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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 RESOLUTIONS PASSED AT THE THIRTIETH 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.

### **I. MEETING OF THE BOARD**

Notice of the thirtieth meeting of the sixth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (“**Yanzhou Coal**” or the “**Company**”) was despatched on 17 March 2017 by way of written notice or e-mail. The meeting was held on 31 March 2017 at the headquarters of the Company in Zoucheng City, Shandong Province, the People's Republic of China (the “**PRC**”) by telecommunications. 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 such as the “Company Law of the PRC”, administrative regulations, departmental rules, normative documents, and the articles of association of the Company (the “**Articles of Association**”).

### **II. PROPOSALS AT THE BOARD MEETING**

The following resolutions were passed at the meeting:

- 1. To approve the “Annual Report for the Year of 2016 of Yanzhou Coal Mining Company Limited” and “Summary of the Annual Report”, and publish the annual results for the year of 2016 domestically and overseas**

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

**2. To approve the “Working Report of the Board for the Year of 2016 of Yanzhou Coal Mining Company Limited”, and submit the same to the 2016 annual general meeting (the “2016 Annual General Meeting”) for discussion and consideration**

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

**3. To approve the “Audited Financial Statements for the Year of 2016 of Yanzhou Coal Mining Company Limited”, and submit the same to the 2016 Annual General Meeting for discussion and consideration**

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

**4. To approve the “Profit Distribution Plan for the Year of 2016 of Yanzhou Coal Mining Company Limited”, and submit the same to the 2016 Annual General Meeting for discussion and consideration**

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

As required by the Articles of Association, when distributing the profits after tax for the relevant accounting year, the lower of the profits after tax in the financial statements prepared under the PRC Accounting Standards and the International Financial Reporting Standards shall prevail. According to the International Financial Reporting Standards, the net profit attributable to the shareholders of the parent company for the year ended 2016 was RMB1.6494 billion. The distributable profit of the Company for the year ended 2016 was RMB31.7936 billion.

As the Company has accumulated statutory reserve which amounted to more than 50% of its registered capital, in return for the long-term support of the shareholders of the Company (the "Shareholders"), the Board proposed not to withdraw statutory reserve in 2016 and to declare a cash dividend of RMB589.4 million (tax inclusive), being RMB0.12 per share (tax inclusive) calculated on the basis of the total share capital RMB4.912 billion of the Company. After taking into account the proposed cash dividends for the year 2016, the remaining undistributed profit at the end of 2016 was RMB31.2042 billion.

The Company will not increase its share capital by conversion of its capital reserve in 2016.

The above proposal was agreed by the independent Directors.

**5. To approve the “Proposal in relation to the Production and Operation Plans and Capital Expenditure Plan of Yanzhou Coal Mining Company Limited in 2017”**

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

**6. To approve the “Proposal in relation to the Remuneration of the Directors and Supervisors of Yanzhou Coal Mining Company Limited in 2017”, and submit the same to the 2016 Annual General Meeting for discussion and consideration**

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

It was proposed that, upon achieving the Company's operation goal for 2017, the remuneration of the Directors and supervisors of the Company for the year of 2017 remain basically the same as that of 2016.

The above proposal was agreed by the independent Directors.

For details of the remuneration of the Directors and supervisors in 2016, please refer to the 2016 annual report of the Company.

**7. To approve the “Remuneration of the Senior Management of Yanzhou Coal Mining Company Limited in 2017”**

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

It was approved that, upon achieving the Company's operation goal for 2017, the remuneration of the senior management (excluding Directors) for the year of 2017 remain basically the same as that of 2016.

The above proposal was agreed by the independent Directors.

For details of the remuneration of the senior management in 2016, please refer to the 2016 annual report of the Company.

**8. To approve the “Internal Control Evaluation Report for the Year of 2016 of Yanzhou Coal Mining Company Limited”**

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

The above proposal was agreed by the independent Directors.

**9. To approve the “2016 Social Responsibility Report of Yanzhou Coal Mining Company Limited”**

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

**10. To approve the “Proposal in relation to the renewal of the liability insurance for directors, supervisors and senior officers”, and submit the same to the 2016 Annual General Meeting for discussion and consideration**

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

The Company proposed to continue to take out liability insurance with an insured amount of USD15 million for the Directors, supervisors and senior officers of the Company.

