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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 EXTRAORDINARY GENERAL MEETING

The 2017 first extraordinary general meeting of the Company was held at 9:00 a.m. on 10 March 2017. All the resolutions set out in the Notice of EGM dated 24 January 2017 were duly passed.

The first extraordinary general meeting of Yanzhou Coal Mining Company Limited (the “**Company**”) for the year 2017 (the “**EGM**”) was convened at the headquarter of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 10 March 2017. All the resolutions set out in the notice of the EGM dated 24 January 2017 (the “**Notice of EGM**”) were duly passed at the EGM. Details of the resolutions were set out in the Notice of EGM 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 Notice of EGM and the Circular. The convening of the EGM was in compliance with relevant laws, regulations and rules, such as the Company Law of the PRC, and the requirements under the Articles of Association. The procedures and results of voting at the EGM were valid and effective.

I. CONVENING AND ATTENDANCE OF THE EGM

1. Time of the convening of the EGM: 10 March 2017

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

1. Number of Shareholders/proxies attending the EGM	8
Including: number of Shareholders/proxies of A Shares	7
number of Shareholders/proxies of H shares	1
2. Number of Shares carrying voting rights represented	3,099,397,670
Including: number of Shares carrying voting rights held by holders of A Shares	2,600,429,900
number of Shares carrying voting rights held by holders of H Shares	498,967,770
3. Percentage of Shares carrying voting rights held by the holders attending the EGM among the total Shares carrying voting rights (%)	63.0983
Including: percentage of A Shares carrying voting rights held by holders of A Shares among the total number of Shares carrying voting rights of the Company (%)	52.9402
percentage of H Shares carrying voting rights held by holders of H Shares among the total number of Shares carrying voting rights of the Company (%)	10.1581

4. Compliance of the voting method with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The EGM was convened by the Board and chaired by Mr. Li Xiyong, the chairman of the Board. The voting method of the EGM was onsite voting combined with internet voting. The convening of the EGM 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 EGM. Mr. Li Wei, Mr. Zhao Qingchun, Mr. Wang Lijie and Mr. Qi Anbang, did not attend the EGM due to work commitment.
 - 2) The Company has 6 supervisors. 4 supervisors attended the EGM. Mr. Zhang Shengdong and Mr. Xue Zhongyong did not attend the EGM due to work commitment.
 - 3) Mr. Jin Qingbin, the secretary of the Board, Mr. Wang Fuqi, the chief engineer of the Company, as well as Mr. Liu Jian and Mr. Zhao Honggang, the deputy general managers of the Company, attended the EGM.

II. RESOLUTIONS CONSIDERED AND PASSED

All the resolutions set out in the Notice of EGM were considered and voted on by way of poll at the EGM.

Resolutions No. 2, No. 3, No. 5 and No. 6 were ordinary resolutions. All ordinary resolutions have been approved by more than 50% of the Shares carrying voting rights held by the Shareholders and proxies who attended the EGM. Resolutions No. 1, and No. 4 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 EGM.

There were no Shares entitling the Shareholder to attend and abstain from voting in favor 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 EGM. No Shareholder was required under the Listing Rules to abstain from voting at the EGM. The number of Shares entitling the holder to attend and vote on the resolutions at the EGM was 4,912,016,000.

Details of the resolutions were set out in the Notice of EGM and the Circular, which were published on the websites of the Hong Kong Stock Exchange and the Company.

1. Resolutions with non-cumulative voting

- 1) Special Resolution: 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	83.8937	0	0.0000	229,400	0.0074
H Share	498,566,989	16.0859	317,936	0.0103	82,845	0.0027
Total	3,098,767,489	99.9797	317,936	0.0103	312,245	0.0101

- 2) Ordinary Resolution: The "Proposal in relation to the provision of loans to Yancoal International (Holding) Co., Limited"

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	83.8937	0	0.0000	229,400	0.0074
H Share	474,095,112	15.2964	17,481,273	0.5640	7,391,385	0.2385
Total	3,074,295,612	99.1901	17,481,273	0.5640	7,620,785	0.2459

- 3) Ordinary Resolution: The “Proposal in relation to the extension of the repayment date of the outstanding loans owed by the controlled subsidiaries by the Company ”

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	83.8937	0	0.0000	229,400	0.0074
H Share	481,456,378	15.5339	17,458,662	0.5633	52,730	0.0017
Total	3,081,656,878	99.4276	17,458,662	0.5633	282,130	0.0091

- 4) Special Resolution: The “Proposal in relation to the provision of financial guarantee to wholly-owned subsidiaries and controlled subsidiary of the Company”

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,017,700	83.8878	182,800	0.0059	229,400	0.0074
H Share	53,535,152	1.7273	445,365,904	14.3694	66,714	0.0022
Total	2,653,552,852	85.6151	445,548,704	14.3753	296,114	0.0096

- 5) Ordinary Resolution: The “Proposal in relation to the appointment of overseas auditor and its remuneration arrangement ”

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	83.8937	0	0.0000	229,400	0.0074
H Share	498,264,117	16.0762	399,653	0.0129	304,000	0.0098
Total	3,098,464,617	99.9699	399,653	0.0129	533,400	0.0172

2. Resolutions with cumulative voting

- 6) Ordinary Resolution: The “Proposal in relation to the election of an Independent Director ”

Results: Passed

Voting Results:

Resolution	Total votes obtained	Percentage (%)	Whether elected
Proposal in relation to elect Mr. Kong Xiangguo as Independent Director	3,098,973,034	99.9863	Elected

3. Voting results by Shareholders holding less than 5% on material matters

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
4	Proposal in relation to the provision of financial guarantee to wholly-owned subsidiaries and controlled subsidiary of the Company	17,700	4.1172	182,800	42.5215	229,400	53.3613

III. PRESENCE OF LAWYER

1. Law firm which witnessed the EGM: 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 EGM.

2. Legal opinion of the witnessing lawyers

The convening of the EGM 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 EGM were valid and effective. The procedures and results of voting at the EGM were valid and effective.

IV. DOCUMENTS FOR INSPECTION

1. Resolutions of the EGM, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting;
2. Legal opinions in respect of the EGM 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.