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

This announcement is made pursuant to the disclosure obligations under 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 sixteenth meeting of the sixth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (“**Yanzhou Coal**” or the “**Company**”) was despatched on 14 February 2016 by way of written notices or e-mails. The meeting was held on 17 February 2016 at the headquarters of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”) by teleconferencing. Ten 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 PRC laws and regulations, departmental rules, normative documents, and the articles of association of the Company (the “**Articles of Association**”).

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

1. to approve the proposal in relation to the debt financing transaction conducted by Yancoal Australia Limited

It was approved that Yancoal Australia Limited, a subsidiary controlled by the Company to conduct the debt financing transaction of US\$950 million, and to authorize the Company’s managing group to deal with related matters in connection with the debt financing.

For details, please refer to the announcement of the Company in relation to the debt financing transaction of overseas subsidiary dated 17 February 2016. Relevant information in this announcement was also published on the websites of Shanghai Stock Exchange, Hong Kong Stock

Exchange, and the Company.

2. to approve the proposal in relation to engaging Shandong Yankuang Security Service Co., Ltd. in providing coal train convoy services to the Company

- 1) It was approved that the Company entered into the Coal Train Convoy Service Contract.
- 2) It was approved that the annual caps for the train convoy services fees payable by the Company to Shandong Yankuang Security Service Co., Ltd. in 2016 and 2017 should be RMB30 million and RMB31 million respectively. .
- 3) It was approved to authorize a director to confirm and sign the Coal Train Convoy Service Contract. The director has the right to make necessary revisions to the Coal Train Convoy Service Contract based on actual situations and handle specific matters.

As this resolution involves connected transactions, four related Directors abstained from voting while the remaining six non-related Directors unanimously approved the resolution.

The independent Directors gave their consent in relation to the submission of this resolution to be considered at the Board meeting and provided independent opinions on this matter.

For details, please refer to the announcement of the Company in relation to continuing connected transactions dated 17 February 2016. Relevant information in this announcement was also published on the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange, and the Company and/or China Securities Journal and Shanghai Securities News.

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

Zoucheng, Shandong Province, the PRC
17 February 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.