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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 IN RELATION TO
THE RESOLUTIONS PASSED AT THE 2017 THIRD CLASS MEETING OF THE
HOLDERS OF A SHARES AND
THE RESOLUTIONS PASSED AT THE 2017 THIRD CLASS MEETING OF THE
HOLDERS OF H SHARES**

The 2017 third class meeting of the holders of A shares of the Company and the 2017 third class meeting of the holders of H shares of the Company were held at 11:00 a.m. and 11:30 a.m., respectively, on 25 August 2017. All the resolutions set out in the Notice of 2017 Third Class Meeting of the Holders of A Shares and the Notice of 2017 Third Class Meeting of the Holders of H Shares dated 30 June 2017 were duly passed.

The 2017 third class meeting of the holders of A shares (the “**A Shareholders’ Class Meeting**”) and the 2017 third class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) (collectively, the “**Shareholders’ Class Meetings**”) were held by Yanzhou Coal Mining Company Limited (the “**Company**”) at the headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the Peoples’ Republic of China (“**PRC**”) at 11:00 a.m. and 11:30 a.m., respectively, on 25 August 2017 (Friday) and all the resolutions set out in the Notice of 2017 Third Class Meeting of the Holders of A Shares and the Notice of 2017 Third Class Meeting of the Holders of H Shares dated 30 June 2017 were duly passed. Details of the resolutions were set out in the notices of Shareholders’ Class Meetings 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 Shareholders’ Class Meetings were in compliance with relevant laws, regulations and rules of the PRC, such as the Company Law of the PRC and the requirements of the articles of association of the Company (the “**Articles of Association**”). The procedures and results of voting at the Shareholders’ Class Meetings were valid and effective.

I. CONVENING AND ATTENDANCE OF THE SHAREHOLDERS’ CLASS MEETINGS

1. Date of the Shareholders’ Class Meetings: 25 August 2017
2. Venue of the Shareholders’ Class Meetings: Headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, PRC
3. Shareholders holding ordinary shares who attended the A Shareholders’ Class Meeting

and the number of shares:

1)	Number of shareholder(s) and proxy(ies) attending the A Shareholders' Class Meeting	10
2)	Number of shares carrying voting rights held by the shareholder(s) attending the A Shareholders' Class Meeting	2,600,546,565
3)	Percentage of the shares carrying voting rights held by the shareholder(s) attending the A Shareholders' Class Meeting among the total number of shares carrying voting rights of the Company (%)	87.856303

Shareholders holding ordinary shares who attended the H Shareholders' Class Meeting and the number of shares:

1)	Number of shareholder(s) and proxy(ies) attending the H Shareholders' Class Meeting	1
2)	Number of shares carrying voting rights held by the shareholder(s) attending the H Shareholders' Class Meeting	734,901,416
3)	Percentage of the shares carrying voting rights held by the shareholder(s) attending the H Shareholders' Class Meeting among the total number of shares carrying voting rights of the Company (%)	37.648330

4. Voting method in compliance with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The Shareholders' Class Meetings were both convened by the board (the "**Board**") of directors (the "**Directors**") of the Company. Mr. Li Xiyong, the chairman of the Board, acted as the chairman at the Shareholders' Class Meetings. The voting method of the A Shareholders' Class Meeting was on-site voting combined with online voting. The voting method of the H Shareholders' Class Meeting was on-site voting. The convening of the Shareholders' Class Meetings 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 Shareholders' Class Meetings. Mr. Qi Anbang, an independent Director, did not attend the Shareholders' Class Meetings due to work commitment.
 - 2) The Company has 6 supervisors. 5 supervisors attended the Shareholders' Class Meetings. Mr. Meng Qingjian, the supervisor of the Company, did not attend the Shareholders' Class Meetings 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 Shareholders' Class Meetings.

II. RESOLUTIONS CONSIDERED AND PASSED

1. Resolutions with non-cumulative voting at the A Shareholder's Class Meeting

- 1) Resolution: Proposal in relation to the Company's non-public issuance of shares to specific persons

1.01) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.02) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.03) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.04) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.05) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.06) Resolution: Lockup 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.07) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.08) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.09) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

1.10) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

A Share	2,600,546,565	100.000000	0	0.000000	0	0.000000
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- 2) 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	2,600,546,565	100.000000	0	0.000000	0	0.000000

2. Resolutions with non-cumulative voting at the H Shareholders’ Class Meeting

- 1) Resolution: Proposal in relation to the Company’s non-public issuance of shares to specific persons

- 1.01) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

- 1.02) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

- 1.03) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

- 1.04) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

1.05) 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 (%)
H Share	734,348,566	99.924772	552,850	0.075228	0	0.000000

1.06) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

1.07) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

1.08) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

1.09) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

1.10) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

2) 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 (%)
H Share	724,474,837	98.581228	10,426,579	1.418772	0	0.000000

3. Explanation on the poll results

The resolutions above were all special resolutions and were approved by more than two-thirds of the shares of the Company carrying voting rights held by the shareholders and proxies who attended the relevant Shareholders’ Class Meetings.

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 Shareholders’ Class Meetings. No shareholder was required under the Listing Rules to abstain from voting at the Shareholders’ Class Meetings.

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 Shareholders’ Class Meetings on site.

2. Law firm which witnessed the Shareholders' Class Meetings: Beijing office of King & Wood Mallesons

Lawyers: Han Jie, Sun Yong

Lawyers from Beijing office of King & Wood Mallesons witnessed the Shareholders' Class Meetings.

3. Legal opinion of the witnessing lawyers

The convening of the 2017 third A Shareholders' Class Meeting and the 2017 third H Shareholders' Class Meeting held by the Company were 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 Shareholders' Class Meetings were valid and effective. The voting procedures and results of the Shareholders' Class Meetings were valid and effective.

IV. DOCUMENTS FOR INSPECTION

1. Resolutions of the Shareholders' Class Meetings, signed and confirmed (and stamped with the chop of the Board) by the Directors and the meeting recorder(s) attending the meetings;
2. Legal opinions 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
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. Wu Xiangqian, Mr. Wu Yuxiang, Mr. Guo Dechun, Mr. Zhao Qingchun 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.