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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)

**(I) THE RESOLUTIONS PASSED AT THE FIFTEENTH MEETING OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS; AND
(II) APPOINTMENT OF GENERAL MANAGER**

This announcement is made pursuant to the disclosure obligations under Part XIVA of the Securities and Futures Ordinance and Rules 13.51(2), 13.10B and 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”) (the “Listing Rules”).

Notice of the fifteenth meeting (the “Meeting”) of the sixth session of the board of directors (the “Board”) of Yanzhou Coal Mining Company Limited (the “Company”) was despatched on 3 January 2016 by way of written notices or e-mails. The Meeting was held on 6 January 2016 at the headquarters of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “PRC”) by way of correspondence. Ten directors of the Company (the “Directors”) were required to attend the Meeting and all of them were present. The Meeting was held in compliance with the requirements of the relevant laws and regulations, and the articles of association of the Company.

The ten Directors present at the Meeting unanimously agreed and passed the following resolutions:

1. To consider and approve the proposal in relation to appointment of the general manager of the Company.

Pursuant to the nomination by the chairman of the Board, which was considered and approved by the nomination committee of the Board, it was considered and approved that Mr. Wu

Xiangqian, a Director, be appointed as the general manager of the Company with his term of service in line with the sixth session of the senior management of the Board and with immediate effect. The independent non-executive Directors agreed on this proposal.

The biographical details of Mr. Wu Xiangqian are as follows:

Mr. Wu Xiangqian, aged 49, a research fellow in applied engineering technology and a doctor of engineering. Mr. Wu joined the predecessor Company in 1988. In 2003, he was appointed as a deputy head of Jining No.3 Coal Mine of the Company. In 2004, Mr. Wu was appointed as the deputy head and chief engineer of Jining No.3 Coal Mine. In 2006, he was appointed as the head of Jining No.3 Coal Mine. In March 2014, he was promoted as the chairman and general manager of Yanzhou Coal Ordos Neng Hua Co., Ltd. and chairman of Inner Mongolia Haosheng Coal Mining Co., Ltd. In May 2014, he was appointed as a Director. Mr. Wu graduated from China University of Mining and Technology.

As at the date of this announcement, Mr. Wu is interested in 10,000 A shares of the Company.

As far as the Directors are aware and save as disclosed above: (i) Mr. Wu Xiangqian does not presently, and did not in the last 3 years, hold any other position in the Company or any of its subsidiaries; (ii) Mr. Wu Xiangqian has not held any other directorship in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) Mr. Wu Xiangqian has no other major appointment or professional qualification; (iv) Mr. Wu Xiangqian does not have any other relationship with any other Director, senior management or substantial or controlling shareholder of the Company; and (v) Mr. Wu Xiangqian does not have, nor is deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

As at the date of this announcement, the Company and Mr. Wu Xiangqian have not entered into any service contract which provides for a specified length of service. The remuneration of Mr. Wu Xiangqian will be determined by the Board with reference to his duties, responsibilities, experience and the prevailing market conditions.

Save as disclosed in this announcement, the Board is not aware of any other matter in relation to the proposed appointment of Mr. Wu Xiangqian which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and any other matter that needs to be brought to the attention of the shareholders of the Company.

2. To consider and approve the proposal in relation to change of chief financial officer of

the Company.

Pursuant to the nomination by the general manager of the Company, which was considered and approved by the nomination committee of the Board, it was considered and approved that Mr. Zhao Qingchun be appointed as the chief financial officer of the Company with his term of service in line with the sixth session of the senior management of the Board and with immediate effect. The independent non-executive Directors agreed on this proposal. Mr. Wu Yuxiang, a Director, will no longer concurrently serve as the chief financial officer of the Company. The Board would like to express its sincere gratitude to Mr. Wu Yuxiang for his valuable contributions to the Company during his term of service as the chief financial officer of the Company.

The biographical details of Mr. Zhao Qingchun are as follows:

Mr. Zhao Qingchun, aged 48 is a senior accountant with an EMBA degree. Mr. Zhao joined the predecessor Company in 1989 and was appointed as the chief accountant at the finance department in 2002; as the head of the department of planning and finance in 2006; as the vice chief financial officer and the head of the department of finance of the Company in March 2011. In March 2014, Mr. Zhao was appointed as the assistant general manager and the head of finance management department of the Company. He was also appointed in November 2015 as the head of the futures finance department of the Company. Mr. Zhao graduated from Nankai University.

3. To consider and approve the proposal in relation to the amendments to the “Terms of Reference for the Audit Committee of the Board”

Pursuant to the regulatory requirements of the Hong Kong Stock Exchange, it was considered and approved that amendments be made to the “Terms of Reference for the Audit Committee of the Board” to expand the duties of the Audit Committee of the Board with regard to aspects relating to risk management.

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

Zoucheng, Shandong Province, the PRC
6 January 2016

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