**11. To approve the “Proposal in relation to the continuing connected transactions of Yanzhou Coal Mining Company Limited for the year of 2016”**

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

The Board confirmed that the actual transaction amounts of each of the continuing connected transactions between the Company and its controlling shareholder in 2016 had not exceeded the proposed annual caps approved by the independent Shareholders or the Board.

As this resolution involved connected transactions, three connected Directors abstained from voting. The remaining eight Directors unanimously approved the resolution.

The independent Directors gave independent opinions on the execution of the continuing connected transactions of the Company for the year of 2016.

**12. To approve the “Proposal in relation to the election of new session of the board of directors of Yanzhou Coal Mining Company Limited”, and submit the same to the 2016 Annual General Meeting for discussion and consideration.**

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

It was proposed by the nomination committee of the Board that, Mr. Li Xiyong, Mr. Li Wei, Mr. Wu Xiangqian, Mr. Wu Yuxiang, Mr. Zhao Qingchun and Mr. Guo Dechun were nominated as candidates of the non-independent Directors for the seventh session of the Board, and Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Poon Chiu Kwok and Mr. Qi Anbang were nominated as candidates of the independent Directors for the seventh session of the Board.

The above proposal was agreed by the independent Directors.

The staff Directors for the seventh session of the Board shall be elected by the staff of the Company in the staff representative meeting or by other ways democratically.

For the biographical details of the candidates of non-staff representative for the seventh session of the Board, please refer to the attachment to this announcement.

**13. To approve the “Proposal in relation to the entering into the Financial Services Agreement with Yankuang Group Finance Co., Ltd. (the "Financial Services Agreement")"**

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

- 1) To approve the execution of the Financial Services Agreement by Yanzhou Coal and Yankuang Group Finance Co., Ltd.;
- 2) To approve that the transactions and the cap for the term of the Financial Services Agreement;

As this resolution involved connected transactions, three connected Directors abstained from voting. The remaining eight Directors unanimously approved the resolution.

The independent Directors gave prior approval and independent opinions on the execution of the Financial Services Agreement with Yankuang Group Finance Co., Ltd.

For details, please refer to the announcement of the Company on 31 March 2017 in relation to the continuing connected transactions, which has been posted at 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 in the PRC.

**14. To approve the "Proposal in relation to the Company's compliance with the requirements of non-public issuance of shares", and submit the same to the 2016 Annual General Meeting for discussion and approval**

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

The Company is in compliance with the requirements under the current laws and regulations in relation to the non-public issuance of shares, and possesses the substantive criteria for the non-public issuance of shares.

**15. To approve the "Proposal in relation to the Company's non-public issuance of shares to specific persons", and submit the same to the 2016 Annual General Meeting, the second A Shareholders class meeting and the second H Shareholders class meeting of the Company in 2017 for discussion and approval**

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

The proposal regarding the Company's non-public issuance of shares to specific persons (the "**Issue**") was submitted at the general meeting for approval:

(1) Class and nominal value of shares to be issued

The shares to be issued under the Issue are RMB ordinary shares (A shares) with the nominal value of RMB1.00 per A share.

(2) Method and time of the issue

All new shares under the Issue will be offered to specific investors by way of non-public issuance, which shall be implemented as appropriate within six months from the date of obtaining the approval from China Securities Regulatory Commission (the "**CSRC**") in respect of the Issue.

(3) Issue price and pricing principle

The price determination date of the new shares under the Issue is the first day of the issue period of the Issue. The issue price of the new shares will be no less than 90% of the average trading price per share for the 20 trading days before the price determination date (the calculating formula is as follows: the total trading turnover of the shares for the 20 trading days before the price determination date being divided by the total trading volume of the shares during 20 trading days before the price determination date equals the average trading price per

share for 20 trading days before the price determination date).

The base issue price of the new shares to be issued under the Issue will be adjusted in case of any ex-rights or ex-dividend matters during the period from the price determination date to the date of issue of such shares. After the necessary approvals for the Issue from the CSRC have been obtained and in accordance with the provisions of the relevant laws and regulations and the requirements from the regulatory authorities, the final issue price will be determined by the Board pursuant to the authorization to be granted by the Shareholders in consultation with the sponsor (lead underwriter) and having regard to the offers made by the subscribers.

