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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 ("PRC") with limited liability)

(Stock Code: 1171)

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT
THE NINTH 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 ninth 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 12 December 2017 by way of written notice or email. On 15 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 resolutions were passed unanimously by the eleven Directors present at the Meeting:

- 1. To approve the "Proposal in relation to discussing and considering the Plan of the 2017 Non-public Issuance of A Shares of Yanzhou Coal Mining Company Limited (Third Amendment)";**

For details, please refer to the Plan of the 2017 Non-public Issuance of A Shares of Yanzhou Coal Mining Company Limited (Third Amendment) dated 15 December 2017, which was published at the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

- 2. To approve the "Proposal in relation to discussing and considering the Feasibility Analysis Report of Implementing the Use of Proceeds of the 2017 Non-public Issuance of RMB Ordinary Shares of Yanzhou Coal Mining Company Limited (Third Amendment)";**

For details, please refer to the Feasibility Analysis Report of Implementing the Use of Proceeds of the 2017 Non-public Issuance of RMB Ordinary Shares of Yanzhou Coal Mining Company Limited (Third Amendment) dated 15 December 2017, which was published at the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

3. **To approve the “Proposal in relation to discussing and considering the Dilution of Immediate Return and Return Recovery Measures upon the 2017 Non-public Issuance of Shares of Yanzhou Coal Mining Company Limited (Amendment)”;**

For details, please refer to the announcement of the Company in relation to the Dilution of Immediate Return and Return Recovery Measures upon the 2017 Non-public Issuance of Shares of Yanzhou Coal Mining Company Limited (Amendment) dated 15 December 2017, which was published at the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

4. **To approve the “Proposal in relation to discussing and considering the Audit Report for 2016 and the First Six Months of 2017 of Coal & Allied Industries Limited”;**

For details, please refer to the Audit Report for 2016 and the First Six Months of 2017 of Coal & Allied Industries Limited dated 15 December 2017, which was published at the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

5. **To approve the “Proposal in relation to discussing and considering the Review Report of the Pro Forma Consolidated Financial Statements for 2016 and the First Six Months of 2017 of Yanzhou Coal Mining Company Limited”;** and

For more relevant details, please refer to the Review Report of the Pro Forma Consolidated Financial Statements for 2016 and the First Six Months of 2017 of Yanzhou Coal Mining Company Limited dated 15 December 2017, which was published at the websites of Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company.

6. **To approve the “Proposal in relation to the Provision of Internal Loan to Yanzhou Coal Ordos Neng Hua Company Limited*”.**

To approve the relevant arrangements for the provision of RMB1,942.5 million internal loan by the Company to Yanzhou Coal Ordos Neng Hua Company Limited*, a wholly-owned subsidiary of the Company.

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

Zoucheng, Shandong Province, the PRC
15 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*