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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 THE RESOLUTIONS PASSED AT THE  
FOURTH MEETING OF THE SIXTH 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 fourth 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 10 October 2014 by way of written notices or e-mails. The meeting was held on 24 October 2014 at the headquarter of the Company in Zoucheng City, Shandong Province, the People’s Republic of China (the “**PRC**”) by way of on-site meeting. 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, regulations and rules, such as the Company Law of the PRC and the articles of association of the Company.

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

- 1. Considered and approved the 2014 third quarterly report of Yanzhou Coal Mining Company Limited.**
- 2. Considered and approved the proposal in relation to the proposed continuing connected transactions of the Company for the years from 2015 to 2017 and their respective proposed annual caps. This proposal will be submitted to the 2014 second extraordinary general meeting of the Company for consideration and approval.**

(1) The Company was approved to sign the "Provision of Materials Supply

Agreement", the "Mutual Provision of Labour and Services Agreement", the "Provision of Insurance Fund Administrative Services Agreement", the "Provision of Products, Materials and Equipment Leasing Agreement" and the "Provision of Electricity and Heat Agreement" with Yankuang Group Corporation Limited and to sign the "Financial Services Agreement" with Yankuang Group Finance Co., Ltd. for the proposed continuing connected transactions;

- (2) The proposed continuing connected transaction agreements, namely, the "Provision of Materials Supply Agreement", the "Mutual Provision of Labour and Services Agreement", the "Provision of Insurance Fund Administrative Services Agreement", the "Provision of Products, Materials and Equipment Leasing Agreement", the "Provision of Electricity and Heat Agreement" and the "Financial Services Agreement" and their respective proposed annual caps for the years from 2015 to 2017 were approved and would be submitted to the 2014 second extraordinary general meeting of the Company for consideration and approval;
- (3) The establishment of the independent board committee of the Company comprising all independent non-executive Directors, namely, Mr. Wang Lijie, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Xue Youzhi, was approved for the purpose of providing independent opinion in respect of the fairness of the proposed continuing connected transactions based on the professional opinion given by the independent financial adviser;
- (4) The despatch of circular in relation to the proposed continuing connected transactions to the shareholders of the Company was approved and any one Director was authorised to determine the details of the circular and other relevant documents.

As this resolution is related to connected transactions, two connected Directors abstained from voting and the resolution was unanimously approved by the other nine non-connected Directors.

Independent Directors expressed their independent opinion in respect of the proposed continuing connected transactions and their respective proposed annual caps for the years from 2015 to 2017.

For details, please refer to the announcement in relation to the continuing connected transactions of the Company dated 24 October 2014. The above announcement was also posted on the websites of the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited, the website of the Company and/or China Securities Journal and Shanghai Securities News.

### **3. Considered and approved the proposal in relation to the adjustment to the reclassification of "special reserve" balance**

The Company was approved to transfer and reclassify RMB1.821 billion under the accounting item of "capital reserves - special reserves" into "special reserves" for

accounting purpose.

This reclassification is the adjustment to the internal accounting items of "shareholders' equity" under the Chinese accounting standard and has no impact on the total shareholders' equity, total assets or gains and losses, and has no impact on the financial statements of the Company which were prepared in accordance with the International Financial Reporting Standards.

4. **Considered and approved the internal reporting rules in relation to material information of Yanzhou Coal Mining Company Limited**
5. **Considered and approved the rules of procedures for the general managers' working meeting of Yanzhou Coal Mining Company Limited**
6. **Approved the convening of the 2014 second extraordinary general meeting of the Company**

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

Zoucheng City, Shandong Province, the PRC  
24 October 2014

*As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Zhang Xinwen, 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.*