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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 RESOLUTION PASSED AT
THE EIGHTH 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 eighth 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 28 November 2017 by way of written notice or email. On 1 December 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 acquisition of equity interests in Inner Mongolia Yitai Zhundong Railway Co., Ltd.* by Yanzhou Coal Ordos Neng Hua Company Limited*"

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

(1) To approve Yanzhou Coal Ordos Neng Hua Company Limited*, a wholly-owned subsidiary of the Company, to acquire 25% equity interests in Inner Mongolia Yitai Zhundong Railway Co., Ltd. held by Inner Mongolia Yitai Coal Co., Ltd.* at a consideration of RMB1,942,500,000;

(2) To approve Yanzhou Coal Ordos Neng Hua Company Limited* to sign the Equity Transfer Agreement and other related transaction documents.

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

Zoucheng, Shandong Province, the PRC
1 December 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. Cai Chang, Mr. Poon Chiu Kwok and Mr. Qi Anbang.

** For identification purposes only*