

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 OF RESOLUTIONS PASSED AT THE TWENTY-FIRST MEETING
OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS**

This announcement is made pursuant to 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 twenty-first 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 24 December 2018 by way of written notice or email. On 27 December 2018, the Meeting was held at the headquarters of the Company, 298 South Fushan Road, Zoucheng, Shandong Province, the People's Republic of China (the **"PRC"**) by telecommunications. Eleven directors of the Company (the **"Directors"**) were required to attend the Meeting and all of them were present. Therefore, the Meeting complied with the requirements of the relevant laws such as the Company Law of the PRC, administrative regulations, departmental rules, normative documents and the Articles of Association of the Company (the **"Articles of Association"**).

The following resolutions were passed at the Meeting:

1. To approve the **"Proposal in relation to the amendments to the Articles of Association and relevant rules of procedures of Yanzhou Coal Mining Company Limited"**, and to submit the proposal to the Company's 2019 first extraordinary general meeting (the **"EGM"**) for approval.

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

For details, please refer to the announcement of the Company dated 27 December 2018 in relation to the revision of the Articles of Association and the relevant rules of procedures. Such material 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 discussion and consideration of the 'Measures for supervision and management of the implementation of Board resolutions of Yanzhou Coal Mining Company Limited'"**.

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

3. To approve the "Proposal in relation to the change of remuneration committee members of the seventh session of the Board of Yanzhou Coal Mining Company Limited".

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

To appoint Mr. Cai Chang to be a member of the remuneration committee of the seventh session of the Board and Mr. Guo Jun, the executive director, will cease to be a member of the remuneration committee of the seventh session of the Board.

4. To approve the "Proposal in relation to the appointment of vice general manager of the Company."

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

According to the nomination of the general manager, to appoint Mr. Gong Zhijie ("**Mr. Gong**") (see Appendix below for his resume) as the vice general manager of the Company.

The Company's independent directors expressed their approval opinions.

5. To approve the "Proposal in relation to discussion and consideration of the '2018 A Share Option Scheme (Draft) of Yanzhou Coal Mining Company Limited' and its abstract", and to submit it to the Company's EGM, the Company's 2019 First Class Meeting of the Holders of A Shares (the "A Share Class Meeting") and the Company's 2019 First Class Meeting of the Holders of H Shares (the "H Share Class Meeting") for discussion and consideration.

(For: 9; Against: 0; Abstain: 0)

As the proposal involves issues relating to the 2018 A Share Option Scheme (the "**Scheme**"), two connected Directors who are proposed grantees under the Scheme have abstained from voting, and the remaining nine unconnected Directors unanimously approved the proposal.

The Company's independent directors expressed their independent opinions regarding the Scheme.

For details, please refer to the 2018 A Share Option Scheme (Draft) of Yanzhou Coal Mining Company Limited dated 27 December 2018. Such material has been published on the websites of the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and the Company.

6. To approve the "Proposal in relation to discussion and consideration of the 'Implementation, Assessment and Management Methods in Relation to the 2018 A Share Option Scheme of Yanzhou Coal Mining Company Limited'", and to submit it to the EGM, the A Share Class Meeting and the H Share Class Meeting for discussion and consideration.

(For: 9; Against: 0; Abstain: 0)

As the proposal involves issues relating to the Scheme, two connected Directors who are proposed grantees under the Scheme have abstained from voting, and the remaining nine unconnected Directors unanimously approved the proposal.

7. To approve the "Proposal in relation to discussion and consideration of authorizing the Board of Directors to manage issues in connection with the 2018 A Share Option Scheme of the Company", and to submit it to the EGM, the A Share Class Meeting and the H Share Class Meeting of the Company for discussion and consideration.

(For: 9; Against: 0; Abstain: 0)

As the proposal involves issues relating to the Scheme, two connected Directors who are proposed grantees under the Scheme have abstained from voting, and the remaining nine unconnected Directors unanimously approved the proposal.

