

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 OF THE RESOLUTIONS PASSED AT
THE TWENTY-FOURTH 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 twenty-fourth meeting of the sixth session of the board (the “**Board**”) of directors of Yanzhou Coal Mining Company Limited (the “**Company**”) was dispatched on 12 August 2016 by way of written notices or e-mails. The meeting was held by way of voting by correspondence on 26 August 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, regulations and rules such as the Company Law of the PRC as well as the articles of association of the Company. Upon unanimous approval of the eleven directors of the Company present, resolutions at the meeting of the Board are as follows:

1. To approve the “Proposal in relation to 2016 interim report of Yanzhou Coal Mining Company Limited”

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

The Company will not distribute any interim dividend, nor will the Company increase its share capital from capital reserve in the first half of 2016.

2. To approve the “Proposal in relation to the provision of internal loans to Yanzhou Coal Ordos Neng Hua Co., Ltd.”

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

To approve relevant arrangement for the provision of internal loans at the amount of RMB3,430,000,000 to Yanzhou Coal Ordos Neng Hua Co., Ltd., a wholly-owned subsidiary of the Company.

3. To approve the “Proposal in relation to the provision of internal loans to Yancoal International (Holding) Co., Ltd.” and to propose the same at the general meeting for consideration and approval

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

To approve relevant arrangement for the provision of the internal loans at the amount of RMB6,630,000,000 to Yancoal International (Holding) Co., Ltd., a wholly-owned subsidiary of the Company, and to propose the same at the forthcoming general meeting of the Company for consideration and approval.

4. To approve the “Proposal in relation to the provision of financial guarantee to Zhongyan Trading Co., Ltd. of Qingdao Free Trade Zone” and to propose the same at the general meeting for consideration and approval

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

To approve relevant arrangement for the provision of financial guarantee at the amount of RMB500,000,000 to Zhongyan Trading Co., Ltd. Of Qingdao Free Trade Zone, a wholly-owned subsidiary of the Company, and to proposed the same at the forthcoming general meeting of the Company for consideration and approval.

Independent directors of the Company have expressed independent opinions on the said guarantee.

For details, please refer to the announcement in relation to provision of financial guarantee to the Company’s wholly-owned subsidiary dated 26 August 2016. The above announcement was also posted on the websites of The Stock Exchange of Hong Kong Limited and the Company.

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

Zoucheng City, Shandong Province, the PRC
26 August 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.