

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 RESOLUTION PASSED AT
THE TWENTY-NINTH 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-ninth meeting of the sixth session of the board (the “**Board**”) of directors of Yanzhou Coal Mining Company Limited (“**Yanzhou Coal**” or the “**Company**”) was dispatched on 7 March 2017 by way of written notices or e-mails. The meeting was held on 10 March 2017 at the headquarter of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”). Eleven 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 relevant laws, regulations and rules such as the Company Law of the PRC as well as the articles of association of the Company. The consideration and approval of resolutions at the meeting of the Board is as follows:

1. To approve the “Proposal in relation to the joint establishment of Yankuang Power Sale Co. Ltd.”

(For: 8; Against: 0; Abstain: 0)

(1) To approve that Shandong Hua Ju Energy Company Limited, the subsidiary of the Company, and Yankuang Group Company Limited jointly establish Yankuang Power Sale Co. Ltd., and enter into the Agreement for Shareholders' Contribution and the articles of association of the joint venture. Shandong Huaju Energy Co., Ltd will contribute RMB30,000,000, representing 25% of the equity interest in Yankuang Power Sale Co. Ltd.;

(2) To authorize any Director to confirm the Agreement for Shareholders' Contribution and the articles of association in respect of the establishment of Yankuang Power Sale

Co. Ltd. on behalf of Yanzhou Coal, and to make necessary amendments to the Agreement for Shareholders' Contribution and the articles of association.

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

The independent Directors gave their prior consents in relation to the proposal of this resolution to be considered at the Board meeting and expressed independent opinions on this matter.

*For details, please refer to the announcement of Yanzhou Coal in relation to the connected transaction dated 10 March 2017, which was published on the websites of The Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") and the Company and/or China Securities Journal and Shanghai Securities News.*

2. To approve the "Proposal in relation to the adjustment in the members of the committees of the sixth session of the Board "

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

(1) To elect Mr. Kong Xiangguo as a member of the audit committee of the sixth session of the Board;

(2) To elect Mr. Kong Xiangguo as a member of the nomination committee of the sixth session of the Board.

3. To approve the "Proposal in relation to the establishment of Qingdao (Area) Headquarter "

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

To approve to establish Yanzhou Coal Mining Company Limited Qingdao (Area) Headquarter, which will implement a unified management of planning and development projects and owned enterprises located in Qingdao area.

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

Zoucheng City, Shandong Province, the PRC
10 March 2017

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. Kong Xiangguo, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Qi Anbang.