

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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 ("PRC") with limited liability)*

**(Stock Code: 1171)**

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT  
THE FIRST MEETING OF THE SEVENTH 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.

Notice of the first meeting of the seventh session of the board of directors (the "**Board**") of Yanzhou Coal Mining Company Limited ("**Yanzhou Coal**" or the "**Company**") was dispatched on 23 June 2017 by way of written notice or e-mail. The meeting was held on 29 June 2017 at the headquarters of the Company in Zoucheng City, Shandong Province, the People's Republic of China in the combined method of on the spot and 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.

The eleven Directors present at the meeting unanimously agreed and passed the following resolutions:

**1. To approve the "Proposal in Relation to the Election of Chairman of the Board of Yanzhou Coal Mining Company Limited";**

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

Mr. Li Xiyong has been elected as Chairman of the seventh session of the Board.

**2. To approve the "Proposal in Relation to the Election of Vice Chairman of the Board of Yanzhou Coal Mining Company Limited";**

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

Mr. Li Wei has been elected as Vice Chairman of the seventh session of the Board.

**3. To approve the “Proposal in Relation to the Establishment of the Seventh Session of Audit Committee of the Board of Yanzhou Coal Mining Company Limited”;**

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

The seventh session of Audit Committee of the Board of the Company has been established, and the members of the Audit Committee are Mr. Jia Shaohua, Mr. Kong Xiangguo, Mr. Poon Chiu Kwok, Mr. Qi Anbang and Mr. Guo Jun. Mr. Jia Shaohua serves as the of the Audit Committee.

The Auditing & Risk Department of the Company is the administrative body of the Audit Committee.

**4. To approve the “Proposal in Relation to the Establishment of the Seventh Session of Remuneration Committee of the Board of Yanzhou Coal Mining Company Limited”;**

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

The seventh session of Remuneration Committee of the Board of the Company has been established, and the members of the Remuneration Committee are Mr. Qi Anbang, Mr. Poon Chiu Kwok and Mr. Guo Jun. Mr. Qi Anbang serves as the Chairman of the Remuneration Committee.

The Human Resources Department of the Company is the administrative body of the Remuneration Committee.

**5. To approve the “Proposal in Relation to the Establishment of the Seventh Session of Nomination Committee of the Board of Yanzhou Coal Mining Company Limited”;**

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

The seventh session of Nomination Committee of the Board of the Company has been established, and the members of the Nomination Committee are Mr. Poon Chiu Kwok, Mr. Li Xiyong and Mr. Kong Xiangguo. Mr. Poon Chiu Kwok serves as the Chairman of the Nomination Committee.

The Human Resources Department of the Company is the administrative body of the Nomination Committee.

**6. To approve the “Proposal in Relation to the Establishment of the Seventh Session of Strategy and Development Committee of the Board of Yanzhou Coal Mining Company Limited”;**

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

The seventh session of Strategy and Development Committee of the Board of the Company has been established, and the members of the Strategy and Development Committee are Mr. Li Xiyong, Mr. Li Wei, Mr. Wu Xiangqian and Mr. Qi Anbang. Mr. Li Xiyong serves as the Chairman of the Strategy and Development Committee.

The Planning and Development Department of the Company is the administrative body of the Strategy and Development Committee.

**7. To approve the “Proposal in Relation to the Appointment of the General Manager of Yanzhou Coal Mining Company Limited”;**

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

According to the nomination of the Chairman of the Board , Mr. Wu Xiangqian has been appointed as the General Manager of the Company.

This was agreed by the independent directors of the Company.

**8. To approve the “Proposal in Relation to the Appointment of Senior Management such as the Deputy General Managers of Yanzhou Coal Mining Company Limited”;**

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

According to the nomination of the General Manager, Mr. Liu Jian, Mr. Zhao Honggang and Mr. He Jing have been appointed as the Deputy General Managers; Mr. Wang Fuqi has been appointed as the Chief Engineer; and Mr. Zhao Qingchun has been appointed as the Chief Financial Officer.

This was agreed by the independent directors of the Company.

Please refer to Appendix I for the biographies of the senior management who are not directors.

