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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 IN RELATION TO
THE RESOLUTIONS PASSED AT THE 2017 FIRST CLASS MEETING OF THE
HOLDERS OF A SHARES AND
THE RESOLUTIONS PASSED AT THE 2017 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 10 March 2017. All the resolutions set out in the Notices of Shareholders' Class Meetings dated 24 January 2017 were duly passed.
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The 2017 first class meeting of the holders of A shares (the “**A Shareholders’ Class Meeting**”) and the 2017 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 (the “**PRC**”) at 11:00 a.m. and 11:30 a.m., respectively, on 10 March 2017 (Friday) and all the resolutions set out in the Notice of A Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting dated 24 January 2017 (collectively the “**Notices of Shareholders' Class Meetings**”) were duly passed. Details of the resolutions were set out in the Notice of Shareholders' Class Meetings and the circular of the Company dated 24 January 2017 (the “**Circular**”), which were published on the websites of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Company. Unless otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Notices of Shareholders' Class Meetings and the Circular. The convening of the

Shareholders' Class Meetings was in compliance with relevant laws, regulations and rules, such as the Company Law of the PRC, and the requirements of 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: 10 March 2017
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 common shares of A Shares ("**A Share(s)**") of the Company who attended the A Shareholders' Class Meeting and the number of A Shares:

1) Number of shareholder and proxy attending the A Shareholders' Class Meeting	7
2) Number of A Shares carrying voting rights held by the shareholders attending the A Shareholders' Class Meeting	2,600,429,900
3) Percentage of A 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 (%)	87.8524

Shareholders holding common shares of H Shares ("**H Share(s)**") who attended the H Shareholders' Class Meeting and the number of H Shares:

1) Number of shareholder and proxy attending the H Shareholders' Class Meeting	1
2) Number of H Shares carrying voting rights held by the shareholders attending the H Shareholders' Class Meeting	498,917,216
3) Percentage of H 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 (%)	25.5591

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.

Both Shareholders' Class Meetings were convened by the Board 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 voting method of the H Shareholders' Class Meeting was on-site 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, the supervisors of the Company and the secretary of the Board
- 1) The Company has 11 Directors. 7 Directors attended the Shareholders' Class Meetings. Mr. Li Wei, Mr. Zhao Qingchun, Mr. Wang Lijie and Mr. Qi Anbang, did not attend the Shareholders' Class Meetings due to work commitment.
- 2) The Company has 6 supervisors. 4 supervisors attended the Shareholders' Class Meetings. Mr. Zhang Shengdong and Mr. Xue Zhongyong did not attend the Shareholders' Class Meetings due to work commitment.
- 3) Mr. Jin Qingbin, the secretary of the Board, as well as Mr. Liu Jian, the deputy general manager, Mr. Wang Fuqi, the chief engineer and Mr. Zhao Honggang, the deputy general manager, attended the Shareholders' Class Meetings.

II. RESOLUTIONS CONSIDERED AND PASSED

1. Resolutions with non-cumulative voting

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

(1) Resolution: To consider and approve the "Proposal in relation to the non-proceeding of the Company's Non-Public Issuance of A 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	2,600,200,500	99.9911	0	0.0000	229,400	0.0089

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

(1) Resolution: To consider and approve the "Proposal in relation to the non-proceeding of the Company's Non-Public Issuance of A 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	498,595,266	99.9355	321,950	0.0645	0	0

2. Voting results by A Shareholders holding less than 5% of total A Shares on material matters at the A Shareholders' Class Meeting

No.	Resolution	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1	Proposal in relation to the non-proceeding of the Company's Non-Public Issuance of A Shares	200,500	46.6387	0	0.0000	229,400	53.3613

3. Explanation on the poll results

All the resolutions set out in the Notices of Shareholders' Class Meetings were considered and voted on by way of poll at the respective Shareholders' Class Meetings. All the resolutions 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, with separate votes counting for medium and small investors.

There was 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. The number of A Shares entitling the holder to attend and vote on the resolutions at the A Shareholders' Class Meeting was 2,960,000,000 and the number of H Shares entitling the holder to attend and vote on the resolutions at the H Shareholders' Class Meeting was 1,952,016,000. Details of the resolutions were set out in the Notices of the Shareholders' Class Meetings and the Circular, which were published on the websites of the Hong Kong Stock Exchange and the Company.

III. PRESENCE OF LAWYER

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

Lawyers : Jie Han, Zhao Gao

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 was in compliance with the relevant laws, regulations and rules, such as the Company Law of the PRC, the Securities Law of the PRC and 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;
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; and
3. Other documents as required by the Hong Kong Stock Exchange.

By order of the board of directors

Yanzhou Coal Mining Company Limited

Li Xiyong

Chairman of the Board

Zoucheng, 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 nonexecutive directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Qi Anbang.