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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 IN RELATION TO THE RESOLUTIONS PASSED AT THE 2011
FIRST EXTRAORDINARY GENERAL MEETING**

The 2011 First Extraordinary General Meeting of the Company was held on 18 February 2011. All the resolutions set out in the Notice of EGM dated 30 December 2010 were duly passed at the EGM.

The 2011 First Extraordinary General Meeting (the “**EGM**”) was convened on 18 February 2011 by Yanzhou Coal Mining Company Limited (“**Yanzhou Coal**” or the “**Company**”) and all the resolutions set out in the notice of the EGM dated 30 December 2010 (the “**Notice of EGM**”) were duly passed at the EGM. The convening of and voting at the EGM were in compliance with the Company Law of the People's Republic of China (the “**PRC**”) and the relevant laws and regulations and the requirements of the articles of association of the Company.

I. CONVENING AND ATTENDANCE OF THE MEETING

(1) Convening of the EGM

1. Time: 9:00 a.m. on 18 February 2011
2. Venue: Conference Room of Wai Zhao Building, 329 South Fushan Road, Zoucheng, Shandong Province, the PRC
3. Method: on site voting
4. Convened by: the board of directors of the Company (the “**Board**”)
5. Chairman: Mr. Li Weimin, chairman of the Board

(2) Attendance of the EGM

Five (5) shareholders attended either in person or by proxy at the EGM, which represented 3,561,445,394 shares of the Company carrying voting rights or 72.41% of the total issued share capital of the Company which was in compliance with the relevant legal requirements. Among which, 2,600,000,000 were domestic tradable shares subject to trading moratorium, 3,808,900 were domestic tradable shares not subject to trading moratorium and 957,636,494 were H shares. The number of shares entitling the holders to attend and vote for or against all the resolutions at the EGM totalled 4,918,400,000 shares. There were no shares of the Company entitling the holder to attend and vote only against any of the resolutions at the EGM.

II. RESOLUTIONS CONSIDERED AND PASSED

The following resolutions were considered and passed through voting by way of poll at the EGM (please refer to the Notice of EGM for details of the resolutions).

As ordinary resolution:

1. Approved the resolution relating to the change of overseas auditors.

Grant Thornton Jingdu Tianhua (“**Jingdu Tianhua**”) has been appointed as the overseas auditors of the Company and its subsidiaries and shall hold office until the conclusion of the 2010 annual general meeting of the Company. Within the duration of its engagement, the major duties of Jingdu Tianhua include the auditing of the financial statements and review of the internal control of the Company for the year 2010.

The Board was authorised to determine and pay the remuneration to the overseas auditors within the range for remuneration of auditors, which was approved at the 2009 annual general meeting of the Company.

As special resolutions:

2. Approved the resolution relating to the amendments to the articles of association of Yanzhou Coal Mining Company Limited.

3. Approved the resolution relating to the amendments to the Rules of Procedures for the Shareholders’ Meeting of Yanzhou Coal Mining Company Limited.

4. Approved the resolution relating to the amendments to the Rules of Procedures for the Board of Yanzhou Coal Mining Company Limited.

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company’s H share registrar, Hong Kong Registrars Limited, authorised Beijing King and Wood, PRC Lawyers (“**King & Wood**”), to take vote at the EGM as scrutineer on its behalf.

III. PRESENCE OF LAWYER

The Company appointed King & Wood to witness the relevant matters at the EGM. King

& Wood accepted the appointment and appointed Tang Lizi to attend the EGM. King & Wood issued a legal opinion stating that certain matters such as convening and the procedures for holding and polling of the EGM were in compliance with the requirements of the relevant laws, regulations, normative documents and the articles of association of the Company; the qualification of the attendance and the convener of the EGM, the procedures and results of the EGM were valid and effective; and the resolutions passed at the EGM were valid and effective.

Appendix: Results of votes in relation to the 2011 First Extraordinary General Meeting of Yanzhou Coal Mining Company Limited.

