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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)**

**NOTICE OF 2012 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2012 second extraordinary general meeting (the “**EGM**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) will be held at 9:00 a.m. on Monday, 23 April 2012 at the Conference Room of Wai Zhao Building, 329 South Fushan Road, Zoucheng, Shandong Province, Postal Code 273500, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions of the Company (Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 8 March 2012):

**AS ORDINARY RESOLUTION:**

1. To consider and approve the proposed Issue of USD Bonds:

**“THAT**

- (a) the Company be approved to issue Bonds on the following major terms:
  - (i) Issuer: Yancoal International Resources Development Co., Limited. (a second-tier wholly owned subsidiary of the Company incorporated in Hong Kong), or a suitable wholly owned subsidiary of the Company.
  - (ii) Currency: U.S. dollars.
  - (iii) Size of Issue: overseas issuance of US\$ denominated bonds with an aggregate principal amount not expected to exceed US\$ 1.0 billion (including US\$ 1.0 billion) with the final amount and the method of issuance to be determined according to the market conditions at the time of issue.
  - (iv) Maturity: not exceeding 10 years (including 10 years), actual term to be determined according to the market conditions upon completion of the roadshow for the issue.

- (v) Interest Rate: fixed rate, the actual rate will be determined according to the market conditions upon completion of the roadshow for the issue.
  - (vi) Issue Price: to be determined based on bookbuilding.
  - (vii) Use of Proceeds: to be used in adjusting the overseas debt structure and the construction of new projects.
  - (viii) Security: a guarantee to be provided by the Company.
  - (ix) Place of Listing: the bonds to be issued pursuant to the issue of US bonds to be listed either on the Hong Kong Stock Exchange or the Singapore Stock Exchange.
- (b) the Company be approved to provide a guarantee for the bonds to be issued by the Issuer. The guarantee will cover the principal amount, the interests payable and related expenses incurred by the creditors for enforcing the principal amount. The term of the guarantee is limited by the satisfaction of all payment obligations of the Issuer under the proposed Issue of USD bonds.
- (c) authorization be granted to the Board (which may in turn authorize the management) by the Shareholders, pursuant to the applicable laws, regulations and opinions and advice from relevant regulatory authorities, and from the general principle of acting in the best interest of the Company, to deal with all matters in connection with the issue of US bonds, including but not limited to:
- (i) based on the actual conditions and in consultation with the lead managers, determining the actual terms and implementation of the issue of USD bonds, including, without limitation, determination of a suitable Issuer, the timing of the issue, whether to issue in multiple tranches and in multiple categories, size and term of each tranche and category, term and method of payment of the principal and interest, pricing method, nominal value, interest rate, whether to incorporate terms of repurchase or redemption, the rating arrangement, the specific arrangements for the use of proceeds, the guarantee matters, the offering, registration and listing of the bonds, place of listing and all matters in relation to the plan of the issue;
  - (ii) determining and engaging intermediaries participating in the Issue of Bonds, signing all the agreements and documents relating to the issuance and listing of the bonds, including, without limitation, the underwriting agreement, guarantee agreement, bond indenture, engagement letters with intermediaries and listing agreement, and arranging disclosure of relevant information pursuant to the applicable laws, regulations and other regulatory rules (including but not limited to the preliminary and final offering memoranda of the bonds, and all announcements in relation to the Issue of Bonds that are required to be published in compliance with relevant requirements of the Shanghai Stock Exchange, the Hong Kong Stock Exchange and New York Stock Exchange Inc.);
  - (iii) determining and engaging a trustee of the bonds and signing the trust agreement as well as formulating rules for the bondholders' meeting;

- (iv) undertaking the filing and listing matters with regard to the Issue of USD Bonds and, including, without limitation, preparing, revising, filing and submitting relevant materials relating to the issuance and listing of the Bonds and the provision of guarantee by the Company for the Issuer in accordance with the requirements of relevant regulatory authorities, and signing relevant filing documents and other legal documents;
  - (v) in case of any changes to the applicable laws, regulations and other regulatory rules and policies of PRC regulatory authorities on the overseas offering of bonds or market conditions, making relevant adjustment to the issue plan of the bonds, unless Shareholders' approval is otherwise required pursuant to relevant laws, regulations and the Articles of Association; and
  - (vi) dealing with all other matters in connection with the Issue of Bonds.
- (d) the Issue of Bonds be effective within 12 months after approval by the Shareholders at the EGM or any adjourned meeting(s) and the authorization be valid from the date of approval by the Shareholders at the EGM or any adjourned meeting(s) to expiry of the validity of the Shareholders' resolution relating to the issue of USD bonds or the completion of the implementation of the above-mentioned authorized matters (depending on whether the bonds have been issued by then).

#### **AS SPECIAL RESOLUTION**

2. To consider and approve the "Proposal in Relation to the Amendments to the Articles of Association of Yanzhou Coal Mining Company Limited (the "**Articles of Association**") and Amendments to the Rules of Procedure for the Board of Yanzhou Coal Mining Company Limited (the "**Rules of Procedure for the Board**")", and to authorize any of the directors of the Company to make further adjustments to the amendments at his/her discretion with reference to the requirements of the relevant authorities and to seek approval and make the relevant filing, if applicable, with the relevant authorities of the PRC, particulars of such amendments are set out in the circular of the Company dated 8 March 2012.

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

Zoucheng, Shandong, the PRC  
8 March 2012

Notes:

### **1. Eligibility for attending the EGM**

Holders of the Company's overseas listed foreign invested shares (in the form of H Shares) whose names appear on the Company's register of members of H Shares which is maintained by Hong Kong Registrars Limited at the close of business on Friday, 23 March 2012 are entitled to attend the EGM after completing the registration procedures for attending the EGM.

Holders of H Shares, who intend to attend the EGM, must deliver the completed reply slips for attending the EGM to the Office of the Secretary to the Board no later than Monday, 2 April 2012.

Shareholders can deliver the necessary documents for registration to the Company in person, by post or by facsimile. Further details of the requirements of the instrument appointing the proxies are set out in note 2 below.

### **2. Proxy**

Each holder of H Shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM.

The proxies of a Shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarized.

For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to Hong Kong Registrars Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof in order for such documents to be valid.

### **3. Closure of register of members**

The H share register will be closed from Saturday, 24 March 2012 to Monday, 23 April 2012, during which time no transfer of H Shares will be registered. Holders of H Shares who wish to attend the EGM must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Hong Kong Registrars Limited (Room No. 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no later than 4:30 p.m., Friday, 23 March 2012.

### **4. Miscellaneous**

- (1) The EGM is expected to last half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.
- (2) All voting at the EGM will be conducted by a poll.
- (3) Details of the Office of the Secretary to the Board are as follows:

298 South Fushan Road  
Zoucheng  
Shandong Province 273500  
PRC  
Tel: 86-537-5382319  
Fax: 86-537-5383311

*As at the date of this notice, the directors of the Company are Mr. Li Weimin, Mr. Wang Xin, Mr. Zhang Yingmin, Mr. Shi Xuerang, Mr. Wu Yuxiang, Mr. Zhang Baocai and Mr. Dong Yunqing, and the independent non-executive directors of the Company are Mr. Wang Xianzheng, Mr. Cheng Faguang, Mr. Wang Xiaojun and Mr. Xue Youzhi.*