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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 THIRTY-THIRD 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 thirty-third meeting of the sixth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (“**Yanzhou Coal**” or the “**Company**”) was dispatched on 16 June 2017 by way of written notice or e-mail. The meeting was held on 20 June 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, administrative regulations, departmental rules, regulatory documents, and the articles of association of the Company.

II. PROPOSALS AT THE BOARD MEETING

The following resolution was passed at the meeting:

1. To approve the “Proposal for signing supplemental agreement of the acquisition of share capital of Coal & Allied by Yancoal Australia Limited”;

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

1. To approve Yancoal Australia Limited (“**Yancoal Australia**”) to set the consideration for the acquisition (the “**Acquisition**”) of Coal & Allied (“**C&A**”) at USD2.45 billion payable at the

date of completion (the "**Completion**") of the Acquisition, and to negotiate and determine the relevant terms to revise the sale and purchase agreement (the "**SPA**") with respect of the Acquisition with relevant parties of the transaction;

2. To approve Yancoal Australia to negotiate relevant matters including aforementioned matters with relevant parties, and to sign any supplemental agreement or other related documents in this respect;
3. To approve to submit the supplemental agreement and other related documents as well as the SPA to a general meeting of the Company for consideration;
4. To approve the financial assistance arrangement made by Yankuang Group Corporation Limited in respect of the Acquisition; and
5. To authorise any of the directors of the Company to decide the aforementioned matters without material change to such matters, and to make any reasonable arrangements to approve or disclose the matter pursuant to the requirements of relevant stock exchanges.

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

Zoucheng, Shandong Province, the PRC
20 June 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.