

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2018 FIRST CLASS MEETING OF THE
HOLDERS OF A SHARES AND
THE RESOLUTIONS PASSED AT THE 2018 FIRST CLASS MEETING OF THE
HOLDERS OF H SHARES**

The 2018 first class meeting of the holders of A shares of the Company and the 2018 first class meeting of the holders of H shares of the Company were held at 11:00 a.m. and 11:30 a.m., respectively, on 25 May 2018. All the resolutions set out in the Notice of 2018 First Class Meeting of the Holders of A Shares and the Notice of 2018 First Class Meeting of the Holders of H Shares dated 23 March 2018 were duly passed.

The 2018 first class meeting of the holders of A shares (the “**A Shareholders’ Class Meeting**”) and the 2018 first class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) (collectively, the “**Shareholders’ Class Meetings**”) were held by Yanzhou Coal Mining Company Limited (the “**Company**”) at the headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, the Peoples’ Republic of China (“**PRC**”) at 11:00 a.m. and 11:30 a.m., respectively, on 25 May 2018 (Friday) and all the resolutions set out in the Notice of 2018 First Class Meeting of the Holders of A Shares and the Notice of 2018 First Class Meeting of the Holders of H Shares dated 23 March 2018 were duly passed. The convening of the Shareholders’ Class Meetings were in compliance with relevant laws, regulations and rules of the PRC, such as the Company Law of the PRC and the requirements of the articles of association of the Company (the “**Articles of Association**”). The procedures and results of voting at the Shareholders’ Class Meetings were valid and effective.

I. CONVENING AND ATTENDANCE OF THE SHAREHOLDERS’ CLASS MEETINGS

1. Date of the convening of the Shareholders’ Class Meetings: 25 May 2018
2. Venue of the convening of the Shareholders’ Class Meetings: Headquarters of the Company at 298 South Fushan Road, Zoucheng City, Shandong Province, PRC
3. Shareholders of the Company (the “**Shareholders**”) holding ordinary shares who attended the A Shareholders’ Class Meeting and the number of shares:

1) Number of Shareholder and proxy attending the A Shareholders’ Class Meeting	14
--	----

2)	Number of shares carrying voting rights held by the Shareholders attending the A Shareholders' Class Meeting	2,293,426,021
3)	Percentage of the shares carrying voting rights held by the Shareholders attending the A Shareholders' Class Meeting among the total number of shares carrying voting rights of the Company (%)	77.480609

Shareholders holding ordinary shares who attended the H Shareholders' Class Meeting and the number of shares:

1)	Number of Shareholder and proxy attending the H Shareholders' Class Meeting	1
2)	Number of shares carrying voting rights held by the Shareholders attending the H Shareholders' Class Meeting	626,020,622
3)	Percentage of the shares carrying voting rights held by the Shareholders attending the H Shareholders' Class Meeting among the total number of shares carrying voting rights of the Company (%)	32.070466

4. Voting method in compliance with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The Shareholders' Class Meetings were both convened by the board of directors (the "**Directors**") of the Company (the "**Board**"). Mr. Li Xiyong, the chairman of the Board, acted as the chairman at the Shareholders' Class Meetings. The voting method of the A Shareholders' Class Meeting was on-site voting combined with internet voting (internet voting was conducted through the relevant system of the Shanghai Stock Exchange and was participated by the holders of A shares of the Company). The voting method of the H Shareholders' Class Meeting was on-site voting. The convening of the Shareholders' Class Meetings was in compliance with the Company Law of the PRC and the 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 Shareholders' Class Meetings. Mr. Li Wei and Mr. Guo Dechun, Directors, did not attend due to work commitment.
- 2) The Company has 6 supervisors. 4 supervisors attended the Shareholders' Class Meetings. Mr. Zhou Hong and Mr. Jiang Qingquan, supervisors of the Company, did not attend due to work commitment.
- 3) Mr. Jin Qingbin, the secretary to the Board, Mr. He Jing, the deputy general manager of the Company, and Mr. Wang Fuqi, the chief engineer of the Company, attended the meeting.

II. RESOLUTIONS CONSIDERED AND PASSED

1. Resolution with non-cumulative voting at the A Shareholder's Class Meeting

Resolution: To consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H shares:

Results: Passed

Voting results:

Class of	For	Against	Abstain
----------	-----	---------	---------

Shareholders	Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
A Share	2,292,999,115	99.981386	0	0.000000	426,906	0.018614

2. Resolutions with non-cumulative voting at the H Shareholders' Class Meeting

Resolution: To consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H shares:

Results: Passed

Voting results:

Class of Shareholders	For		Against		Abstain	
	Number of shares	Percentage (%)	Number of shares	Percentage (%)	Number of shares	Percentage (%)
H Share	625,630,622	99.937702	136,000	0.021724	254,000	0.040574

3. Explanation on the poll results

The resolutions above were special resolutions and were approved by more than two-thirds of the shares of the Company carrying voting rights held by the Shareholders and proxies who attended the relevant Shareholders' Class Meetings. Details of the resolutions were set out in the materials of the Shareholders' Meeting dated 18 May 2018 and the announcement of resolutions passed at the eleventh meeting of the seventh session of the Board dated 23 March 2018, which were published on the websites of the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company and/or *China Securities Journal*, *Shanghai Securities News* and *Securities Times* within China.

There were no shares entitling any 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 Shareholders' Class Meetings. No Shareholder was required under the Listing Rules to abstain from voting at the Shareholders' Class Meetings.

III. PRESENCE OF SCRUTINEERS AND LAWYERS

1. Scrutineers

Pursuant to the Listing Rules, Hong Kong Registrars Limited were appointed as the scrutineer for the purpose of inspecting the vote-taking at the Shareholders' Class Meetings on site.

2. Law firm which witnessed the Shareholders' Class Meetings: Beijing office of King & Wood Mallesons

Mr. Han Jie and Mr. Sun Yong from Beijing office of King & Wood Mallesons witnessed the Shareholders' Class Meetings.

3. Legal opinion of the witnessing lawyers

The convening of the 2018 first A Shareholders' Class Meeting and the 2018 first H Shareholders' Class Meeting held by the Company were in compliance with the relevant laws,

regulations and rules of the PRC, such as the Company Law of the PRC, the Securities Law of the PRC, the Rules for Shareholders Meetings and the requirements under the Articles of Association. The eligibilities of the attendees and the convener of the Shareholders' Class Meetings were valid and effective. The procedures and results of voting at the Shareholders' Class Meetings were valid and effective.

IV. DOCUMENTS FOR INSPECTION

1. Resolutions of the Shareholders' Class Meetings, signed and confirmed (and stamped with the chop of the Board) by the Directors and the meeting recorder(s) attending the meetings; and
2. Legal Opinions issued by the witnessing lawyers, signed by the responsible lawyer and stamped with company chop.

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

Zoucheng, Shandong Province, the PRC
25 May 2018

As at the date of this announcement, the Directors 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 are Mr. Kong Xiangguo, Mr. Cai Chang, Mr. Poon Chiu Kwok and Mr. Qi Anbang.