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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 2016 ANNUAL GENERAL MEETING

The AGM was held on 29 June 2017. All the resolutions (except for resolutions No. 10 to 17 withdrawn by the announcement dated 20 June 2017) set out in the Notice of AGM dated 8 May 2017 were duly passed.

The Company will distribute a final dividend of RMB0.12 per Share (tax inclusive) for the year ended 2016 to all Shareholders.

The annual general meeting of Yanzhou Coal Mining Company Limited (the “**Company**”) for the year 2016 (the “**AGM**”) was convened at the headquarter of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the People's Republic of China (“**PRC**”) at 9:00 a.m. on Thursday, 29 June 2017. All the resolutions (except for resolutions No. 10 to 17 withdrawn by the announcement dated 20 June 2017) set out in the notice of AGM dated 8 May 2017 (“**Notice of AGM**”) were duly passed at the AGM. The convening of the AGM 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 of the Company (the “**Articles of Association**”). The procedures and results of voting at the AGM were valid and effective.

I. CONVENING AND ATTENDANCE OF THE AGM

1. Time of the convening of the AGM: 29 June 2017

2. Venue of the convening of the AGM: 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 AGM and number of Shares:

1. Number of Shareholders/proxies attending the AGM	121
Including: number of Shareholders/proxies of A Shares	120
number of Shareholders/proxies of H shares	1
2. Number of Shares carrying voting rights represented	3,416,660,315
Including: number of Shares carrying voting rights held by holders of A Shares	2,638,469,334
number of Shares carrying voting rights held by holders of H Shares	778,190,981
3. Percentage of Shares carrying voting rights held by the holders attending the AGM among the total Shares carrying voting rights (%)	69.557190
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 (%)	53.714592
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 (%)	15.842598

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 AGM was convened by the board (the "**Board**") of directors of the Company (the "**Directors**"). The AGM was chaired by Mr. Li Wei, vice chairman of the Board. The voting method of the AGM was onsite voting combined with internet voting. The convening of the AGM 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 ("**Supervisors**") and the secretary of the Board
 - 1) The Company has 11 Directors. 7 Directors attended the AGM. Mr. Li Xiyong, the chairman of the Board, Mr. Wu Yuxiang and Mr. Guo Jun, the Directors, and Mr. Qi Anbang, the independent Director, did not attend the AGM due to work commitment.
 - 2) The Company has 6 Supervisors. 4 Supervisors attended the AGM. Mr. Zhang Shengdong, the chairman of the supervisory committee and Mr. Xue Zhongyong, the Supervisor, did not attend the AGM due to work commitment.
 - 3) Mr. Jin Qingbin, the secretary of the Board, Mr. Liu Jian and Mr. Zhao Honggang, the deputy general managers, and Mr. Wang Fuqi, the chief engineer, attended the meeting.

II. RESOLUTIONS CONSIDERED AND PASSED

All resolutions set out in the Notice of AGM were considered and voted on by way of poll at the AGM. The 2016 working report of the independent Directors were also debriefed in the AGM and such report did not require voting.

Resolutions No. 1 to No. 9 and No. 22 to No. 24 were ordinary resolutions. All the ordinary resolutions (resolution No. 10 to 15 were withdrawn, please refer to the announcement dated 20 June 2017) have been approved by more than 50% of the Shares carrying voting rights held by the Shareholders and proxies who attended the AGM. Resolutions No. 18 to No. 21 were special resolutions and all the special resolutions (resolutions No. 16 to 17 were withdrawn, please refer to the announcement dated 20 June 2017) were approved by more than two-third of the Shares carrying voting rights held by the Shareholders and proxies who attended the AGM.

Resolutions No. 8 and No. 9 were in relation to connected transactions. Yankuang Group Corporation Limited (“**Yankuang Group**”), which directly and indirectly held 2,780,000,000 Shares as at the date of the AGM, has a material interest in these resolutions and has abstained from voting on such resolutions. Save as disclosed above, no other Shareholders was required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting at the AGM.