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

Zoucheng, Shandong Province, the PRC
18 February 2011

As at the date of this announcement, the Directors are Mr. Li Weimin, Mr. Wang Xin, Mr. Shi Xuerang, Mr. Chen Changchun, Mr. Wu Yuxiang, Mr. Wang Xinkun, Mr. Zhang Baocai and Mr. Dong Yunqing, and the independent non-executive Directors of the Company are Mr. Pu Hongjiu, Mr. Zhai Xigui, Mr. Li Weian and Mr. Wang Junyan.

Yanzhou Coal Mining Company Limited
Results of votes in relation to the 2011 First Extraordinary General Meeting of Yanzhou Coal Mining Company Limited

No.	Resolution	No. of shares carrying voting rights	For			Against			Abstain		
			No. of votes		Percentage (%)	No. of votes		Percent age (%)	No. of votes		Per cent age (%)
1	Resolution relating to the change of overseas auditors.	3,518,322,656	Total:	3,517,595,176	99.9793%	Total:	727,480	0.0207%	Total:	0	0%
			Domestic tradable shares subject to trading moratorium:	2,600,000,000	73.8989%	Domestic tradable shares subject to trading moratorium:	0	0.0000%	Domestic tradable shares subject to trading moratorium:	0	0%
			Domestic tradable shares not subject to trading moratorium:	3,808,900	0.1083%	Domestic tradable shares not subject to trading moratorium:	0	0.0000%	Domestic tradable shares not subject to trading moratorium:	0	0%
			H shares:	913,786,276	25.9722%	H shares:	727,480	0.0207%	H shares:	—	—
2	Resolution relating to the amendments to the articles of association of Yanzhou Coal Mining Company Limited.	3,551,230,195	Total:	3,546,645,935	99.8710%	Total:	4,584,260	0.1290%	Total:	0	0%
			Domestic tradable shares subject to trading moratorium:	2,600,000,000	73.2141%	Domestic tradable shares subject to trading moratorium:	0	0.0000%	Domestic tradable shares subject to trading moratorium:	0	0%
			Domestic tradable shares not subject to trading moratorium:	3,808,900	0.1073%	Domestic tradable shares not subject to trading moratorium:	0	0.0000%	Domestic tradable shares not subject to trading moratorium:	0	0%
			H shares:	942,837,035	26.5496%	H shares:	4,584,260	0.1290%	H shares:	—	—
3	Resolution relating to the amendments to the Rules of Procedures for the Shareholders' Meeting of Yanzhou Coal Mining Company Limited.	3,561,445,394	Total:	3,556,950,949	99.8738%	Total:	4,494,445	0.1262%	Total:	0	0%
			Domestic tradable shares subject to trading moratorium:	2,600,000,000	73.0041%	Domestic tradable shares subject to trading moratorium:	0	0.0000%	Domestic tradable shares subject to trading moratorium:	0	0%
			Domestic tradable shares not subject to trading moratorium:	3,808,900	0.1069%	Domestic tradable shares not subject to trading moratorium:	0	0.0000%	Domestic tradable shares not subject to trading moratorium:	0	0%
			H shares:	953,142,049	26.7628%	H shares:	4,494,445	0.1262%	H shares:	—	—

No.	Resolution	No. of shares carrying voting rights	For		Against			Abstain			
			No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)			
4	Resolution relating to the amendments to the Rules of Procedures for the Board of Yanzhou Coal Mining Company Limited.	3,561,434,444	Total:	3,556,971,989	99.8747%	Total:	4,462,455	0.1253%	Total:	0	0%
			Domestic tradable shares subject to trading moratorium:	2,600,000,000	73.0043%	Domestic tradable shares subject to trading moratorium:	0	0.0000%	Domestic tradable shares subject to trading moratorium:	0	0%
			Domestic tradable shares not subject to trading moratorium:	3,808,900	0.1069%	Domestic tradable shares not subject to trading moratorium:	0	0.0000%	Domestic tradable shares not subject to trading moratorium:	0	0%
			H shares:	953,163,089	26.7635%	H shares:	4,462,455	0.1253%	H shares:	—	—