(4) Number of new A shares to be issued

The Company proposes to issue not more than 647,000,000 new shares (inclusive). The maximum number of new shares to be issued under the Issue will be adjusted in case of ex-rights matters such as distribution of dividends and issue of shares by conversion of capital reserve during the period from the date of the board resolutions approving the Issue to the date of issuance. Within the abovementioned scope, the actual number of new shares to be issued will be determined by the Board pursuant to the authorization to be granted by the Shareholders and in consultation with the sponsor (lead underwriter) and having regard to the market conditions at the time of issue.

(5) Use of proceeds

The amount of gross proceeds from the Issue is expected to be no more than RMB7,000,000,000. The Company intends to use such proceeds (after deducting the expenses for the issuance) for the following purposes:

No.	Intended use of proceeds	Total amount of capital required (USD)	Total amount of capital required (RMB)	Proposed amount of proceeds to be applied (RMB)
1	Acquisition of 100% of the share capital of Coal & Allied Industries Limited	2,450,000,000	17,150,000,000 (Note)	7,000,000,000
Total		2,450,000,000	17,150,000,000	7,000,000,000

Note:

1. The total investment amount for this acquisition will be US\$2.35 or US\$2.45 billion, depending on the payment structure elected by Yancoal Australia Limited (“**Yanocal Australia**”). As at the date of this announcement, the payment structure and the final purchase price have not been determined.
2. The total amount of capital required used in this table is calculated based on US\$2.45 billion using an exchange rate of US\$1.00 = RMB7.00.

The net proceeds will not exceed the amount of capital required by the abovementioned project. In the event that the actual amount of proceeds is less than the amount of capital required by the project, the Company will fund the shortfall with its self-raised funds. In the event that the availability of the proceeds is inconsistent with implementation schedule of the project, the Company may fund the project with other funds according to actual situation in advance, which capital shall then be exchanged with the proceeds when they are available in compliance with the requirements and procedures as prescribed by the relevant laws and regulations.

(6) Lock-up period

The subscribers who subscribe for the new shares under the Issue shall not dispose any of such shares within a period of 12 months from the date of completion of issuance (the “**Lock-up Period**”). The Company will apply for listing of and permission to deal in the new shares under the Issue on the Shanghai Stock Exchange after the expiration of the Lock-up Period.

(7) Arrangement relating to the accumulated undistributed profits

Upon completion of the Issue, holders of the new shares, together with all existing Shareholders, will be entitled to all undistributed profits of the Company accumulated prior to completion of the Issue.

(8) Validity of resolution of the Issue

The resolution regarding the Issue of shares will be valid for 12 months following the approval of the Issue at the Shareholders' meetings.

(9) Place of listing

The new shares to be issued under the Issue will be listed and traded on the Shanghai Stock Exchange upon expiration of the Lock-up Period.

(10) Method of subscription

All new shares to be issued under the Issue shall be subscribed for in cash.

**16. To approve the "Proposal in relation the feasibility analysis report of implementing the use of proceeds of the non-public issuance of RMB ordinary shares of the Company", and submit the same to the 2016 Annual General Meeting for discussion and approval**

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

For details, please refer to the announcement of the Company dated 31 March 2017 in relation to the feasibility analysis report of implementing the use of proceeds of the non-public issuance of RMB ordinary shares, which has been posted at the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the Company.

**17. To approve the “Proposal in relation to proposal of non-public issuance of the A shares of the Company”, and submit the same to the 2016 Annual General Meeting, the second A Shareholders class meeting and the second H Shareholders class meeting of the Company in 2017 for discussion and approval**

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

For details, please refer to the announcement of the Company dated 31 March 2017 in relation to proposal of non-public issuance of the A shares, which has been posted at the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the Company.

**18. To approve the “Proposal in relation to submission to the annual general meeting of the Company to authorize the Board to handle matters relating to the non-public issuance of**

**shares at its full discretion", and submit the same to the 2016 Annual General Meeting for discussion and approval**

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

To submit to the general meeting to authorize the Board to handle the matters relating to the Issue at the Board's full discretion, including but not limited to:

