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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 2017SECOND EXTRAORDINARY GENERAL MEETING**

The 2017 second extraordinary general meeting of the Company was held at 9:00 a.m. on 25 August 2017. All the resolutions set out in the Notice of EGM dated 30 June 2017 were duly passed.

The second extraordinary general meeting of Yanzhou Coal Mining Company Limited (the “**Company**”) for the year 2017 (the “**EGM**”) was convened at the headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 25 August 2017. All the resolutions set out in the notice of the EGM dated 30 June 2017 (the “**Notice of EGM**”) were duly passed at the EGM. Details of the resolutions were set out in the Notice of EGM and the circular of the Company dated 2 June 2017 as supplemented by the supplementary circular of the Company dated 30 June 2017 (together, the “**Circulars**”), which were published at the websites of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Company. The convening of the EGM 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 EGM were valid and effective.

I. CONVENING AND ATTENDANCE OF THE EGM

1. Time of the EGM: 9:00 a.m. on Friday, 25 August 2017

2. Venue of the EGM: Headquarters 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 EGM and number of Shares:

1. Number of Shareholder(s)/proxy(ies) attending the EGM	11
Including: number of Shareholder(s)/proxy(ies) of A Shares	10
number of Shareholder(s)/proxy(ies) of H shares	1
2. Number of Shares carrying voting rights represented by the Shareholder(s) attending the EGM	3,333,337,981
Including: number of Shares carrying voting rights held by holder(s) of A Shares	2,600,546,565
number of Shares carrying voting rights held by holder(s) of H Shares	732,791,416
3. Percentage of Shares carrying voting rights held by the holder(s) attending the EGM among the total Shares carrying voting rights (%)	67.860894
Including: percentage of A Shares carrying voting rights held by holder(s) of A Shares among the total number of Shares carrying voting rights of the Company (%)	52.942551
percentage of H Shares carrying voting rights held by holder(s) of H Shares among the total number of Shares carrying voting rights of the Company (%)	14.918343

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 EGM was convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company and chaired by Mr. Li Xiyong, the chairman of the Board. The voting method of the EGM was onsite voting combined with online voting. The convening of the EGM was in compliance with the Company Law of the PRC and the relevant requirements under the Articles of Association.

5. Attendance of the Directors, the supervisors of the Company and the secretary to the Board
 - 1) The Company has 11 Directors. 10 Directors attended the EGM. Mr. Qi Anbang, an independent Director, did not attend the EGM due to work commitment.
 - 2) The Company has 6 supervisors. 5 supervisors attended the EGM. Mr. Meng Qingji did not attend the EGM due to work commitment.
 - 3) Mr. Jin Qingbin, the secretary to the Board, Mr. Liu Jian, Mr. Zhao Honggang and Mr. He Jing, the deputy general managers of the Company, as well as Mr. Wang Fuqi, the chief engineer of the Company, attended the EGM.

II. RESOLUTIONS CONSIDERED AND PASSED

All the resolutions set out in the Notice of EGM were considered and passed by way of poll at the EGM.

Resolutions No.1 to No.7 were ordinary resolutions. All ordinary resolutions have been approved by more than 50% of the Shares carrying voting rights held by the Shareholders and proxies who attended the EGM. Resolutions No.8 and No.9 were special resolutions and approved by more than two-third of the Shares carrying voting rights held by the Shareholders and proxies who attended the EGM.

There were no Shares entitling the Shareholder to attend and abstain from voting in favor of any resolution pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) at the EGM. No Shareholder was required under the Listing Rules to abstain from voting at the EGM. The number of Shares entitling the holder to attend and vote on the resolutions at the EGM was 4,912,016,000.

Details of the resolutions were set out in the Notice of EGM and the Circular, which were published at the websites of the Hong Kong Stock Exchange and the Company.