**9. To approve the “Proposal in Relation to the Appointment of the Secretary of the Board of Yanzhou Coal Mining Company Limited and the Company Secretary”;**

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

According to the nomination of the Chairman of the Board, Mr. Jin Qingbin has been appointed as the Secretary of the Board of the Company and the Company Secretary. Ms. Leung Wing Han Sharon has been appointed as the joint Company Secretary.

This was agreed by the independent directors of the Company.

Please refer to Appendix II for the biographies of the Secretary of the Board and the Company Secretary. .

**10. To approve the “Proposal in Relation to the Appointment of the Authorized Representatives of Yanzhou Coal Mining Company Limited”;**

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

Mr. Zhao Qingchun and Mr. Jin Qingbin have been appointed as the Authorized Representatives of the Company to be the contact persons for communications between the Company and the Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”), and the Authorized Representatives of the ESS system of the Hong Kong Stock Exchange to deal with relevant issues of the Company in relation to the ESS system.

**11. To approve the “Proposal in Relation to the Appointment of Securities Affairs Representative of Yanzhou Coal Mining Company Limited”;**

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

Mr. Pan Shutian has been appointed as the Securities Affairs Representative of the Company.

Please refer to Appendix III for the biography of the Securities Affairs Representative.

**12. To approve the “Proposal in relation to the Company’s compliance with the conditions of non-public offering of shares”, and submit the same to the 2017 second extraordinary general meeting for discussion and approval.**

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

The Company complies with the provisions of the existing laws and regulations on non-public offering of shares, and satisfies the substantive conditions of non-public offering of shares.

**13. To approve the “Proposal in relation to Plan of non-public issuance of the A shares of the Company (Second Amendment)”, and submit the same to the 2017 second extraordinary general meeting, the 2017 third A shareholders' class meeting and the 2017 third H shareholders' class meeting of the Company for discussion and approval.**

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

For more relevant details, please refer to the announcement in relation to the second amendment to the proposal of non-public issuance of the A shares of the Company dated 29 June 2017, the Plan of non-public issuance of the A shares of the Company (Second Amendment), which were published on the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company, and/or China Securities Journal and Shanghai Securities News.

**14. 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 (Second Amendment)”, and submit the same to the 2017 second extraordinary general meeting for discussion and approval.**

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

For more relevant details, please refer to 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 (Second Amendment) dated 29 June 2017, which was published on the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

**15. To approve the “Proposal in relation to submission to the 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 2017 second extraordinary 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.

**16. To approve the “Proposal in relation to the dilution of immediate return and return recovery measures upon the non-public issuance of shares of the Company”, and submit the same to the 2017 second extraordinary 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 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.

**17. 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 2017 second extraordinary 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 duties.
  - (iv) To undertake to ensure that the remuneration system formulated by the Board or the remuneration committee is in line with the 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 the 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.

For more relevant details, please refer to the explanatory announcement in relation to certain commitments by the controlling shareholders, directors and senior management of the Company relating to the recovery of immediate return regarding the non-public issuance of shares dated 31 March 2017, which was published on the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

**18. To approve the "Proposal in relation to the Company's non-public issuance of shares to specific persons", and submit the same to the 2017 second extraordinary general meeting, the 2017 third A shareholders' class meeting and the 2017 third H shareholders' class meeting of the Company 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 to 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 when 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 apply the net 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	7,000,000,000
<b>Total</b>		<b>2,450,000,000</b>	<b>17,150,000,000</b>	<b>7,000,000,000</b>

*Note: The calculation of the total investment amount of capital required for the project in the table above is based on the exchange rate of US\$1.00 = RMB7.00.*

The net proceeds from the Issue 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 of 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 the listing of and the 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 the 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.

**19. To approve the “Proposal in relation to the non-necessity for the Company to prepare a report for the usage of funds in the previous fund-raising” and submit the same to the 2017 second extraordinary general meeting of the Company for discussion and approval.**

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

For more relevant details, please refer to the explanatory announcement in relation to the non-necessity for the Company to prepare a report for the usage of funds in the previous fund-raising dated 29 June 2017, which was published on the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

**20. To decide to hold 2017 second extraordinary general meeting, 2017 third A shareholders’ class meeting and 2017 third H shareholders’ class meeting of Yanzhou Coal Mining Company Limited.**

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

By order of the Board  
**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 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. Poon Chiu Kwok and Mr. Qi Anbang.*

