,900	0.000301
H Share	767,846,541	99.998411	0	0.000000	12,200	0.001589
Total of Ordinary Shares	3,056,271,851	99.993440	181,400	0.005935	19,100	0.000625

2. Resolutions with cumulative voting

13) Resolution: To consider and approve the appointment of non-independent Directors

Results: Passed

Voting Results:

No.	Resolution	No. of votes (Shares)	Percentage of votes carrying voting rights (%)	Passed or not
13.01	To consider and approve the appointment of Mr. Li Xiyong as a non-independent Director	2,997,477,632	98.069843	Passed
13.02	To consider and approve the appointment of Mr. Li Wei as a non-independent Director	3,040,662,039	99.482727	Passed
13.03	To consider and approve the appointment of Mr. Wu Xiangqian as a non-independent Director	3,040,602,039	99.480764	Passed
13.04	To consider and approve the appointment of Mr. Liu Jian as a non-independent Director	3,035,244,198	99.305469	Passed
13.05	To consider and approve the appointment of Mr. Zhao Qingchun as a non-independent Director	3,039,008,040	99.428612	Passed
13.06	To consider and approve the appointment of Mr. He Jing as a non-independent Director	3,026,550,439	99.021031	Passed

14) Resolution: To consider and approve the appointment of independent Directors

Results: Passed

Voting Results:

No.	Resolution	No. of votes (Shares)	Percentage of votes carrying voting rights (%)	Passed or not
14.01	To consider and approve the appointment of Mr. Tian Hui as an independent Director	3,050,729,312	99.812102	Passed
14.02	To consider and approve the appointment of Mr. Cai Chang as an independent Director	3,052,394,353	99.866578	Passed
14.03	To consider and approve the appointment of Mr. Poon Chiu Kwok as an independent Director	2,787,594,496	91.203001	Passed

14.04	To consider and approve the appointment of Mr. Zhu Limin as an independent Director	3,050,733,812	99.812250	Passed
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15) Resolution: To consider and approve the appointment of non-employee representative Supervisors

Results: Passed

Voting Results:

No.	Resolution	No. of votes (Shares)	Percentage of votes carrying voting rights (%)	Passed or not
15.01	to consider and approve the appointment of Mr. Gu Shisheng as a non-employee representative Supervisor	3,045,132,322	99.628983	Passed
15.02	to consider and approve the appointment of Mr. Zhou Hong as a non-employee representative Supervisor	3,003,802,278	98.276769	Passed
15.03	to consider and approve the appointment of Mr. Li Shipeng as a non-employee representative Supervisor	3,003,806,776	98.276916	Passed
15.04	to consider and approve the appointment of Mr. Qin Yanpo as a non-employee representative Supervisor	3,045,132,322	99.628983	Passed

3. Classified voting results in relation to cash dividends

According to the relevant regulatory requirements in the PRC, classified voting was required for the approval of the resolution in relation to the profit distribution plan of the Company for the year ended 31 December 2019. The classified voting results of the holders of A Shares are as follows:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Shareholders holding more than 5% ordinary	2,222,169,423	100.0000	0	0.0000	0	0.0000

Shares						
Shareholders holding more than 1% and less than 5% ordinary Shares	45,000,000	100.0000	0	0.0000	0	0.0000
Shareholders holding less than 1% ordinary Shares	21,262,787	99.1540	181,400	0.8460	0	0.0000
Among which: Shareholders holding ordinary Shares with market value less than RMB500,000	16,783,814	98.9307	181,400	1.0693	0	0.0000
Shareholders holding ordinary Shares with market value more than RMB500,000	4,478,973	100.0000	0	0.0000	0	0.0000

4. Voting results by holders of A Shares holding less than 5% on material matters

According to the relevant regulatory requirements in the PRC, individual disclosure of voting results of the holders of A Shares holding less than 5% of the Shares is required for resolutions No. 4, 5, 7 and 8:

No.	Resolution	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)

4	To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2019 and to authorize the Board to distribute a cash dividend of RMB0.58 (tax inclusive) per Share to the Shareholders based on the number of shares on the dividend distribution record date.	66,262,787	99.7269	181,400	0.2731	0	0.0000
5	To consider and approve the remuneration of the Directors and Supervisors of the Company for the year ending 31 December 2020	66,245,887	99.7015	191,400	0.2880	6,900	0.0105
7	To consider and approve	63,989,223	96.3052	2,438,064	3.6693	16,900	0.0255

	the appointment and remuneration of external auditing firm for the year 2020						
8	to consider and approve the Proposal in respect of the provision of financial guarantee(s) to the Company's subsidiaries and the granting of authorization to Yancoal Australia Limited and its subsidiaries to provide guarantee(s) in relation to daily operations to the subsidiaries of the Company in Australia	53,345,931	80.2868	13,091,356	19.7027	6,900	0.0105

III. PRESENCE OF SCRUTINEERS AND LAWYERS

1. Scrutineers

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

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

Attorneys: Jin Di and Zhang Jun

3. Legal opinion of the witnessing lawyers

The convening of the 2019 annual general meeting of Yanzhou Coal Mining Company Limited 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 AGM present on site were valid and effective. The procedures and results of voting at the AGM were valid and effective.

