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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 OF RESOLUTIONS PASSED AT THE
TWELFTH MEETING OF THE SIXTH 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 of the sixth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (“**Yanzhou Coal**” or the “**Company**”) was despatched on 12 October 2015 by way of written notices or e-mails. The meeting was held on 26 October 2015 at the headquarters of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”) by teleconferencing. Ten directors of the Company (the “**Directors**”) were notified of the meeting and all of them were present. The meeting complied with the requirements of the PRC laws and regulations, departmental rules, normative documents, and the articles of association of the Company (the “**Articles of Association**”).

The ten Directors present at the meeting unanimously agreed and passed the following resolutions:

- 1. Approved the “Third Quarterly Report for the Year 2015 of Yanzhou Coal Mining Company Limited”, and to publish the results for the third quarter of 2015 domestically and overseas.**
- 2. Approved the “Proposal in relation to the Disposal of Some of the Company's Financial Assets”**

It was approved to authorize the Company's managing group to make timely decisions based on merits of market conditions in the coming 12 months regarding the disposal of some of the financial assets that are available for sale.

After the disposal, the Company will perform necessary information disclosure obligations under the regulatory requirements.

3. Approved the “Proposal in relation to the Extension of the Entrusted Loan of Yanzhou Coal Yulin Neng Hua Company Limited”

It was approved that the expiry date of the RMB500 million entrusted loan of Yanzhou Coal Yulin Neng Hua Company Limited, the wholly-owned subsidiary of the Company, was extended to 31 December 2016.

4. Approved the “Proposal in relation to Cooperating with Shangqi Capital Management Co., Ltd. on Developing Wealth Management Businesses”

- 1) It was approved that the Company entered into an investment consulting agreement and a supplementary agreement with Shangqi Capital Management Co., Ltd. ("**Shangqi Capital**"), and that the Company entrusted Shangqi Capital to develop wealth management businesses with self-owned funds of RMB500 million.
- 2) It was approved that the Company would pay Shangqi Capital the service fees according to the agreement, but the annual cap for the service fees should be RMB31.25 million.
- 3) It was approved to authorize a director to confirm and sign the investment consulting agreement and its supplementary agreement and other relevant legal documents. The director has the right to make necessary revisions to above documents based on actual situations and in accordance with the best interest of the Company.

As this resolution involves connected transactions, one related Director abstained from voting while the remaining nine Directors unanimously approved the resolution.

The independent Directors gave independent opinions on the connected transactions.

For details, please refer to the announcement in relation to continuing connected transaction on 26 October 2015 of the Company. This Announcement was also posted on the websites of Shanghai Stock Exchange and the Hong Kong Stock Exchange, and the Company and/or China Securities Journal and Shanghai Securities News.

5. Approved the “Proposal in relation to the Establishment of the Information Management Department”.

It was approved that the Information Management Department was established. The Information Management Department will be in charge of the unified management of the Company's information and its internal control.

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

Zoucheng, Shandong Province, the PRC
26 October 2015

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Yin Mingde, Mr. Wu Yuxiang, Mr. Zhang Baocai, Mr. Wu Xiangqian and Mr. Jiang Qingquan, and the independent non-executive directors of the Company are Mr. Wang Lijie, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Xue Youzhi.