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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 with limited liability)  
(Stock Code: 1171)

**ANNOUNCEMENT IN RELATION TO  
THE RESOLUTIONS PASSED AT THE 2018 SECOND CLASS MEETING OF THE  
HOLDERS OF A SHARES AND  
THE RESOLUTIONS PASSED AT THE 2018 SECOND CLASS MEETING OF THE  
HOLDERS OF H SHARES**

The 2018 second class meeting of the holders of A shares of the Company and the 2018 second class meeting of the holders of H shares of the Company were held at 9:30 a.m. and 10:00 a.m., respectively, on 24 August 2018. All the resolutions set out in the Notices of Class Meetings were duly passed.

The 2018 second class meeting of the holders of A shares (the "**A Shareholders Class Meeting**") of Yanzhou Coal Mining Company Limited (the "**Company**") and the 2018 second class meeting of the holders of H shares of the Company (the "**H Shareholders Class Meeting**") (collectively, the "**Class Meetings**") were convened at the headquarters of the Company at 298 South Fushan Road, Zoucheng, Shandong Province, the People's Republic of China (the "**PRC**") at 9:30 a.m. and 10:00 a.m., respectively, on Friday, 24 August 2018. All the resolutions set out in the notice of the A Shareholders Class Meeting and the notice of the H Shareholders Class Meeting dated 6 July 2018 (the "**Notices of Class Meetings**") were duly passed at the Class Meetings. Details of the resolutions were set out in the Notices of Class Meetings and the circular of the Company dated 25 July 2018 (the "**Circular**") (unless the context requires otherwise, the terms used in this announcement have the same meaning as set out in the Circular), which were published at the websites of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") and the Company.

The convening of the Class Meetings was in compliance with relevant laws, regulations and rules, such as the Company Law of the PRC, and the requirements under the articles of association of the Company (the "**Articles of Association**"). The procedures and results of voting at the Class Meetings were valid and effective.

**I. CONVENING AND ATTENDANCE OF THE CLASS MEETINGS**

1. Time of the Class Meetings: 24 August 2018
2. Venue of the Class Meetings: Headquarters of the Company at 298 South Fushan Road, Zoucheng, Shandong Province, PRC
3. Shareholders of the Company ("**Shareholders**") holding ordinary shares of the Company ("**Shares**") who attended the Class Meetings and number of Shares:

**Shareholders who attended the A Shareholders Class Meeting and number of Shares:**

1. Number of Shareholder(s)/proxy(ies) attending the A Shareholders Class Meeting	18
2. Number of Shares carrying voting rights represented by the Shareholder(s) attending the A Shareholders Class Meeting	2,268,981,994
3. Percentage of Shares carrying voting rights held by the holder(s) attending the A Shareholders Class Meeting among the total Shares carrying voting rights (%)	76.654797

**Shareholders who attended the H Shareholders Class Meeting and number of Shares:**

1. Number of Shareholder(s)/proxy(ies) attending the H Shareholders Class Meeting	2
2. Number of Shares carrying voting rights represented by the Shareholder(s) attending the H Shareholders Class Meeting	715,701,615
3. Percentage of Shares carrying voting rights held by the holder(s) attending the H Shareholders Class Meeting among the total Shares carrying voting rights (%)	36.664741

4. Compliance of the voting method with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The Class Meetings were convened by the board (the “**Board**”) of directors (the “**Directors**”) of the Company and chaired by Mr. Li Wei, the vice chairman of the Board. The voting method of the A Shareholders Class Meeting was onsite voting combined with online voting. The voting method of the H Shareholders Class Meeting was onsite voting. The convening of the Class Meetings was in compliance with the Company Law of the PRC and the relevant 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. 6 Directors attended the Class Meetings. Mr. Li Xiyong, Mr. Guo Dechun, Mr. Guo Jun (Directors), Mr. Poon Chiu Kwok and Mr. Qi Anbang (independent Directors) did not attend the Class Meetings due to work commitment;

2) The Company has 6 supervisors. 4 supervisors attended the Class Meetings. Mr. Gu Shisheng and Mr. Zhou Hong (supervisors of the Company) did not attend the Class Meetings due to work commitment; and

3) Mr. Jin Qingbin (the secretary to the Board) and Mr. Zhao Honggang (the deputy general manager of the Company) attended the Class Meetings. Mr. Liu Jian, Mr. He Jing (the deputy general managers of the Company) and Mr. Wang Fuqi (the chief engineer of the Company) did not attend the Class Meetings due to work commitment.

**II. RESOLUTIONS CONSIDERED AND PASSED****(1) Resolution with non-cumulative voting at the A Shareholders Class Meeting**

1. Special Resolution: 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.

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	2,268,694,194	99.987316	287,800	0.012684	0	0.000000

## (2) Resolution with non-cumulative voting at the H Shareholders Class Meeting

1. Special Resolution: 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.

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
H Share	700,615,544	97.892128	12,086,071	1.688703	3,000,000	0.419169

## (3) Explanation on the poll results

The resolutions above were special resolutions.

Details of the resolutions were set out in the announcement in relation to the resolutions passed at the fifteenth meeting of the seventh session of the Board dated 29 June 2018 and the materials of the general meeting dated 17 August 2018. These information were published at the websites of the Shanghai Stock Exchange, Hong Kong Stock Exchange and the Company and/or China Securities Journal, Shanghai Securities News and Securities Times.

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

## III. PRESENCE OF SCRUTINEERS AND LAWYERS

### 1. Scrutineers

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

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

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

### 3. Legal opinion of the witnessing lawyers

The convening of the Class Meetings was 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 Class Meetings were valid and effective. The procedures and results of voting at the Class Meetings were valid and effective.

## V. DOCUMENTS FOR INSPECTION

1. Resolutions of the Class Meetings, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting;
2. Legal opinions issued by the witnessing lawyers, signed by the responsible lawyer and stamped with the chop of the firm; and
3. Other documents required by the Hong Kong Stock Exchange.

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

Zoucheng, Shandong Province, the PRC  
24 August 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.*