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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)

**ANNOUNCEMENT OF THE RESOLUTION PASSED AT
THE TWENTY-FIRST 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.

1. MEETING OF THE BOARD

Notice of the twenty-first meeting of the sixth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) was dispatched on 10 June 2016 by way of written notices or e-mails. The meeting was held by way of voting by correspondence on 13 June 2016 at the headquarter of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”). Eleven directors of the Company were notified of the meeting and all of them were present. The meeting complied with the requirements of the relevant laws, administrative regulations, department rules, regulatory documents and the articles of association of the Company.

2. PROPOSAL AT THE BOARD MEETING

To approve the “Proposal in Relation to the Acquisition by Yanzhou Coal Ordos Neng Hua Co., Ltd. of the Equity Interest in Jiutai Energy Inner Mongolia Co., Ltd.”

(For: 11; Against: 0; Abstain: 0)

(1) To confirm that Beijing ZhongTian Hua Assets Valuation Co., Ltd.'s adoptions of material valuation basis including valuation parameters and forecasted revenue in the process of valuing the equity interest in Jiutai Energy Inner Mongolia Co., Ltd. using income approach as well as the valuation conclusion is consistent with the actual situations and the valuation results are fair and reasonable;

(2) To approve that Yanzhou Coal Ordos Neng Hua Co., Ltd., a wholly owned subsidiary of the Company, acquires 52% equity interest in Jiutai Energy Inner Mongolia Co., Ltd. at a consideration of RMB1,840,240,000 and enters into the equity transfer agreement and the profit forecast and operating results compensation agreement as well as other underlying transactional documents; and

(3) To approve that the Company provides internal loans of RMB1,840,240,000 to Yanzhou Coal Ordos Neng Hua Co., Ltd. for the purpose of payment for the consideration of acquiring the equity interest.

For details, please refer to the announcement of the Company regarding the acquisition of 52% equity interest in Jiutai Energy Inner Mongolia Co., Ltd. dated 13 June 2016, which was published on the websites of The Stock Exchange of Hong Kong Limited and the Company.

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

Zoucheng City, Shandong Province, the PRC
13 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. JiaShaohua, Mr. Wang Xiaojun and Mr. Qi Anbang.