IV. DISTRIBUTION OF FINAL DIVIDEND

1. Target for distribution

Pursuant to resolution No. 4 of the AGM and as approved at the AGM, the Board will distribute a final dividend for the year 2019 to:

- 1) holders of the Company's A Shares; and
- 2) holders of the Company's overseas-listed foreign invested Shares (in the form of H Shares) whose names appear on the H Share register of members of the Company at the close of business on Monday, 6 July 2020.

To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members of H Shares will be closed from Monday, 29 June 2020 to Monday, 6 July 2020 (both days inclusive), during which no transfer of H Shares will be registered. In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 26 June 2020.

The Company will determine the country of residence of the individual H Shareholders based on the registered addresses as recorded in the Company's register of members of H Shares at the close of business on Monday, 6 July 2020 and will accordingly withhold and pay the individual income tax. If the actual residence of any individual H Shareholder differs from the registered address, such individual H Shareholder shall attend in person with relevant supporting documents to the H Share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before the close of

business on Friday, 26 June 2020 to prove his/her residence status. If the individual H Shareholders fail to provide the relevant supporting documents to the H Share registrar within the time period stated above, the Company will determine the country of residence of the individual H Shareholders based on the recorded registered addresses on the Company's register of members of H Shares at the close of business on Monday, 6 July 2020.

2. Details of distribution of dividend

- 1) A final dividend of RMB0.58 per Share (tax inclusive) shall be distributed to the Shareholders entitled to such dividend.
- 2) Pursuant to the Articles of Association, dividend payable to the Shareholders shall be declared in Renminbi. Dividend payable to holders of the Company's A Shares shall be paid in Renminbi while dividend payable to holders of the Company's H Shares shall be paid in Hong Kong dollars (except to the individual or enterprise investors in the PRC investing in the H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect). The following formula shall apply to the dividend payable in Hong Kong dollars:

$$\begin{array}{l} \text{Hong Kong dollar for} \\ \text{dividend per Share} \\ \text{(Renminbi to Hong Kong} \\ \text{dollar)} \end{array} = \frac{\text{(Dividend per Share in RMB)}}{\text{(Average closing exchange rates of RMB to} \\ \text{Hong Kong dollar as announced by the Bank of} \\ \text{China for the five working days prior to the} \\ \text{announcement of payment of final dividend)}}$$

For the purpose of calculating the Hong Kong dollar equivalent to the amount of dividends payable per H Share of the Company, the average closing exchange rates for Renminbi to Hong Kong dollar as announced by Bank of China for the five working days prior to the announcement of payment of final dividend is RMB0.9143 = HK\$1.00. Accordingly, the amount of dividends which will be payable to the holders of H Shares of the Company is HK\$0.6344 per H share of the Company (tax inclusive).

- 3) The Company will appoint Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay the Receiving Agent the final dividend declared in respect of the Company's H Shares (except for investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange (the "**Southbound Trading**")), which will be

held on trust pending payment to the holders of such Shares. Such final dividend will be paid by the Receiving Agent on or before Wednesday, 5 August 2020 and will be dispatched by Hong Kong Registrars Limited to the holders of H Shares who are entitled to receive the same by ordinary post at the risk of the holders of H Shares.

- 4) Details regarding the distribution of dividend to holders of the Company's A Shares will be announced separately in the PRC.

3. Matters in relation to withholding and payment of income tax

1) For investors of H Shares (except for investors of Southbound Trading)

- i) Withholding and payment of enterprise income tax for non-resident enterprise shareholders

According to the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008 and other relevant rules and regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% before distributing the 2019 final dividend to non-resident enterprise shareholders as appearing on the H share register of members of the Company. Any shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

- ii) Withholding and payment of individual income tax for individual foreign shareholders

The Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend. If the applicable tax rate of the country (region) of domicile of individual holders as appeared on the Company's register of members of H Shares is less than 10% under tax treaty, such individual holders shall submit

to the H Share Registrar at or before 4:30 p.m. on Friday, 26 June 2020 a written authorization and relevant application documents. The Company will forward such application documents to the applicable tax authorities for approval. After receiving such approval, the Company will, for and on behalf of such individual holders, effect the preferential treatments in accordance with the relevant tax treaty and pursuant to the relevant regulations promulgated by the PRC tax authorities.

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of final dividend.

2) For investors of Southbound Trading

For investors of Southbound Trading, the Company has entered into “The Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading” (港股通 H 股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H shares of Southbound Trading will be paid in Renminbi. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and the “Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect” (關於深港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2016] No. 127) jointly issued by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission, for dividends to be paid to the individual investors in the PRC from investing in H shares listed on the Hong Kong Stock Exchange through

Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends to be paid to securities investment funds in the PRC from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Company will not withhold and pay the income tax of dividends for enterprise investors in the PRC and those domestic enterprise investors shall report and pay the relevant tax themselves.

3) For investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares.

The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the withholding and payment of tax.

Shareholders’ attention should be drawn to the contents of this announcement. The Company recommends individual H Shareholders, who have any questions on the above, to consult their taxation advisors for advice on the PRC, Hong Kong and other tax implications with respect to their holding and disposing of the H Shares.

V. DOCUMENTS FOR INSPECTION

1. Resolutions of the AGM, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting; and
2. Legal opinions in respect of the AGM issued by the witnessing lawyers, signed by the responsible lawyer and stamped with firm chop.

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

Zoucheng, Shandong Province, the PRC
19 June 2020

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Li Wei, 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.