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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)

PROPOSED CHANGE OF DIRECTORS AND SUPERVISORS

Proposed Change of Directors

The resolution on nomination of directors (the "**Directors**") of Yanzhou Coal Mining Company Limited (the "**Company**") for the seventh session of the board of Directors (the "**Board**") was considered and approved at the thirtieth meeting of the sixth session of the Board held on 31 March 2017. It was agreed that Mr. Li Xiyong, Mr. Li Wei, Mr. Wu Xiangqian, Mr. Wu Yuxiang, Mr. Zhao Qingchun and Mr. Guo Dechun were nominated as candidates for 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 for independent Directors for the seventh session of the Board, and decided to submit this proposal to the 2016 annual general meeting of the Company for consideration and approval.

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

The Board hereby announces that, Mr. Wang Xiaojun will cease to act as independent non-executive Director, member of Audit Committee and Remuneration Committee and chairman of Nomination Committee of the Board due to expiration of the term of service of the sixth session of the Board with effect from the conclusion of the 2016 annual general meeting of the Company.

Mr. Wang Xiaojun confirms that there is no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the "**Shareholders**").

The Board further announces that, Mr. Poon Chiu Kwok is proposed to be appointed as independent non-executive Director with the term of service being the same as the seventh session of the Board till the date of the conclusion of the general meeting for the election of the members of the eighth session of the Board. Such appointment will

be subject to the approval by the Shareholders at the 2016 annual general meeting of the Company.

The biographical details of Mr. Poon Chiu Kwok are as follows:

Mr. Poon Chiu Kwok, born in April 1962, was awarded a bachelor degree in laws, a bachelor degree in commerce and a master's 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.

For the biographical details of other director candidates, please refer to the board resolution announcement of the Company issued on 31 March 2017.

Subject to the Shareholders' approval for their respective appointments, each of the above proposed Directors will enter into a service contract with the Company commencing from the conclusion of the 2016 annual general meeting of the Company till the date of the conclusion of the general meeting for the election of the members of the eighth session of the Board.

As far as the Directors are aware and save as disclosed above, Mr. Poon Chiu Kwok: (i) does not presently, and did not in the last 3 years, hold any other position in the Company or any of its subsidiaries; (ii) has not held any other directorship in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) has no other major appointment or professional qualification; (iv) does not have any other relationship with any Director, senior management or substantial or controlling shareholder; and (v) does not have, or is deemed to have, any interests in any shares or underlying shares within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**").

The remuneration of Mr. Poon Chiu Kwok will be determined at the general meeting of the Company with reference to his duties, responsibilities, experience and the prevailing market conditions.

The term of office of the Directors of the seventh session of the Board is three years.

Save as disclosed above, the Board is not aware of any other matter in relation to the proposed appointment of Mr. Poon Chiu Kwok which is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”) and any other matter that needs to be brought to the attention of the Shareholders.

Proposed Change of Supervisors

The resolution on nomination of supervisors of the Company (the “**Supervisors**”) for the seventh session of the supervisory committee of the Company (the “**Supervisory Committee**”) was considered and approved at the fifteen meeting of the sixth session of the Supervisory Committee on 31 March 2017. It was agreed that Mr. Gu Shisheng, and Mr. Zhou Hong, Mr. Meng Qingjian and Mr. Zhang Ning were nominated as the candidates for non-staff Supervisors of the seventh session of the Supervisory Committee, and decided to submit this resolution to the 2016 annual general meeting of the Company for consideration and approval.

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

The Company announces that, Mr. Zhang Shengdong and Mr. Xue Zhongyong will cease to act as the Supervisors due to expiration of the term of service of the sixth session of the Supervisory Committee with effect from the conclusion of the 2016 annual general meeting of the Company.

Each of Mr. Zhang Shengdong and Mr. Xue Zhongyong confirms that there is no disagreement between him and the Supervisory Committee and the Board, and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Company announces that, Mr. Zhou Hong and Mr. Zhang Ning are proposed to be appointed as the Supervisors with the term of service being the same as the seventh session of the Supervisory Committee till the date of the conclusion of the general meeting for the election of the members of the eighth session of the Supervisory Committee. Such appointments will be subject to the approval by the Shareholders at the 2016 annual general meeting of the Company.

The biographical details of Mr. Zhou Hong are as follows:

Mr. Zhou Hong, born in May 1970, a university graduate and a holder of the bachelor's degree of economics. Mr. Zhou is qualified senior accountant, senior economist and Tier 1 human resources manager. Mr. Zhou joined the predecessor of the Company in 1994. He served as the chief economist of the human resources

department of Yankuang Group Company Limited ("**Yankuang Group**") in August 2006, the deputy head of the human resources department of Yankuang Group in August 2009, the head of the human resources department of Yankuang Group in June 2012, the head of the operation and management department of Yankuang Group in March 2014, the head of the organizational department of Party Committee (Human Resources Department) in November 2015, the staff supervisor of Yankuang Group in December 2015 and the assistant of general manager of Yankuang Group in June 2016. Mr. Zhou graduated from China Coal Economics Institute.

The biographical details of Mr. Zhang Ning are as follows:

Mr. Zhang Ning, born in October 1968, is a senior accountant and international financial manager with an EMBA degree. Mr. Zhang joined the predecessor of the Company in 1991. He served as the accountant in the financial department of Yankuang Group in September 2006, the deputy head of the financial department of Yankuang Group in July 2008, the assistant director of second division of China Development Bank Corporation Shandong Branch in August 2011 and the deputy head of financial management department of Yankuang Group in June 2012. He was appointed as the head of the audit and risk management department of Yankuang Group in January 2016. Mr. Zhang graduated from Tianjin University of Finance and Economics.

For the biographical details of the other supervisor candidates, please refer to the supervisory committee resolution announcement of the Company issued on 31 March 2017.

As far as the Directors are aware and save as disclosed above, Mr. Zhou Hong and Mr. Zhang Ning: (i) do not presently, and did not in the last 3 years, hold any other position in the Company or any of its subsidiaries; (ii) have not held any other directorship in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) have no other major appointment or professional qualification; (iv) do not have any other relationship with any Director, senior management or substantial or controlling shareholder; and (v) do not have, or are deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhou Hong and Mr. Zhang Ning will not receive any remuneration for the duties performed as Supervisors of the Company during their term of services.

The term of office of the Supervisors of the seventh session of the Supervisory Committee is three years.

Save as disclosed above, the Board is not aware of any other matter in relation to the proposed appointments of Mr. Zhou Hong and Mr. Zhang Ning which are required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

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.