There was no Shares entitling the Shareholder to attend and abstain from voting in favor of any resolutions pursuant to Rule 13.40 of the Listing Rules at the AGM.

Details of the resolutions were set out in the Notice of AGM and the circular of the Company dated 2 June 2017, which were published on the websites of the Hong Kong Stock Exchange and the Company.

1. Resolutions with non-cumulative voting

- 1) Resolution: To consider and approve the working report of the Board for the year ended 31 December 2016

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,674,682	99.704577	0	0.000000	7,794,652	0.295423
H Share	777,840,981	99.955024	0	0.000000	350,000	0.044976

Total	3,408,515,663	99.761619	0	0.000000	8,144,652	0.238381
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- 2) Resolution: To consider and approve the working report of the Supervisory Committee for the year ended 31 December 2016

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,674,682	99.704577	0	0.000000	7,794,652	0.295423
H Share	777,840,981	99.955024	0	0.000000	350,000	0.044976
Total	3,408,515,663	99.761619	0	0.000000	8,144,652	0.238381

- 3) Resolution: To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2016

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,674,682	99.704577	0	0.000000	7,794,652	0.295423
H Share	777,840,981	99.955024	0	0.000000	350,000	0.044976
Total	3,408,515,663	99.761619	0	0.000000	8,144,652	0.238381

- 4) Resolution: To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2016 and to authorize the Board to distribute an aggregate cash dividend of RMB589.4 million (tax inclusive), equivalent to RMB0.12 (tax inclusive) per Share to the Shareholders

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,674,682	99.704577	0	0.000000	7,794,652	0.295423
H Share	778,190,981	100.000000	0	0.000000	0	0.000000
Total	3,408,865,663	99.771863	0	0.000000	7,794,652	0.228137

- 5) Resolution: To consider and approve the remuneration of the Directors and Supervisors for the year ending 31 December 2017

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,443,282	99.695807	231,400	0.008770	7,794,652	0.295423
H Share	766,990,221	98.560667	10,896,760	1.400268	304,000	0.039065
Total	3,397,433,503	99.437263	11,128,160	0.325703	8,098,652	0.237034

- 6) Resolution: To consider and approve the renewal of the liability insurance of Directors, Supervisors and senior officers

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,674,182	99.704558	500	0.000019	7,794,652	0.295423
H Share	777,840,981	99.955024	0	0.000000	350,000	0.044976
Total	3,408,515,163	99.761605	500	0.000014	8,144,652	0.238381

- 7) Resolution: To consider and approve the appointment and remuneration of external auditing firm for the year 2017

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,674,182	99.704558	500	0.000019	7,794,652	0.295423
H Share	777,174,981	99.869441	1,016,000	0.130559	0	0.000000
Total	3,407,849,163	99.742112	1,016,500	0.029751	7,794,652	0.228137

- 8) Resolution: To consider and approve the acquisition of 65% equity interest in Yankuang Group Finance Co., Ltd.

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	38,232,234	99.383665	7,700	0.020016	229,400	0.596319
H Share	403,978,878	51.912562	374,212,103	48.087438	0	0.000000
Total	442,211,112	54.148721	374,219,803	45.823189	229,400	0.028090

- 9) Resolution: To consider and approve the entering into the Finance Services Agreement of Yankuang Group Finance Co., Ltd. with Yankuang Group Company Limited and to approve the continuing connected transactions contemplated under the agreement and their annual caps

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	38,232,234	99.383665	237,100	0.616335	0	0.000000
H Share	405,507,585	52.109006	372,683,396	47.890994	0	0.000000
Total	443,739,819	54.335911	372,920,496	45.664089	0	0.000000

Resolutions No. 10 to 17 have been withdrawn. Please refer to the announcement of the Company dated 20 June 2017 for more details.

