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兖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 THIRTY-SECOND 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.

I. MEETING OF THE BOARD

Notice of the thirty-second 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 9 June 2017 by way of written notice or e-mail. The meeting was held on 13 June 2017 at the headquarters of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”) by telecommunications. Eleven 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 relevant laws, administrative regulations, departmental rules, regulatory documents, and the articles of association of the Company.

II. PROPOSALS AT THE BOARD MEETING

The following resolutions were passed at the meeting:

- 1. To approve the “Proposal for the subscription of the China Life Asset Management Company Limited Bonds Investment Plan”;**

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

1. To approve the Company to sign the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase I) Investment Contract" and related legal documents; and to approve the Company to

subscribe for the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase I)" (temporary name which is subject to the final registered name with the designated institution of the China Insurance Regulatory Commission) initiated and set up by China Life Asset Management Company Limited as trustee, obtaining financing of not more than RMB 3 billion and the investment term for each investment fund shall not be more than eight years;

2. To approve the Company to sign the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase II) Investment Contract" and related legal documents; and to approve the Company to subscribe for the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase II)" (temporary name which is subject to the final registered name with the designated institution of the China Insurance Regulatory Commission) initiated and set up by China Life Asset Management Company Limited as trustee, obtaining financing of not more than RMB 3 billion and the investment term for each investment fund shall not be more than eight years;
3. To approve the Company to sign the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase III) Investment Contract" and related legal documents; and to approve the Company to subscribe for the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase III)" (temporary name which is subject to the final registered name with the designated institution of the China Insurance Regulatory Commission) initiated and set up by China Life Asset Management Company Limited as trustee, obtaining financing of not more than RMB 3 billion and the investment term for each investment fund shall not be more than eight years;
4. To approve the Company to sign the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase IV) Investment Contract" and related legal documents; and to approve the Company to subscribe for the "China Life-Yanzhou Coal Mining Bonds Investment Plan (Phase IV)" (temporary name which is subject to the final registered name with the designated institution of the China Insurance Regulatory Commission) initiated and set up by China Life Asset Management Company Limited as trustee, obtaining financing of not more than RMB 1 billion and the investment term for each investment fund shall not be more than eight years; and
5. To authorise the senior management of the Company to handle the related matters for this financing.

2. To approve the “Proposal for adjusting the departmental organisation of the Company”.

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

1. To approve the setting up of the Equipment Management Centre of the Company, responsible for the purchase, maintenance, lease, and management of machines and general equipment of the Company and other related business; and
2. To approve the Machine Management Centre of the Company be adjusted as Machine Installation and Removal Centre of the Company, responsible for the construction work relating to installation and removal of the fully mechanized mining equipment for working level of the mines.

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

Zoucheng, Shandong Province, the PRC
13 June 2017

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. Zhao Qingchun, Mr. Guo Dechun and Mr. Guojun, and the independent non-executive directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Qi Anbang.