- (1) To amend, adjust and supplement the proposal of the Issue (including but not limited to the target subscribers, number of shares to be issued and issue price etc.) and to make decisions on various matters including but not limited to the timing of the Issue, the opening of a special account for the proceeds, the signing of tripartite agreement with respect to monitoring the savings in the special account for the proceeds, and all other matters related to the Issue in compliance with the laws, regulations and the Articles of Association and in accordance with the requirements of the regulatory authorities and subject to the actual circumstances facing the Company;
- (2) To engage intermediaries to deal with matters relating to the application for the Issue and the listing; to prepare, amend and deliver the application materials relating to the Issue and the listing in accordance with the requests of the regulatory authorities; to communicate with and respond to the regulatory authorities and the other government departments in the review process, and to study and prepare the undertaking and declaration and disclose the relevant information, etc. in relation to the Issue in accordance with the requests of the regulatory authorities;
- (3) To amend, supplement, sign, submit, report and execute all agreements, contracts and documents arising from the Issue, including but not limited to underwriting and sponsor agreements and the agreements for engagement of intermediaries, etc.;
- (4) To adjust or determine the specific arrangements for the use of proceeds in accordance with the actual progress and capital needs of the investment project for the proceeds from the Issue within the scope of the use of proceeds as approved by the Shareholders; to make necessary adjustments to the investment project for the proceeds pursuant to the relevant laws and regulations, the requirements stipulated by the regulatory authorities and the market conditions.
- (5) In the event of any change to the market conditions or the regulatory authorities' policies in relation to non-public issuance of share by listed companies, to authorize the Board to make corresponding adjustments or amendments to specific plans of the Issue and the terms of the conditional share subscription agreement etc., except for matters which should be re-voted by the Shareholders in compliance with the relevant laws, regulations and the Articles of Association;
- (6) To determine, postpone or terminate the implementation of the Issue at its discretion in the event of force majeure or under circumstances which make the Issue impossible to be implemented or, if implementation is possible, may adversely affect the Company or if there is any change to the policies in relation to non-public issuance of shares;
- (7) To amend the relevant provisions of the Articles of Association as appropriate and to deal with matters such as filings with the administration for industry and commerce and the registration for the change in registered capital in accordance with the actual circumstances arising as a result of the Issue;
- (8) To deal with matters such as application for registration, lock-up and listing of the new shares to be issued under the Issue at China Securities Depository and Clearing Co., Ltd



Shanghai Branch and the Shanghai Stock Exchange;

(9) To authorize the Board to deal with other matters related to the Issue; and

(10) The authorization will be effective for a period of 12 months commencing from the date on which it is approved at the annual general meeting.

**19. To approve the "Proposal in relation to dilution of immediate return and return recovery measures upon the non-public issuance of shares of the Company", and submit the same to the 2016 Annual General Meeting for discussion and approval**

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

For details, please refer to the announcement of the Company dated 31 March 2017 in relation to dilution of immediate return and return recovery measures upon the non-public issuance of shares, which has been posted at the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the Company.

**20. To approve "Proposals in relation to certain commitments by the controlling shareholders, Directors and senior management of the Company relating to recovery of immediate return", and submit the same to the 2016 Annual General Meeting for discussion and approval**

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

The following proposals were submitted at the general meeting for approval:

- (1) The controlling shareholders of the Company have made the following undertakings regarding recovery of immediate return:
  - (i) To undertake not to intervene the operation and management activities of the Company or unlawfully occupy the Company's interests.
  - (ii) To undertake to make supplemental commitments according to the latest regulations of the CSRC if such new regulations regarding return recovery measures and the commitments introduced by the CSRC cause the above commitments unable to satisfy the regulatory requirements from the day of making this commitment until the completion of the non-public issuance.
- (2) The Directors and senior management of the Company have made the following undertakings regarding recovery of immediate return:
  - (i) To undertake not to transfer benefits to other entities or individuals with no payment or under unfair terms and shall not damage the Company's interests in any other ways.
  - (ii) To undertake to constrain the duty-related consumption behavior.
  - (iii) To undertake not to use the Company's assets for investments and consumption activities unrelated to the performance of my duties.

- (iv) To undertake to ensure that remuneration system formulated by the Board or the remuneration committee is in line with implementation of the return recovery measures of the Company.
- (v) To undertake to support the vesting conditions of share incentive formulated by the Company to be in line with implementation of the return recovery measures of the Company if the Company is to make such share incentive plan in the future.
- (vi) To undertake to perform the return recovery measures formulated by the Company as well as any commitment made by them for such return recovery measures. If failing to perform the commitment and causing losses to the Company or the investors, the Directors and senior management will be liable for indemnifying the Company or the investors for their losses.
- (vii) To undertake to make supplemental undertakings according to the latest regulations of the CSRC if such new regulations regarding return recovery measures and the commitments introduced by the CSRC cause the above undertakings unable to satisfy the regulatory requirements from the day of providing this undertaking until the completion of the non-public issuance.