- 18) Resolution: To consider and approve the Proposal in relation to the provision of financial guarantees to the Company's subsidiaries and granting of authorization to Yancoal Australia and its subsidiaries to provide guarantees for the daily operation of the subsidiaries of the Company in Australia

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,437,582	99.695590	237,100	0.008987	7,794,652	0.295423
H Share	416,188,170	53.481495	362,002,811	46.518505	0	0.000000
Total	3,046,625,752	89.169700	362,239,911	10.602163	7,794,652	0.228137

- 19) Resolution: To consider and approve the Proposal to authorize the Company to carry out domestic and overseas financing businesses

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,630,674,682	99.704577	0	0.000000	7,794,652	0.295423
H Share	730,195,107	93.832379	17,185,271	2.208361	30,810,603	3.959260
Total	3,360,869,789	98.367104	17,185,271	0.502984	38,605,255	1.129912

- 20) Resolution: To consider and approve the Proposal regarding the general mandate authorizing the Board to issue H 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	2,630,418,082	99.694851	256,600	0.009726	7,794,652	0.295423
H Share	294,137,823	37.797640	484,053,140	62.202358	18	0.000002
Total	2,924,555,905	85.596917	484,309,740	14.174946	7,794,670	0.228137

- 21) Resolution: To consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H 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	2,630,674,682	99.704577	0	0.000000	7,794,652	0.295423
H Share	777,886,963	99.960933	0	0.000000	304,018	0.039067
Total	3,408,561,645	99.762965	0	0.000000	8,098,670	0.237035

2. Resolutions with cumulative voting

- 22) Resolution: To consider and approve the appointments of non-independent Directors

No.	Resolution	No. of votes (Shares)	Percentage of votes carrying voting rights (%)	Passed or not
22.01	Li Xiyong	3,377,534,230	98.854844	Yes
22.02	Li Wei	3,391,320,216	99.258337	Yes
22.03	Wu Xiangqian	3,391,320,222	99.258337	Yes
22.04	Wu Yuxiang	3,391,320,216	99.258337	Yes
22.05	Zhao Qingchun	3,389,109,216	99.193625	Yes
22.06	Guo Dechun	3,360,509,631	98.356562	Yes

- 23) Resolution: To consider and approve the appointments of independent Directors

No.	Resolution	No. of votes (Shares)	Percentage of votes carrying voting rights (%)	Passed or not
23.01	Kong Xiangguo	3,393,586,882	99.324679	Yes
23.02	Jia Shaohua	3,390,856,180	99.244756	Yes

23.03	Poon Chiu Kwok	3,038,431,893	88.929879	Yes
23.04	Qi Anbang	3,382,292,886	98.994122	Yes

- 24) Resolution: To consider and approve the appointments of non-employee representative Supervisors

No.	Resolution	No. of votes (Shares)	Percentage of votes carrying voting rights (%)	Passed or not
24.01	Gu Shisheng	3,386,140,025	99.106722	Yes
24.02	Zhou Hong	3,357,854,937	98.278864	Yes
24.03	Meng Qingjian	3,386,140,021	99.106721	Yes
24.04	Zhang Ning	3,357,854,937	98.278864	Yes

3. Classified voting results in relation to profit distribution in the PRC

According to the relevant regulatory requirements in the PRC, classified voting was required for the approval of the resolution in relation to the profit distribution plan of the Company for the year ended 31 December 2016. The classified voting results of the holders of A Shares are as follows:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Shareholders holding more than 5% ordinary Shares	2,600,000,000	100.0000	0	0.0000	0	0.0000
Shareholders holding more than 1% and less than 5% ordinary Shares	0	0.0000	0	0.0000	0	0.0000
Shareholders holding less than 1% ordinary Shares	30,674,682	79.7380	0	0.0000	7,794,652	20.2620
Among which: Shareholders holding ordinary Shares with market value being less than RMB500,000	884,781	85.0239	0	0.0000	155,845	14.9761
Shareholders	29,789,901	79.5910	0	0.0000	7,638,807	20.4090

holding ordinary Shares with market value more than RMB500,000						
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4. Voting results by holders of A Shares holding less than 5% on material matters

