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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  
THIRTEENTH MEETING OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS**

<p>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.</p>
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Notice of the thirteenth meeting of the sixth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (“**Yanzhou Coal**” or the “**Company**”) was dispatched on 13 November 2015 by way of written notices or e-mails. The meeting was held on 16 November 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. To approve the proposal in relation to the cash offer to repurchase the US dollar denominated notes issued by Yancoal International Resources Development Co., Limited**

- (1) Approved the offer to repurchase for cash of part or all of the US dollar denominated notes due 2022 issued by Yancoal International Resources Development Co., Limited (“**Yancoal Resources**”) in the overseas markets (the “**Repurchase Offer**”);
- (2) Approved the execution of the agreements and related legal documents in relation to the Repurchase Offer by the Company and/or Yancoal Resources;
- (3) Approved to authorise the management of the Company, pursuant to the requirements of relevant laws and regulations and in consultation with the relevant regulatory authorities, and from the general principle of acting in the best interest of the Company, to deal with all matters in connection with the Repurchase Offer, including but not limited to:
  - (i) determining and implementing the detailed plan in respect of the Repurchase Offer based on the actual conditions, including, without limitation, determination of the principal amount of the notes to be repurchased, the repurchase price, the method of the repurchase and the time limit of the offer period;
  - (ii) determining and engaging intermediaries participating in the Repurchase Offer, signing all agreements and documents relating to the Repurchase Offer, and approving any appropriate subsequent changes or amendments to the relevant agreements and documents and arranging disclosure of relevant information pursuant to the applicable laws, regulations and other regulatory rules;
  - (iii) undertaking the filing with regard to the Repurchase Offer, including, without limitation, preparing, revising, filing and submitting relevant materials relating to the Repurchase Offer in accordance with the requirements of relevant regulatory authorities, and signing relevant filing documents and other legal documents;
  - (iv) in case of any changes to the applicable laws, regulations and other regulatory rules and policies of regulatory authorities in relation to the Repurchase Offer or market conditions, making relevant adjustment to the plan of the Repurchase Offer, unless shareholders’ approval is otherwise required pursuant to relevant laws, regulations and the Articles of Association; and
  - (v) dealing with all other matters in connection with the Repurchase Offer.

**2. To approve the proposal in relation to the provision of loan to Yancoal Resources**

Approved the provision of loan to Yancoal Resources (an indirect wholly-owned subsidiary of the Company) by the Company, provided that the amount of the loan to be granted to Yancoal Resources shall be within the limits of authority of the Board.

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

Zoucheng, Shandong Province, the PRC  
16 November 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.*