**21. To approve the "Proposal in relation to the discussion and review of provision of impairment for assets"**

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

The provision of impairment for assets of RMB326.9 million to Inner Mongolia Xintai Coal Mining Co., Ltd was approved and confirmed, resulting in a decrease in the Company's net profits attributable to the shareholders of the parent company of RMB326.9 million.

The above proposal was agreed by the independent Directors.

**22. To approve the "Proposal for the provision of financial guarantees to the Company's subsidiaries and provision of guarantees in relation to daily operations by Yancoal Australia and its subsidiaries to subsidiaries of the Company in Australia (the "Australian Subsidiaries")", and submit the same to the 2016 Annual General Meeting for discussion and consideration**

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

The following proposals were submitted at the general meeting for approval:

- 1) to approve the provision of financial guarantee(s) of an aggregate amount not exceeding US\$4 billion by the Company to its wholly-owned subsidiaries and controlled subsidiaries;
- 2) to approve the provision of guarantees by Yancoal Australia and its subsidiaries for an amount not exceeding AUD900 million to the Australian Subsidiaries for their daily operations;
- 3) to approve and authorize the chairman of the Board to deal with matters in relation to the

aforesaid financial guarantees in accordance with the relevant laws, regulations and rules, such matters include but are not limited to the following:

- (1) to determine the appropriate wholly-owned or controlled subsidiaries which will be provided with the guarantees based on their financing needs;
- (2) to determine the exact terms and conditions of the guarantee agreements, which include but are not limited to the amount, term, scope and method of guarantee; and executing the guarantee agreement(s) involved and other relevant legal documents; and
- (3) to deal with the filing and reporting of documents and information in respect of the guarantee(s) and other relevant matters.
- (4) that the aforementioned authorization shall become valid after it is approved by the shareholders at the 2016 annual general meeting until the date of convening of the next annual general meeting of the Company, except where the circumstances require the person(s) so authorized to exercise his powers after the expiry of the term of authorization in relation to any contracts, agreements or decisions regarding the financial guarantees that have been made within the term of authorization.

The independent Directors gave independent opinions on the proposal in relation to the provision of financial guarantees to the Company's subsidiaries and provision of guarantees in relation to daily operations by Yancoal Australia and its subsidiaries to Australian Subsidiaries.

For details, please refer to the announcement of the Company dated 31 March 2017 in relation to the provision of financial guarantees to the Company's subsidiaries and provision of guarantees in relation to daily operations by Yancoal Australia and its subsidiaries to the Australian Subsidiaries. The announcement has been posted on the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the Company, and/or China Securities Journal and Shanghai Securities News in the PRC.

**23. To approve the “Proposal to authorize the Company to carry out domestic and overseas financing businesses”, and submit the same to 2016 Annual General Meeting for discussion and consideration**

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

The following proposals were submitted at the general meeting for approval:

- 1) to approve the Company or controlled subsidiaries to carry out financing activities of aggregate amount not exceeding the equivalent of RMB80 billion and to determine the financing currency and methods based on merits of market conditions, which are restricted to the following financing methods only: bank loans, corporate bonds, medium-term notes, short-term bonds, perpetual bonds, perpetual renewable medium-term notes, private placement bonds, operating lease, financing lease, asset securitization, asset-backed notes, transfer of right of return over asset

financing, private placement of industry funds, acceptance of insurance, the equity investment and bonds investment in the controlled subsidiaries by the subsidiaries of the trust and public offering funds.

2) to authorize the chairman of the Board to, in accordance with the relevant laws and regulations, as well as the opinions and suggestions of the regulatory authorities, deal with all matters in respect of the financing businesses, which include but not limited to the following matters:

(i) in light of the Company's and specific market circumstances, and according to the relevant laws and rules and the requirements of regulatory authority to develop and adjust specific plan in relation to such financing activities, including but not limited to the determination of suitable entity to carry out the financing activities, the amounts, methods, term and other matters related to financing activities;

(ii) to determine the engagement of intermediaries and to sign and implement all agreements and documents in respect of the financing activities and disclose the relevant information;

(iii) to deal with the reporting, registration, approval of materials and other relevant matters in respect of the financing activities necessary provided to domestic and overseas regulatory authorities;

(iv) the aforementioned authorization shall become valid after the proposal is approved by the Shareholders at the annual general meeting until the date of convening of the next annual general meeting of the Company, except where the circumstances require the person(s) so authorized to exercise his powers after the expiry of the term of authorization in relation to any contracts, agreements or decisions regarding the financial guarantees that have been made within the term of authorization.