## Appendix I:

### **Yanzhou Coal Mining Company Limited Biographies of the Senior Management who are not Directors**

Mr. Liu Jian, born in February 1969, a research fellow in applied engineering technology and a master of engineering, is the deputy general manager of the Company. Mr. Liu joined the Company's predecessor in 1992 and was appointed as the deputy head of Dongtan Coal Mine of the Company. He was appointed as the head of Jining No.3 Coal Mine and the head of Dongtan Coal Mine of the Company in 2014 and January 2016, respectively. In December 2016, he was appointed as the deputy general manager of the Company. Mr. Liu graduated from Shandong Mining Institute.

Mr. Wang Fuqi, born in May 1964, a research fellow in applied engineering technology with EMBA degree and master of engineering, serves as the chief engineer of the Company. Mr. Wang joined the Company's predecessor in 1985. In 2000, he was appointed as the chief engineer of Production and Technology Division of Yankuang Group. In 2002, he served as the director of Production and Technique Department of the Company. In 2003, he was appointed as the deputy chief engineer of the Company and director of Production and Technique Department of the Company. In March 2014, he served as the chief engineer of the Company. Mr. Wang graduated from Northeastern University and Nankai University.

Mr. Zhao Honggang, born in November 1965, a research fellow in applied engineering technology and master of engineering, serves as the deputy general manager of the Company. Mr. Zhao joined the Company's predecessor Company in 1987 and served as the deputy head of Dongtan Coal Mine of the Company in March 2006. In March 2009, he was appointed as the director of Electromechanical Department. In December 2013, he was appointed as the chairman and general manager of Shandong Huaju Energy Co., Ltd. In December 2014, he was appointed as the deputy general manager of the Company. Mr. Zhao graduated from Shandong University of Science and Technology.

Mr. He Jing, born in June 1970, a senior economist and the deputy general manager of the Company. Mr. He joined Yankuang Group Company Limited in 1992. In 2013, he was appointed as the deputy director of Human Resources Department of Yankuang Group. In 2014, he was appointed as the deputy director of Operation Management Department of Yankuang Group. In 2015, he was appointed as the deputy chief of Supply Services Centre of the Company and in 2016, he was appointed as the chief of Supply Services Centre of the Company. In June 2017, he was appointed as the deputy general manager and the chief of Sales Services Centre of the Company. Mr. He graduated from Shandon Institute of Business and Technology (formerly known as China Coal Economic College).

## Appendix II:

### **Yanzhou Coal Mining Company Limited Biographies of the Secretary of the Board and the Company Secretary**

Mr. Jin Qingbin, born in November 1977, a senior accountant, a senior economist and MBA, serves as the secretary to the Board of the Company. Mr. Jin joined the Company in 1998 and was appointed as the vice director and the director of the secretary office of the Board of the Company successively. He obtained the qualification of board secretary for listed companies in Shanghai Stock Exchange in November 2008, and the securities affairs representative of the Company in November 2013. In March 2016, he was appointed as the secretary of the Board of the Company. Mr. Jin graduated from Missouri State University.

Ms. Leung Wing Han Sharon is a president of SW Corporate Services Group Limited. Ms. Leung has more than 10 years of finance, accounting and company secretary experience. She holds a bachelor's degree in business administration majoring in accounting, a bachelor's degree majoring in law and a master's degree in international corporate and finance law. Ms. Leung is a senior member of the Hong Kong Institute of Chartered Secretaries, a senior member of the Institute of Chartered Secretaries and Administrators in the United Kingdom, a senior member of the Association of Chartered Certified Accountants in the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants. In March 2016, Mr. Leung was appointed as a joint company secretary of the Company.

Appendix III:

**Yanzhou Coal Mining Company Limited**  
**Biography of the Securities Affairs Representative**

Mr. Pan Shutian, born in May 1975, a senior economist and MBA, has been working in the Secretary Office of the Board on matters relating to corporate governance, operational compliance, information disclosure and capital operation since 2006. In March 2016, he was appointed as the securities affairs representative of the Company. Mr. Pan obtained the qualification of board secretary in 2009, and also holds the qualifications of internationally registered internal auditor, independent director, securities practitioner and accounting practitioner. Mr. Pan graduated from Hebei University of Technology.