Resolutions with non-cumulative voting

1. Ordinary Resolution: Proposal in relation to the acquisition of the share capital of Coal & Allied Industries Limited by Yancoal Australia 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	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,931,877	97.835736	5,922,850	0.808259	9,936,689	1.356005
Total	3,317,249,042	99.517333	5,922,850	0.177685	10,166,089	0.304982

2. Ordinary Resolution: Proposal in relation to the Company’s compliance with the conditions of non-public issuance of shares

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of	Percentage	Number of	Percentage	Number of	Percentage

	Shares	(%)	Shares	(%)	Shares	(%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

3. Ordinary Resolution: Proposal to consider and approve the “Feasibility Analysis Report on the Use of Proceeds of the Non-public Issuance of RMB Ordinary Shares of Yanzhou Coal Mining Company Limited in 2017 (Second Amendment)”

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	726,575,606	99.151763	6,152,850	0.839645	62,960	0.008592
Total	3,326,892,771	99.806644	6,152,850	0.184585	292,360	0.008771

4. Ordinary Resolution: Proposal in relation to submission to the general meeting of the Company to authorize the Board to deal with matters relating to the non-public issuance of shares at its discretion

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	726,575,606	99.151763	6,152,850	0.839645	62,960	0.008592
Total	3,326,892,771	99.806644	6,152,850	0.184585	292,360	0.008771

5. Ordinary Resolution: Proposal in relation to dilution of immediate return and return recovery measures upon the non-public issuance of shares of the Company in 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	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592

Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771
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6. Ordinary Resolution: Proposal in relation to certain commitments by the controlling shareholders, directors and senior management of the Company relating to recovery of immediate return

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	726,575,606	99.151763	6,152,850	0.839645	62,960	0.008592
Total	3,326,892,771	99.806644	6,152,850	0.184585	292,360	0.008771

7. Ordinary Resolution: Proposal in relation to the non-necessity for the Company to prepare a report for the previous fund-raising

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	726,575,606	99.151763	6,152,850	0.839645	62,960	0.008592
Total	3,326,892,771	99.806644	6,152,850	0.184585	292,360	0.008771

8. Special Resolution: Proposal in relation to the Company's non-public issuance of shares to specific persons

8.01 Resolution: Class and nominal value of shares to be issued

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.02 Resolution: Method and time of the issue

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.03 Resolution: Issue price and pricing principle

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.04 Resolution: Number of new shares to be issued

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.05 Resolution: Use of proceeds

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	726,575,606	99.151763	6,152,850	0.839645	62,960	0.008592

Total	3,326,892,771	99.806644	6,152,850	0.184585	292,360	0.008771
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8.06 Resolution: Lock-up period

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.07 Resolution: Arrangement relating to the accumulated undistributed profits

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.08 Resolution: Validity of resolution of the issue

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.09 Resolution: Place of listing

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)

A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

8.10 Resolution: Method of subscription

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

9. Special Resolution: Proposal to consider and approve the “Proposal of Non-public Issuance of A Shares of Yanzhou Coal Mining Company Limited in 2017 (Second Amendment)”

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,600,317,165	99.991179	0	0.000000	229,400	0.008821
H Share	716,701,877	97.804349	16,026,579	2.187059	62,960	0.008592
Total	3,317,019,042	99.510433	16,026,579	0.480796	292,360	0.008771

III. PRESENCE OF SCRUTINEERS AND LAWYER

1. Scrutineers

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

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

Lawyers: Han Jie, Sun Yong

Lawyers from Beijing office of King & Wood Mallesons witnessed the EGM.

3. Legal opinion of the witnessing lawyers

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

IV. DOCUMENTS FOR INSPECTION

1. Resolutions of the EGM, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting;
2. Legal opinions in respect of the EGM issued by the witnessing lawyers, signed by the director of the relevant law firm and stamped with the firm's chop; and
3. Other documents as required by the Hong Kong Stock Exchange.

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

Zoucheng, Shandong Province, the PRC
25 August 2017

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Li Wei, Mr. WuXiangqian, Mr. Wu Yuxiang, Mr. GuoDechun, Mr. Zhao Qingchun and Mr. Guo Jun, and the independent nonexecutive directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Poon Chiu Kwok and Mr. Qi Anbang.