**24. To approve the "Proposal regarding the general mandate authorizing the Board to issue additional H shares", and submit the same to the 2016 Annual General Meeting for discussion and consideration**

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

The proposal that the Board be authorized to decide as to whether the Company would issue additional H shares for not exceeding 20% of the total amount of existing issued H shares at the appropriate timing was submitted at the general meeting for approval.

The relevant period commences from the date when the proposal is approved by the annual general meeting until whichever is the earliest of:

1) the conclusion of 2017 annual general meeting of the Company upon passing of this proposal;

2) the expiration of the 12 months upon the passing of this proposal; or

3) the time when such mandate is revoked or varied by special resolution of the Shareholders in any general meeting of the Company.

**25. To approve the “Proposal in relation to the general mandate to be granted to the Board to repurchase H shares”, and submit the same to the 2016 Annual General Meeting, the 2017 second A Shareholders’ class meeting and the 2017 second H Shareholders’ class meeting for discussion and consideration**

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

The following proposals were submitted at the general meeting for approval:

- 1) It was proposed that the Board be authorized to decide as to whether it would repurchase H shares not exceeding 10% of the total amount of existing issued H shares as at the date of passing the relevant resolution during the relevant period.

The relevant period commences from the date when the proposal is approved by the annual general meeting until whichever is the earliest of :

- (i) the conclusion of 2017 annual general meeting of the Company upon passing of this proposal;
- (ii) the expiration of the 12 months upon the passing of this proposal;
- (iii) the time when such mandate is revoked or varied by special resolution of the holders of the H shares or A shares of the Company in their respective class meetings.

- 2) Any one Director be authorized to act on behalf of the Board to make timely decision about the specific matters of the repurchase of H shares after the Board has been granted the general mandate to repurchase up to 10% of the total issued H shares, and carry out the relevant approval and disclosure procedures, including but not limited to, determinate the timing, quantity and price of the repurchase and open overseas securities account and carry out the corresponding change of foreign exchange registration procedures, dispatch explanation documents to shareholders regarding the repurchase of H shares, inform creditors and make public announcement, file with the CSRC, cancel the shares repurchased, decrease the registered capital, amend the Articles of Association, and carry out the corresponding change of registration procedures and execute and handle other documents and matters related to the repurchase.

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

Zoucheng, Shandong Province, the PRC  
31 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. Guojun, and the independent non-executive directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Qi Anbang.*

## Attachment:

### Biographical Details of the Non-Staff Representative Candidates of the Seventh Session of the Board

Mr. Li Xiyong, born in October 1963, a research fellow in applied engineering technology with an EMBA degree, is the chairman of the Company and chairman and secretary of the party committee of Yankuang Group Company Limited ("**Yankuang Group**"). Mr. Li commenced his career in the year of 1981. He was appointed as the head of Huafeng Coal Mine of Xinwen Mining Group Co., Ltd. ("**Xinwen Group**") in May 2001. In June 2006, he was appointed as the deputy general manager of Xinwen Group. In May 2010, he was appointed as the chairman and secretary of the party committee of Xinwen Group. In March 2011, he was appointed as the vice chairman of Shandong Energy Group Co., Ltd. and the chairman and secretary of the party committee of Xinwen Group. In July 2013, he was appointed as the director, general manager and deputy secretary of the party committee of Yankuang Group. In February 2015, he was appointed as the chairman and secretary of party committee of Yankuang Group. In September 2013, he was appointed as the chairman of the Company. Mr. Li graduated from Shandong University of Science and Technology and Nankai University.

