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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 ("PRC") with limited liability)*  
(Stock Code: 1171)

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT  
THE SECOND MEETING OF THE SEVENTH 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 second meeting of the seventh session of the board of directors (the **"Board"**) of Yanzhou Coal Mining Company Limited (**"Yanzhou Coal"** or the **"Company"**) was dispatched on 20 July 2017 by way of written notice or e-mail. The meeting was held on 25 July 2017 at the headquarters of the Company in Zoucheng City, Shandong Province, 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 Company Law of the PRC and relevant laws, administrative regulations, departmental rules and the Articles of Association of the Company.

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

**1. To approve the "Proposal in Relation to the Subscription of Allotted Shares of Yancoal Australia Limited and the Implementation of Converting Convertible Hybrid Bonds to Shares";**

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

(1) To approve Yanzhou Coal to subscribe for no more than US\$1 billion (this figure included) of allotted shares issued by Yancoal Australia Limited (**"Yancoal Australia"**) with a price finally determined by Yancoal Australia (the final subscription amount is subject to the final implementation plan and results of the allotment of shares of Yancoal Australia);

(2) To approve Yanzhou Coal to convert all or part of the US\$1,800,003,100 convertible hybrid bonds of Yancoal Australia which it holds to ordinary shares of Yancoal Australia at a price of US\$0.1 per share, subject to the completion of the allotment of shares of Yancoal Australia (the final converting amount will be determined pursuant to the relevant regulatory

requirements and taking into account of the actual circumstances of Yancoal Australia). In respect of those hybrid bonds which are not converted ultimately due to the relevant regulatory requirements, the Company will no longer seek to convert them into ordinary shares of Yancoal Australia;

(3) To authorize a director to handle all specific matters in relation to the allotment of shares and the conversion of shares, including but not limited to:

(i) To adjust the final subscription price and subscription amount of the allotted shares of Yancoal Australia, the final price and amount of hybrid bonds to be converted to shares and relevant ancillary rights and obligations based on actual needs, pursuant to the requirements of regulatory authorities or subject to the precondition that the principal commercial terms of Yanzhou Coal subscribing for the allotted shares of Yancoal Australia and the converting to shares of hybrid bonds will not be changed;

(ii) To confirm and sign or issue all legal documents in relation to the subscription of allotted shares of Yancoal Australia by Yanzhou Coal and the conversion of hybrid bonds, and all request documents and filing/registration documents which shall be submitted to regulatory authorities and relevant to filing/registration authorities, and to conduct relevant application for approvals, verification, filing and registration issues;

(iii) To revise, supplement, release or withdraw the aforementioned legal documents and filing/registration documents pursuant to the requirements of regulatory authorities or subject to the precondition that the principal commercial terms of Yanzhou Coal subscribing for the allotted shares of Yancoal Australia and the converting to shares of hybrid bonds will not be changed.

## **2. To approve the “Proposal in Relation to the Joint Operation of HVO Joint Venture with Yancoal Australia Limited”;**

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

(1) To approve Yancoal Australia to transfer 16.6% of interest in HVO Joint Venture which it holds at the time to a third party and jointly establish a joint venture to jointly operate and manage the coal mining assets related to HVO Joint Venture after the completion of the acquisition of 100% equity interest of Coal & Allied Industries Limited (“C&A”), and approve other relevant arrangements made pursuant to the needs of cooperation;

(2) To approve Yancoal Australia to sign relevant legal documents with relevant parties in relation to the aforementioned issues;

(3) To authorize a director to handle all specific matters in relation to the aforementioned issues, including but not limited to:

(i) To sign or issue all legal documents related to the aforementioned issues, and all request documents and filing/registration documents which shall be submitted to regulatory authorities and relevant to filing/registration authorities, and to conduct relevant application for approvals, verification, filing and registration issues based on actual needs;

(ii) To revise, supplement, release or withdraw the aforementioned legal documents and filing/registration documents pursuant to the requirements of regulatory authorities or subject to the precondition that the principal commercial terms of the aforementioned issues will not be changed;

(iii) To approve Yancoal Australia to revise, supplement, release or withdraw the relevant signed legal documents based on actual needs pursuant to the requirements of regulatory authorities or subject to the precondition that the principal commercial terms of the aforementioned issues will not be changed;

(iv) To determine to fulfill relevant regulatory requirements and information disclosure requirements pursuant to the requirements of regulatory authorities.

**3. To approve the “Proposal in Relation to the Provision of Internal Loan to Yanzhou Coal Ordos Neng Hua Company Limited”;**

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

To approve relevant arrangements for the provision of RMB1.9 billion loan by the Company to Yanzhou Coal Ordos Neng Hua Company Limited.

**4. To approve the “Proposal in Relation to the Establishment of the Ministry of Supervision of Yanzhou Coal Mining Company Limited”.**

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

To approve the establishment of the ministry of supervision of Yanzhou Coal Mining Company Limited to be responsible for the supervision and efficiency inspection of the Company.

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

Zoucheng, Shandong Province, the PRC  
26 July 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. Guo Dechun, Mr. Zhao Qingchun and Mr. Guojun, and the independent non-executive Directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Poon Chiu Kwok and Mr. Qi Anbang.*