According to the relevant regulatory requirements in the PRC, individual disclosure of voting results of the holders of A Shares holding less than 5% of the Shares is required for resolutions No. 4, 5, 7, 8, 9 and 18:

No.	Resolution	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
4	To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2016 and to authorize the Board to distribute an aggregate cash dividend of RMB589.4 million (tax inclusive), equivalent to RMB0.12 (tax inclusive) per Share to the Shareholders	30,674,682	79.7380	0	0.0000	7,794,652	20.2620
5	To consider and approve the remuneration of the Directors and Supervisors for the year ending 31 December 2017	30,443,282	79.1364	231,400	0.6015	7,794,652	20.2621
7	To consider and approve the appointment and remuneration of external auditing firm for the year 2017	30,674,182	79.7367	500	0.0012	7,794,652	20.2621

8	To consider and approve the acquisition of 65% equity interest in Yankuang Group Finance Co., Ltd.	38,232,234	99.3836	7,700	0.0200	229,400	0.5964
9	To consider and approve the entering into the Finance Services Agreement of Yankuang Group Finance Co., Ltd. with Yankuang Group Company Limited and to approve the continuing connected transactions contemplated under the agreement and their annual caps	38,232,234	99.3836	237,100	0.6164	0	0.0000
18	To consider and approve the Proposal in relation to the provision of financial guarantees to the Company's subsidiaries and granting of authorization to Yancoal Australia and its subsidiaries to provide guarantees for the daily operation of the subsidiaries of the Company in Australia	30,437,582	79.1216	237,100	0.6163	7,794,652	20.2621

III. PRESENCE OF SCRUTINEERS AND LAWYERS

1. Scrutineers

Pursuant to the Listing Rules, Hong Kong Registrars Limited was appointed as the scrutineer inspecting the vote-taking at the AGM on site.

2. Law firm which witnessed the AGM: Beijing office of King & Wood Mallesons

Mr. Han Jie and Mr. Sun Yong from Beijing office of King & Wood Mallesons witnessed the AGM.

3. Legal opinion of the witnessing lawyers

The convening of the AGM held by the Company was in compliance with the relevant laws, regulations and rules of the PRC, such as the Company Law of the PRC, the Securities Law of the PRC, the Rules for Shareholders Meetings and the requirements under the Articles of Association. The eligibilities of the attendees and the convener of the AGM were valid and effective. The procedures and results of voting at the AGM were valid and effective.

IV. DISTRIBUTION OF FINAL DIVIDEND

1. Target for Distribution

Pursuant to resolution No. 4 of the AGM and as approved at the AGM, the Board will distribute a final dividend for the year 2016 to:

- 1) holders of the Company's A Shares; and
- 2) holders of the Company's overseas-listed foreign invested Shares (in the form of H Shares) whose names appear on the H Share register of members of the Company at the close of business on Thursday, 13 July 2017.

To determine the identity of the Shareholders entitled to receive the final dividend, the Company's register of members of H Shares will be closed from Thursday, 6 July 2017 to Thursday, 13 July 2017 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Hong Kong Registrars Limited, at Room 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 5 July 2017.

The Company will determine the country of residence of the individual H Shareholders based on the registered addresses as recorded in the Company's register of members of H Shares at the close of business on Thursday, 13 July 2017 and will accordingly withhold and pay the individual income tax. If the actual residence of any individual H Shareholder differs from the registered address, such individual H Shareholder shall attend in person with relevant supporting documents to the H Share registrar of the Company, Hong Kong Registrars Limited, at Room 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong before the close of business on Wednesday, 5 July 2017 to prove his/her residence status. If the individual H Shareholders fail to provide the relevant supporting

documents to the H Share registrar within the time period stated above, the Company will determine the country of residence of the individual H Shareholders based on the recorded registered addresses on the Company's register of members of H Shares at the close of business on Thursday, 13 July 2017.