Mr. Li Wei, born in September 1966, is a research fellow in engineering technique applications with a doctor degree in engineering. He is the general manager of Yankuang Group. Mr. Li joined the predecessor of the Company in 1988. He was appointed as the deputy head of Baodian Coal Mine of Yankuang Group in December 1996. He was appointed as the head of the reorganization division of the strategic resources development department of Yankuang Group in May 2002. He was appointed as the chairman, the secretary of the Party committee and the general manager of Yankuang Xilin Nenghua Company Limited in September 2002. He presided over the comprehensive Party work of Baodian Coal Mine since March 2004. He was appointed as the head and deputy secretary of the Party committee of Baodian Coal Mine in September 2004. In August 2007, he was appointed as the head and deputy secretary of the Party committee of Nantun Coal Mine. In August 2009, he was appointed as the deputy chief engineer and deputy head of the safety and supervision bureau of Yankuang Group. In April 2010, he was appointed as the deputy general manager and head of the safety and supervision bureau of Yankuang Group. In May 2015, he was appointed as a director, the general manager and the deputy secretary of the Party committee of Yankuang Group. In December 2015, he was the general manager of Yankuang Group. In June 2016, he was the vice chairman of the Company. Mr. Li graduated from Shangdong Institute of Mining and Technology and the University of Science and Technology Beijing.

Mr. Wu Xiangqian, born in February 1966, a research fellow in applied engineering technology and a doctor of engineering, is a Director and a general manager of the Company. Wu joined the predecessor Company in 1988. In 2003, he was appointed as a deputy head of Jining No.3 Coal Mine of the Company. In 2004, Mr. Wu was appointed as the deputy head and chief engineer of Jining No.3 Coal Mine. In 2006, he was appointed as the head of Jining No.3 Coal Mine. In March 2014, he was promoted as the chairman and general manager of Yanzhou Coal Ordos Neng Hua Co., Ltd. ("**Ordos Neng Hua**") and chairman of Inner Mongolia Haosheng Coal Mining Co., Ltd. In May 2014, he was appointed as a Director of the Company. In January 2016, he was appointed as the general manager of the Company. Mr. Wu graduated from Shandong University of Science and Technology and China University of Mining.

Mr. Wu Yuxiang, born in January 1962, a senior accountant with a master's degree, is a Director of the Company. Mr. Wu joined the predecessor of the Company in 1981. Mr. Wu was appointed as the director of the Finance Department of the Company in 1997, and was appointed as the chief financial officer and the Director of the Company in 2002. He was appointed as the deputy chief accountant of Yankuang Group in January 2016. Mr. Wu graduated from the Party School of Shandong Provincial Communist Committee.

Mr. Zhao Qingchun, born in March 1968, is a senior accountant with an EMBA degree. He is the director and chief financial officer of the Company. Mr. Zhao joined the predecessor of the

Company in 1989 and was appointed as the chief accountant of the finance department of the Company in 2002. He was appointed as the head of the finance and plan department of the Company in 2006. He was appointed as the vice chief financial officer and the head of the finance department of the Company in March 2011. In March 2014, he was appointed as the assistant general manager and the head of finance management department of the Company. He was appointed as the chief financial officer of the Company in January 2016. In June 2016, he became the Director of the Company. Mr. Zhao graduated from Nankai University.

Mr. Guo Dechun, born in February 1962, is a senior engineer with a master degree in engineering. Mr. Guo is the director of the Company. Mr. Guo joined the predecessor of the Company in 1987. He was appointed as the head of the safety and supervision department of Dongtan Coal Mine in January 2000. He was appointed as the deputy head of Dongtan Coal Mine in June 2002. He was appointed as the deputy head and chief engineer of Baodian Coal Mine in August 2008. He was the deputy head of Baodian Coal Mine in September 2009. He was appointed as the head and deputy secretary of the Party committee of Yangcun Coal Mine in April 2010. He was appointed as the head and deputy secretary of the Party committee of Dongtan Coal Mine in January 2014. In December 2015, he was appointed as the chairman, general manager, deputy secretary of the Party committee of Ordos Neng Hua Company Limited, the chairman of Inner Mongolia Haosheng Coal Mining Company Limited, and the chairman, general manager, secretary of the Party committee of Yanzhou Coal Yulin Neng Hua Company Limited. In June 2016, he became the Director of the Company. Mr. Guo graduated from China University of Mining and Technology.

Mr. Kong Xiangguo, born in June 1955, is a professor-level senior engineer, national registered consulting engineer, national registered mining engineer, who enjoys allowance of the state council. Mr. Kong now serves as the director of Transportation Technology Department of Survey and Engineering Commission of China Coal Construction Association, the director of CCTEG Xi'an Research Institute, the member of the thirteenth session of CPPCC. Mr. Kong had been the chairman and the vice secretary of party committee of CCTEG Nanjing Engineering Co., Ltd., and he was awarded with Excellent President of National Survey and Engineering Institute, Ten Best Modern Management Entrepreneur among national survey and engineering industry and many other honors. Mr. Kong was appointed as the Independent Director of the Company on March 2017. Mr. Kong graduated from Shandong University of Science and Technology.

