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

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT
THE THIRTY-FOURTH 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-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 dispatched on 22 June 2017 by way of written notice or e-mail. The meeting was held on 26 June 2017 at the headquarters of the Company in Zoucheng City, Shandong Province, the People's Republic of China 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. PROPOSAL AT THE BOARD MEETING

The following resolution was passed at the board meeting:

To approve the "Proposal for signing further supplemental agreement and royalties arrangement agreement of the acquisition of equity interest of Coal & Allied by Yancoal Australia Limited";

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

1. To approve Yancoal Australia Limited ("**Yancoal Australia**") to adjust the royalties and other

related arrangements for the acquisition (the "**Acquisition**") of 100% equity interest of Coal & Allied ("**C&A**"), and to negotiate and determine the relevant terms to revise the sale and purchase agreement (the "**SPA**") with respect of the Acquisition with relevant parties of the transaction;

2. To approve Yancoal Australia to negotiate relevant matters including aforementioned matters with relevant parties, and to sign any further supplemental agreement or other related documents in this respect, and to sign the royalties arrangement agreement according to the need;
3. To approve to submit the further supplemental agreement, the royalties arrangement agreement and other related documents as well as the SPA to a general meeting of the Company for consideration;
4. To approve to accept the financial assistance arrangement made by Yankuang Group Corporation Limited in respect of the Acquisition; and
5. To authorise any of the directors of the Company to decide the aforementioned matters without material change to such matters, and to make any reasonable arrangements to approve or disclose the matter pursuant to the requirements of relevant stock exchanges.

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

Zoucheng, Shandong Province, the PRC
26 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.