2. Details of distribution of dividend:

- 1) A final dividend of RMB0.12 per Share (tax inclusive) shall be distributed to the Shareholders entitled to such dividend.
- 2) Pursuant to the Articles of Association, dividend payable to the Shareholders shall be declared in Renminbi. Dividend payable to holders of the Company's A Shares shall be paid in Renminbi while dividend payable to holders of the Company's H Shares shall be paid in Hong Kong dollars (except to the individual or enterprise investors in the PRC investing in the H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect). The following formula shall apply to the dividend payable in Hong Kong dollars:

Hong Kong dollar for dividend	Dividend per share in RMB
per share =	Average closing exchange rates of RMB to Hong Kong
(Renminbi to Hong Kong dollar)	dollar as announced by the Bank of China for the five working days prior to the announcement of payment of

For the purpose of calculating the Hong Kong dollar equivalent to the amount of dividends payable per H share of the Company, the average closing exchange rates for Renminbi to Hong Kong dollar as announced by Bank of China for the 5 working days prior to the announcement of payment of final dividend is RMB0.8746 = HK\$1.00. Accordingly, the amount of dividends which will be payable to the holders of H shares of the Company is HK\$0.1372 per H share of the Company (tax inclusive).

- 3) The Company will appoint Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the **"Receiving Agent"**) and will pay the Receiving Agent the final dividend declared in respect of the Company's H Shares (except to investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange (the **"Southbound Trading"**)), which will be held on trust pending payment to the holders of such Shares. Such final dividend will be paid by the Receiving Agent on or before Tuesday, 29 August 2017 and will be dispatched by Hong Kong Registrars Limited to the holders of H Shares who are entitled to receive the same by ordinary post at the risk of the holders of H Shares.

- 4) Details regarding the distribution of dividend for holders of the Company's A Shares will be announced separately in the PRC.

3. Matters in relation to withholding and payment of income tax

1) For investors of H Shares (except for investors of Southbound Trading)

i) Withholding and payment of enterprise income tax for non-resident enterprise shareholders

According to the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008 and other relevant rules and regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% before distributing the 2016 final dividend to non-resident enterprise shareholders as appearing on the H share register of members of the Company. Any shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

ii) Withholding and payment of individual income tax for individual foreign shareholders

The Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend. If the applicable tax rate of the country (region) of domicile of individual holders as appeared on the Company's register of members of H Shares is less than 10% under tax treaty, such individual holders must submit to the H Share Registrar at or before 4:30 p.m. on Wednesday, 5 July 2017 a written authorization and relevant application documents. The Company will forward such application documents to the applicable tax authorities for approval. After receiving such approval, the Company will, for and on behalf of such

individual holders, effect the preferential treatments in accordance with the relevant tax treaty and pursuant to the relevant regulations promulgated by the PRC tax authorities.

- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of final dividend.

2) For investors of Southbound Trading

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into “the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading” (港股通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and the “Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect” (關於深港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2016] No. 127) jointly issued by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission, for dividends to be paid to the individual investors in the PRC from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends to be paid to securities investment funds in the PRC from investing in shares

listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Company will not withhold and pay the income tax of dividends for enterprise investors in the PRC and those domestic enterprise investors shall report and pay the relevant tax themselves.

3) For investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares.

The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the withholding and payment of tax.

Shareholders’ attention should be drawn to the contents of this announcement. The Company recommends individual H Shareholders, who have any questions on the above, to consult their taxation advisors for advice on the PRC, Hong Kong and other tax implications with respect to their holding and disposing of H Shares.

V. DOCUMENTS FOR INSPECTION

1. Resolutions of the AGM, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting; and

2. Legal opinions in respect of the AGM issued by the witnessing lawyers, signed by the director lawyer of such law firm and stamped with company chop.

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

Zoucheng, Shandong Province, the PRC
29 June 2017

As at the date of this announcement, the Directors 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 non-executive Directors are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Poon Chiu Kwok and Mr. Qi Anbang.