Mr. Jia Shaohua, born in December 1950, doctor of economics, a researcher, Mr. Jia is currently the director of Tax Education Institute of the Central University of Finance and Economics, a member of Academic Research of the Chinese Tax Institute, a member of education committee of the Chinese Certified Tax Agents Association and vice president of the China Society for Finance and Tax Law, an executive member of the Chinese Enterprise Financial Tax Management Association, the consultant of the China Society for Tax Education and China Society for Tax Planning, as well as the graduate advisor of the Central University of Finance and Economics, the Graduate School of Chinese Academy of Social Sciences, the Graduate School of Research Institute of Ministry of Finance, PRC. Mr. Jia was previously the director of the Finance Department in Ningxia Autonomous Region, the deputy general manager of Hainan Commercial Group Company, the deputy director of Jiangxi and Hainan Provincial Office, SAT, the dean of Tax Leadership Academy of the State Administration of Taxation, and the editor-in-chief of the China Taxation Publisher etc. Mr. Jia has rich experience in accounting & tax and completed over a number of key research subjects at national and provincial level. In 1996, Mr. Jia was awarded "Expert of Excellence with outstanding contribution" in terms of Enterprise Operation and Management by People's Government of Hainan Province. He was awarded "Expert of Excellence with outstanding contribution" in the field of tax research and teaching by the State Council and enjoys the special allowance from the State Council. Mr. Jia is also the independent director of Harbin Electric Corporation Jiamusi Electric Machine Co., Ltd., JA Solar Holdings Co., Ltd., Zhuhai Letong Chemical Co., Ltd. and Haima Automobile Group Co., Ltd. Mr. Jia was appointed as the independent Director of the Company in May 2014. Mr. Jia graduated from the Graduate School of Chinese Academy of Social Sciences.



Mr. Poon Chiu Kwok, born in April 1962, was awarded a bachelor degree in laws, a bachelor degree in commerce and a master degree in international accounting. Mr. Poon is a fellow member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries and a member of its Technical Advisory Group and Professional Development Committee, a senior member and invited mentor of Hong Kong Securities and Investment Institute. Mr. Poon currently serves as an executive director, vice president and company secretary of Huabao International Holdings Limited (stock code: 336), a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Poon has extensive experience in areas of regulatory compliance, corporate finance, corporate governance of listed companies and management. He served as the independent non-executive directors in CSSC Offshore & Marine Engineering (Group) Company Limited (listed in the Stock Exchange with stock code: 317) from May 2011 to May 2014 and Ningbo Port Company Limited (listed in Shanghai Stock Exchange with stock code: 601018) from April 2008 to May 2014. Currently, Mr. Poon also serves as an independent non-executive director of several public companies listed on the Stock Exchange, including Sunac China Holdings Limited (stock code: 1918), Sany Heavy Equipment International Holdings Company Limited (stock code: 631), AUX International Holdings Limited (stock code: 2080), Changan Minsheng APLL Logistics Co., Ltd (stock code: 1292), Greentown Service Group Company Limited (stock code: 3900), Tonly Electronics Holdings Limited (stock code: 1249), Tus International Limited (stock code: 872), Yuanda China Holdings Limited (stock code: 2789) and Jinchuan Group International Resources Co. Ltd (stock code: 2362). Mr. Poon graduated from the University of London.

Mr. Qi Anbang, born in February 1952, is a doctor, professor, doctoral tutor in management. He is currently the head of the master of project management center, the head of the modern project management research center and the deputy head of the MBA center of Nankai University. He is mainly involved in research work on business management, project management, investment project evaluation, and techno-economic analysis, etc. He has completed several national and provincial research projects of the nation and the Ministry of Education and obtained a series of research awards including Project Excellence (PE) Awards of 2009 of International Project Management Association and Tianjin Municipal Social Science Excellent Achievement Award, etc. He also serves as the chairman of the research committee of International Project Management Association, the vice chairman of Project Management Research Committee China, the vice chairman of the research committee of the China Association for Information Systems, a member of the expert committee of China Engineering Cost Association, and a management advisor for Tianjin Municipal Government, etc. In June 2016, Mr. Qi became the independent director of the Company. Mr. Qi graduated from Nankai University.