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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 OF THE RESOLUTIONS PASSED AT THE SIXTH  
MEETING OF THE SIXTH SESSION OF THE BOARD OF  
DIRECTORS**

This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance and Rules 13.09(2)(a) and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Notice of the sixth meeting of the sixth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) was despatched on 18 December 2014 by way of written notices or e-mails. The meeting was held on 23 December 2014 at the headquarter of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”) by way of correspondence. Eleven directors of the Company (the “**Directors**”) were notified of the meeting and all of them were present. The meeting complied with the requirements of the relevant laws, regulations and rules, such as the Company Law of the PRC and the articles of association of the Company.

The eleven Directors present at the meeting agreed and passed the following resolutions:

**1. Approved the proposal in relation to the increase of capital of Zhongyin Financial Leasing Co., Ltd.**

Approved the Company and Yancoal International (Holding) Co. Ltd., a wholly-owned subsidiary of the Company, to jointly increase the capital of Zhongyin Financial Leasing Co., Ltd. (“**Zhongyin Financial Leasing**”) by RMB1.5 billion on a pro rata basis and the management was authorised to handle the relevant formalities. After the increase of capital, the capital of Zhongyin Financial Leasing will be increased from RMB 500 million to RMB 2 billion.

**2. Approved the proposal in relation to the subscription of the placing shares of Qilu Bank Co., Ltd.**

- (1) The Company was approved to subscribe for 246,210,000 placing shares of Qilu Bank Co., Ltd. at RMB3.18 per share;
- (2) The Company was approved to issue major shareholder commitment letter(s) in compliance with the relevant regulations;
- (3) The chairman of the Board or an authorised person was authorised to sign the documents relating to the subscription, and the management was authorised to handle the relevant procedures.

**3. Approved the proposal in relation to the appointment of the deputy general manager of the Company**

Based on the nomination by the general manager of the Company, which was considered and approved by the nomination committee of the Board, the Company appointed Mr. Zhao Honggang as the deputy general manager of the Company.

The independent directors have expressed their agreement with the appointment.

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

Zoucheng City, Shandong Province, the PRC  
23 December 2014

*As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Zhang Xinwen, Mr. Yin Mingde, Mr. Wu Yuxiang, Mr. Zhang Baocai, Mr. Wu Xiangqian and Mr. Jiang Qingquan, and the independent non-executive directors of the Company are Mr. Wang Lijie, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Xue Youzhi.*

Appendix :

### **Biography of Mr. Zhao Honggang**

Mr. Zhao Honggang, aged 49, is an engineering technology researcher. Mr. Zhao joined the predecessor company in 1987. He was appointed as the deputy mine manager of Dongtan coal mine of the Company in March 2006; head of the Company's department of electrical in March 2009; and the chairman of the board of directors and the general manager of Shandong Hua Ju Energy Co., Ltd. in December 2013. Mr. Zhao graduated from Shandong University of Science and Technology.