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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 2017THIRD EXTRAORDINARY GENERAL MEETING**

The 2017 third extraordinary general meeting of the Company was held at 9:00 a.m. on 27 November 2017. All the resolutions set out in the Notice of EGM dated 13 October 2017 were duly passed.

The third 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 Monday, 27 November 2017. All the resolutions set out in the notice of the EGM dated 13 October 2017 (the “**Notice of EGM**”) were duly passed at the EGM. Details of the resolutions were set out in the Notice of EGM, the board resolution announcement of the Company dated 25 August 2017, the announcement dated 28 August 2017 in relation to proposed amendments to the Articles of Association of the Company (the “**Articles of Association**”), the board resolution announcement dated 13 October 2017 and the announcement dated 13 October 2017 in relation to proposed appointment of independent director (together, the “**Announcements**”), 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. 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 Monday, 27 November 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 Shareholders/proxies attending the EGM	70
Including: number of Shareholders/proxies of A Shares	69
number of Shareholders/proxies of H shares	1
2. Number of Shares carrying voting rights represented by the Shareholders attending the EGM	3,386,645,096

Including: number of Shares carrying voting rights held by holders of A Shares	2,625,277,687
number of Shares carrying voting rights held by holders of H Shares	761,367,409
3. Percentage of Shares carrying voting rights held by the holders attending the EGM among the total Shares carrying voting rights (%)	68.946133
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 (%)	53.446033
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 (%)	15.500100

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 Wei, the vice 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. 9 Directors attended the EGM. Mr. Li Xiyong, Mr. Jia Shaohua, Directors of the Company, did not attend the EGM due to work commitment.
 - 2) The Company has 6 supervisors. 4 supervisors attended the EGM. Mr. Gu Shisheng and Mr. Zhou Hong, supervisors of the Company, did not attend the EGM due to work commitment.
 - 3) Mr. Jin Qingbin, the secretary to the Board, Mr. Liu Jian, Mr. He Jing and Mr. Zhao Honggang, deputy general managers of the Company, as well as Mr. Wang Fuqi, 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.

Resolution No. 1 was a special resolution and has been approved by more than two-thirds of the Shares carrying voting rights held by the Shareholders and proxies who attended the EGM. Resolution No. 2 was an ordinary resolution and has been approved by more than 50% 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 are set out in the Notice of EGM and the Announcements, which have been published at the websites of the Hong Kong Stock Exchange and the Company.

Resolution with non-cumulative voting

1. Special Resolution: Proposal in relation to the amendments to the Articles of Association of Yanzhou Coal Mining Company Limited

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,624,460,222	99.968862	817,465	0.031138	0	0.000000
H Share	288,650,199	37.912077	472,717,210	62.087923	0	0.000000
Total	2,913,110,421	86.017588	473,534,675	13.982412	0	0.000000

Resolution with cumulative voting

2. Ordinary Resolution: Proposal in relation to the election of an independent Director of the Company

Results: Passed

Voting Results:

Resolution	Votes obtained	Percentage of votes obtained from Shares carrying total effective voting rights represented by the Shareholders attending the meeting(%)	Result of election
Proposal in relation to the election of Mr.Cai Chang as an independent Director	3,386,598,497	99.998624	Elected

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 EGM on site.

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

Lawyers: Han Jie, Gao Zhao

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; and
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.

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

Zoucheng, Shandong Province, the PRC
27 November 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 non-executive directors of the Company are Mr. Kong Xiangguo, Mr. Cai Chang, Mr. Poon Chiu Kwok and Mr. Qi Anbang.