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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 RESOLUTIONS PASSED AT
THE FIFTEENTH MEETING OF THE SEVENTH SESSION OF
THE BOARD OF DIRECTORS**

This announcement is made pursuant to the disclosure obligations under Part XIV 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 fifteenth 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 26 June 2018 by way of written notice or email. On 29 June 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.

As approved by the eleven directors present at the Meeting, the following resolutions were passed at the Meeting:

- 1. To approve the "Proposal in relation to discussion and consideration of the allotment of new shares of Yancoal Australia Limited and the listing of such shares on the ASX and/or the Hong Kong Stock Exchange";**

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

To approve Yancoal Australia Limited ("**Yancoal Australia**"), an overseas subsidiary controlled by the Company, to allot new shares and list them on the Australian Securities Exchange (the "**ASX**") and/or The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") (the "**Offer**"); to approve the Company to forego/renounce its entitlement to subscribe for any shares offered to it in the Offer; to authorise the chairman of the Company or its authorised representative to take full

authority to deal with all the matters in relation to the Company in the Offer.

The Offer is still subject to the approvals of the Hong Kong Stock Exchange.

For details, please refer to the announcement of the Company dated 29 June 2018 in relation to the application of dual primary listing on the Hong Kong Stock Exchange of Yancoal Australia, a controlled subsidiary of the Company. Such material has been published on the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange, the Company, and/or China Securities Journal, Shanghai Securities News and Securities Times in the PRC.

2. To approve the “Proposal in relation to the continuing connected transactions between Yancoal Australia Limited and Glencore Group and the caps of the transaction amounts”

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

(1) To approve the “Glencore Framework Coal Sales Agreement”, and the caps of the transaction amounts of the transactions contemplated thereunder between Yancoal Australia and Glencore Coal Pty Ltd ("Glencore") for each of the year from 2018 to 2020.

(2) To approve the establishment of the independent board committee of the Company comprising all independent non-executive Directors, namely, Mr. Kong Xiangguo, Mr. Cai Chang, Mr. Poon Chui Kwok and Mr. Qi Anbang, for the purpose of providing independent opinion in respect of the fairness of the transactions.

None of the Directors of the Company was connected to this proposal and therefore, none of the Directors was required to abstain from voting on this proposal.

The independent non-executive Directors gave their prior consents and expressed independent opinions in relation to the continuing connected transactions.

For details, please refer to the announcement of the Company dated 29 June 2018 in relation to the continuing connected transactions. Such material has been published on the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange, the Company, and/or China Securities Journal, Shanghai Securities News and Securities Times in the PRC.

3. To approve the “Proposal in relation to submission to the general meetings to extend the validity period of the resolution of the non-public issuance of shares of the Company”, and submit the same to the 2018 second extraordinary general meeting, the 2018 second class meeting of holders of A shares and the 2018 second class meeting of holders of H shares of the Company for discussion and consideration.

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

For details, please refer to the announcement of the Company dated 29 June 2018 in relation to the submission to the general meetings to extend the validity period of the resolution and the validity period of the authorization of the non-public issuance of A shares of the Company. Such material has been published on the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange, the Company, and/or China Securities Journal, Shanghai Securities News and Securities Times in the PRC.

4. To approve the “Proposal in relation to submission to the general meetings to extend

the validity period of the authorization to the Board to deal with matters relating to the non-public issuance of shares at its discretion”, and submit the same to the 2018 second extraordinary general meeting for discussion and consideration.

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

For details, please refer to the announcement of the Company dated 29 June 2018 in relation to the submission to the general meetings to extend the validity period of the resolution and the validity period of the authorization of the non-public issuance of A shares of the Company. Such material has been published on the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange, the Company, and/or China Securities Journal, Shanghai Securities News and Securities Times in the PRC.

- 5. To approve the “Proposal in relation to the amendments of the Articles of Association of Yanzhou Coal Mining Company Limited”, and submit the same to the 2018 second extraordinary general meeting for discussion and consideration.**

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

For details, please refer to the announcement of the Company dated 29 June 2018 in relation to the amendments of the Articles of Association of the Company. Such material has been published on the websites of the Shanghai Stock Exchange, the Hong Kong Stock Exchange, the Company, and/or China Securities Journal, Shanghai Securities News and Securities Times in the PRC.

- 6. To decide on the convening of the 2018 second extraordinary general meeting, the 2018 second class meeting of holders of A shares and the 2018 second class meeting of holders of H shares of the Company.**

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

To authorize a Director, to determine the meeting materials and documents in relation to the general meetings, and to determine or amend the materials and documents to be provided to the regulatory authorities and the shareholders, etc.

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

Zoucheng, Shandong Province, the PRC
29 June 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.