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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 TWELFTH 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 twelfth 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 20 April 2018 by way of written notice or email. On 24 April 2018, 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 at the Meeting:

- 1. To approve the "Proposal in relation to discussing and considering the Reduction of the Proceeds Scale of Non-public Issuance of A Shares, i.e. the Adjustment Plan for the Issuance";**

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

According to the regulatory requirements of the regulatory authorities, combined with the recent trend of the exchange rate of the U.S. dollar and the market predictions, the amount of proceeds of this issuance is approved to be adjusted accordingly: the total amount of proceeds will be reduced from "not exceeding RMB7 billion" to "not exceeding RMB6.35 billion". The other contents of the original issuance plan remain the same.

For details, please refer to the announcement of the Company dated 24 April 2018 in relation to the reduction of the proceeds scale of non-public issuance of A shares, i.e. the adjustment

plan for the issuance. The announcement has been published on the websites of the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited, the Company, and/or China Securities Journal, Shanghai Securities News and Securities Times in the PRC.

2. 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 (Fourth Amendment)”;

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

For details, please refer to the announcement of the Company dated 24 April 2018 in relation to the explanation of the situation in respect of the fourth amendment of the plan of the 2017 non-public issuance of A shares and the Plan of the 2017 Non-public Issuance of A Shares of Yanzhou Coal Mining Company Limited (Fourth Amendment). The materials have been published on the websites of the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company.

3. 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 (Fourth Amendment)”;

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

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 (Fourth Amendment) dated 24 April 2018. The material has been published at the websites of Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company.

4. 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 (Second Amendment)”;

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

For details, please refer to the announcement of the Company dated 24 April 2018 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 (second amendment). The announcement has been published at the websites of Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company.

5. To approve the “Proposal in relation to discussing and considering the 2017 Audit Report of Coal & Allied Industries Limited”;

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

For details, please refer to the 2017 Audit Report of Coal & Allied Industries Limited dated 24 April 2018. The material has been published at the websites of Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company.

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

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

For details, please refer to the Review Report of the Pro Forma Consolidated Financial Statements of Yanzhou Coal Mining Company Limited for 2017 dated 24 April 2018. The material has been published at the websites of Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company.

7. To approve the “Proposal in relation to discussing and considering the Audit Report of Yanzhou Coal Mining Company Limited for the period from 1 January 2015 to 31 December 2017”.

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

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

Zoucheng, Shandong Province, the PRC
24 April 2018

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.