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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 ("PRC") with limited liability)*  
**(Stock Code: 1171)**

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT  
THE FOURTH 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 fourth meeting (the "**Meeting**") of the seventh session of the board of directors (the "**Board**") of Yanzhou Coal Mining Company Limited (the "**Company**") was despatched on 22 September 2017 by way of written notice or email. On 26 September 2017, the Meeting was held at the headquarters of the Company in Zoucheng City, Shandong Province, the PRC by telecommunications. Eleven directors of the Company (the "**Directors**") were required to attend the Meeting and all of them were present. The Meeting complied with the requirements of the relevant laws such as the Company Law of the PRC, administrative regulations, departmental rules and the articles of association of the Company.

The following resolution was passed unanimously by the eleven Directors present at the Meeting:

**To approve the "Proposal in relation to the discussion and consideration of the acquisition of 28.898% equity interest in Warkworth Joint Venture by Yancoal Australia Limited"**

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

1. To approve Yancoal Australia Limited ("**Yancoal Australia**") to exercise the call option in Warkworth Joint Venture, i.e., to acquire 28.898% interest in Warkworth Joint Venture at a consideration of US\$230 million (the "**Transaction**");
2. To approve Yancoal Australia to sign the "Asset Sale Agreement - Warkworth Joint Venture" and other transaction documents with Mitsubishi Development Pty Ltd;

3. To authorize any one of the directors of the Company to make decisions and necessary adjustments to the aforementioned relevant matters on behalf of the Board without material changes to such matters, and to make reasonable arrangements for the approval and disclosure issues in accordance with the regulatory requirements in the places where the Company is listed.

This proposal is involved with connected transaction matter. Independent Directors have issued their prior approval opinion and independent opinion on the Transaction.

For details of the Transaction, please refer to the connected transaction announcement of the Company dated 26 September 2017 in relation to the acquisition of equity interest in Warkworth by controlling subsidiary, which was published on the websites of the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company and/or the China Securities Journal and the Shanghai Securities News.

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

Zoucheng, Shandong Province, the PRC  
26 September 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 of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Poon Chiu Kwok and Mr. Qi Anbang.*