

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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 RESOLUTION PASSED AT THE 2016 FIRST CLASS MEETING OF THE  
HOLDERS OF A SHARES AND  
THE RESOLUTION PASSED AT THE 2016 FIRST CLASS MEETING OF THE  
HOLDERS OF H SHARES**

The A Shareholders' Class Meeting and the H Shareholders' Class Meeting were held at 11:00 a.m. and 11:30 a.m., respectively, on 3 June 2016. All the resolutions set out in the Notice of 2016 First Class Meeting of the Holders of A Shares and the Notice of 2015 First Class Meeting of the Holders of H Shares dated 19 April 2016 were duly passed.

The 2016 first class meeting of the holders of A shares (the “**A Shareholders’ Class Meeting**”) and the 2016 first class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) (collectively the “**Shareholders’ Class Meetings**”) were held by Yanzhou Coal Mining Company Limited (the “**Company**”) at the headquarter of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the Peoples’ Republic of China at 11:00 a.m. and 11:30 a.m., respectively, on 3 June 2016 (Friday) and all the resolutions set out in the Notice of 2015 First Class Meeting of the Holders of A Shares and the Notice of 2015 First Class Meeting of the Holders of H Shares dated 19 April 2016 were duly passed. The convening of the Shareholders’ Class Meetings were in compliance with relevant laws, regulations and rules of the People’s Republic of China (“**PRC**”), such as the Company Law, and the requirements of the articles of association of the Company (the “**Articles of Association**”). The procedures and results of voting at the Shareholders’ Class Meetings were valid and effective.

**I. CONVENING AND ATTENDANCE OF THE SHAREHOLDERS' CLASS MEETINGS**

1. Time of the convening of the Shareholders' Class Meetings: 3 June 2016

2. Venue of the convening of the Shareholders' Class Meetings: Headquarter of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, PRC
3. Shareholders holding ordinary shares of the Company ("**Shares**") who attended the A Shareholders' Class Meeting and the number of Shares:

1)	Number of shareholder and proxy attending the A Shareholders' Class Meeting	5
2)	Number of Shares carrying voting rights held by the shareholders attending the A Shareholders' Class Meeting	2,600,187,200
3)	Percentage of Shares carrying voting rights held by the shareholders attending the A Shareholders' Class Meeting among the total number of Shares carrying voting rights of the Company (%)	87.844

Shareholders holding ordinary Shares who attended the H Shareholders' Class Meeting and the number of Shares:

1)	Number of shareholder and proxy attending the H Shareholders' Class Meeting	2
2)	Number of Shares carrying voting rights held by the shareholders attending the H Shareholders' Class Meeting	418,548,936
3)	Percentage of Shares carrying voting rights held by the shareholders attending the H Shareholders' Class Meeting among the total number of Shares carrying voting rights of the Company (%)	21.44

4. Voting method in compliance with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The Shareholders' Class Meetings were both convened by the board of directors of the Company (the "**Board**") and chaired by Mr. Li Xiyong, the chairman of the Board. The voting method of the A Shareholders' Class Meeting was on-site voting combined with internet voting. The convening of the Shareholders' Class Meetings was in compliance with the Company Law of the PRC and the requirements under the Articles of Association.

5. Attendance of the directors of the Company, the supervisors of the Company and the secretary of the Board
  - 1) The Company has 10 directors. 8 directors attended the Shareholders' Class Meetings. Mr. Zhang Baocai, a director of the Company, and Mr. Xue Youzhi, an independent director of the Company, did not attend the Shareholders' Class Meetings due to work commitment.
  - 2) The Company has 4 supervisors. 4 supervisors attended the Shareholders' Class Meetings.
  - 3) Some senior management of the Company attended the Shareholder' Class Meetings. The secretary of the Board did not attend the Shareholder' Class Meetings due to work commitment.

## II. RESOLUTIONS CONSIDERED AND PASSED

### 1. Resolutions with non-cumulative voting

#### 1) Resolution with non-cumulative voting at the A Shareholders' Class Meeting

Resolution: 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	2,600,187,200	100.000	0	0	0	0

#### 2) Resolution with non-cumulative voting at the H Shareholders' Class Meeting

Resolution: 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 (%)
H Share	413,053,282	98.687	5,331,654	1.274	164,000	0.039

### 2. Explanation on the poll results

Both resolutions above were special resolutions and approved by more than two-third of the Shares carrying voting rights held by the shareholders and proxies who attended the relevant Shareholders' Class Meetings. Details of the resolutions were set out in the notices of the Shareholders' Class Meetings of the Company dated 19 April 2016 and the circular of the Company dated 25 April 2016, which were published on the websites of The Stock Exchange of Hong Kong Limited and the Company.

There were no shares entitling the shareholder to attend and abstain from voting in favour of any resolution pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") at the Shareholders' Class Meetings. No

shareholder was required under the Listing Rules to abstain from voting at the Shareholders' Class Meetings.

### III. PRESENCE OF LAWYER

1. Law firm which witnessed the Shareholders' Class Meetings: Beijing office of King & Wood Mallesons

Lawyers : Lizi Tang, Jie Han

Pursuant to the Listing Rules, Hong Kong Registrars Limited appointed the Beijing office of King & Wood Mallesons as the scrutineer inspecting the vote-taking at the Shareholders' Class Meetings.

2. Legal opinion of the witnessing lawyers

The convening of the Shareholders' Class Meetings were in compliance with the relevant laws, regulations and rules of the PRC, such as the Company Law, the Securities Law, the Rules for Shareholders Meetings and the requirements under the Articles of Association. The eligibilities of the attendees and the convener of the Shareholders' Class Meetings were valid and effective. The procedures and results of voting at the Shareholders' Class Meetings were valid and effective.

### IV. DOCUMENTS FOR INSPECTION

1. Resolutions of the Shareholders' Class Meetings, signed and confirmed (and stamped with the chop of the Board) by the directors of the Company and the meeting recorder(s) attending the meetings; and
2. Legal opinions in respect of the Shareholders' Class Meetings issued by the witnessing lawyers, signed by the director lawyer of such law firm and stamped with company chop.

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

Zoucheng, Shandong Province, the PRC  
3 June 2016

*As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Li Wei, Mr. Wu Xiangqian, Mr. Wu Yuxiang, Mr. Zhao Qingchun, Mr. Guo Dechun and Mr. Guo Jun, and the independent non-executive directors of the Company are Mr. Wang Lijie, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Qi Anbang.*