- (1) To propose the general meetings of the Company to authorize the Board to be responsible for implementing the following matters in connection with the Scheme:
 - (i) to authorize the Board to determine the date of grant of options under the Scheme;
 - (ii) to authorize the Board to make adjustments to the number of the Share Options in case of capitalization issue, bonus issue, subdivision or consolidation of shares, rights issue or other relevant matters of the Company pursuant to the provisions set out in the Scheme;
 - (iii) to authorize the Board to make adjustments to the exercise price of the Share Options in case of capitalization issue, bonus issue, subdivision or consolidation of shares, rights issue or other relevant matters of the Company pursuant to the provisions set out in the Scheme;
 - (iv) to authorize the Board to grant Share Options to the grantees under the Scheme (the "**Grantees**") when conditions of grant of Share Options are met, and to manage all the matters necessary in relation to the grant of Share Options, including signing of the "Share Option Grant Agreement" with the Grantees;
 - (v) to authorize the Board to assess and confirm the Grantees' qualifications and conditions for exercise of Share Options, and to agree the Board to vest this power to the Remuneration Committee of the Board;
 - (vi) to authorize the Board to determine if the Grantees can exercise the Share Options;
 - (vii) to authorize the Board to manage matters in relation to exercise of Share Options, including but not limited to filing of the exercise applications at the Shanghai Stock Exchange and applying for registration and settlement procedures at the China Securities Depository and Clearing Corporation Limited;
 - (viii) to authorize the Board to manage exercising issues of the Share Options which are allowed to be exercised;
 - (ix) to authorize the Board to determine the adjustment and termination of the Scheme, including but not limited to disqualifying Grantees from exercising the Share Options, cancelling unexercised Share Options; manage inheritance issues of deceased Grantees, and terminating the Scheme;

- (x) to authorize the Board to manage and adjust the Scheme, and put in place or revise the management and implementation regulations from time to time under the condition that they are consistent with the provisions of the Scheme. However, if shareholders' and / or relevant regulators' approval is required under laws, administrative regulations, department rules and other regulatory documents (the "**laws and regulations**") or by relevant regulators, the Board shall obtain appropriate approval for such amendments accordingly;

to authorize the Board to allocate and adjust the Share Option quotas among Grantees (except for the directors and senior management of the Company), under established methods and procedures before the Share Options are granted;

- (xi) to authorize the Board to make corresponding revisions to the Scheme when relevant amendments are made to the Company Law of the PRC, the Securities Law of the PRC, the Measures on Administration of Equity Incentive for Listed Companies and other relevant laws and regulations; and

- (xii) to authorize the Board to implement other necessary matters under the Scheme, unless those powers are explicitly reserved by the general meeting.

- (2) To propose the general meetings of the Company to authorize the Board to handle the formalities of the Scheme with relevant governments and institutions, including examination, registration, filing, approval and consent; to sign, execute, revise, finalize and terminate agreements, contracts and documents submitted to relevant governments, institutions, organizations and individuals; and to take all actions relevant to the Scheme that the Board believes to be necessary, appropriate or suitable.

- (3) To propose the general meetings of the Company to approve that the duration of the authorizations above to be of the same duration of the Scheme.

The above-mentioned authorizations, except explicitly stipulated in laws and regulations, the Scheme or the Articles of Association to be approved only by the Board, others may be exercised directly by the chairman of the Board or a fit and proper person under his authorization.

8. To approve the "Proposal in relation to discussion and consideration of the 'Measures of Implementing the Long-term Share Incentive Scheme of Yancoal Australia Limited'".

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

- (1) To approve the Company's controlled subsidiary, Yancoal Australia Limited ("**Yancoal Australia**"), for the purpose of encouraging the management of Yancoal Australia to pay close attention to sustainable business opportunities so as to bring long-term benefits to shareholders, to implement the long-term management incentive scheme. Under the scheme, Yancoal Australia will take the performance results of the three years' performance period as the performance indicators to grant and issue shares of Yancoal Australia by stages to Yancoal Australia personnel including the chief executive officer, key senior management who directly report to the chief executive officer, the general manager, and other personnel recommended by the chief executive officer and approved by the board of the Yancoal Australia.

- (2) To authorize any Director or person under his authorization to specifically manage relevant issues involved in the long-term share incentive scheme for the management of Yancoal Australia.

When specifically implementing the long-term share incentive scheme for the management of Yancoal Australia, the Company will further considerate and/or perform information disclosure procedures under regulatory requirements of places where the Company is listed.

9. To decide to hold the EGM, the A Share Class Meeting and the H Share Class Meeting of Yanzhou Coal Mining Company Limited.

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

To authorize any Director, at a proper time, to determine the relevant meeting materials and documents of the EGM and class meetings, to dispatch the circular for the general meetings, and to determine or revise materials and documents to be provided to regulatory authorities and shareholders, etc.

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

Zoucheng, Shandong Province, the PRC
27 December 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.

Appendix:

Mr. Gong Zhijie, born in December 1965, holds the Researcher of Engineering Technology Application title and a Master degree of Engineering. Mr Gong joined the predecessor of the Company in 1985 and he has served as the deputy director of the Xinglongzhuang Mine* (興隆莊煤礦) of the Company in 2003, the director of the Xinglongzhuang Mine* of the Company in 2014, the director of the Third Jining Mine* (濟寧三號煤礦) in 2015 and the chief safety officer of the Company in 2018. Mr. Gong graduated from China University of Mining and Technology.

** For identification purposes only.*