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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 ON RESOLUTIONS PASSED AT THE 7TH MEETING
OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**

The 7th meeting of the third session of the Board of the Company was held on 20 September 2006 in the Company's headquarters. Several resolutions were passed by the Board, which are set out in this announcement.

This announcement is made pursuant to the disclosure requirement under rule 13.09 of the Listing Rules.

The notice of the 7th meeting of the third session of the board of directors (the "Board") of Yanzhou Coal Mining Company Limited (the "Company") was dispatched on 17 September 2006 by way of written notices or e-mails. The meeting was held on 20 September 2006 in the Company's headquarters at 298 South Fushan Road, Zoucheng City, Shandong Province, the People's Republic of China (the "PRC"). Twelve directors were called upon for the meeting and all twelve directors present, complying with the requirements of the laws and regulations including the PRC Company Law and the articles of association of the Company. The convening of the meeting together with the resolutions passed were legal and valid.

The directors of the Company (the "Directors") unanimously agreed and passed the resolutions set out below:

1. Approved the resolution regarding the appointment of the secretary of the Board and the Company secretary of the Company

Per the nomination by Mr. Wang Xin, the chairman of the Company, the Board has appointed Mr. Zhang Baocai as the secretary of the Board and the Company secretary at the meeting. Mr. Zhang's qualification as Company Secretary of the Company is subject to approval by The Stock Exchange of Hong Kong Limited. The independent non-executive Directors have agreed to this appointment.

2. Approved the resolution regarding the appointment of the authorized representative of the Company

The Board has appointed Mr. Zhang Baocai as the authorized representative of the Company at the meeting. The independent non-executive Directors have agreed to this appointment. Following Mr. Zhang Baocai's appointment as an authorized representative, the authorized representatives of the Company are Mr. Wu Yuxiang and Mr. Zhang Baocai.

3. Approved the resolution regarding the election of a Director of the Company

The Board has nominated Mr. Zhang Baocai as the candidate for the non-independent director, with effect from the conclusion of the second 2006 extraordinary general meeting of the Company until the close of the general meeting in which the directors for the fourth session of the Board are elected. The Board has approved to submit this resolution to the second 2006 extraordinary general meeting of the Company for consideration and approval. The Board has also approved to publish the notice of the second 2006 extraordinary general meeting of the Company in the PRC and abroad. The independent non-executive Directors have agreed to these arrangements.

4. Approved the resolution regarding the adjustment and establishment of certain functional departments of the Company

The Board has approve to cancel the Project Department and establish the Corporate Development Department, Information Management Department and Risk Management Department.

This announcement is made pursuant to the disclosure requirement under rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this announcement, the directors of the Company are Mr. Wang Xin, Mr. Geng Jiahuai, Mr. Yang Deyu, Mr. Shi Xuerang, Mr. Chen Changchun, Mr. Wu Yuxiang, Mr. Wang Xinkun and Mr. Dong Yunqing, and the independent non-executive directors of the Company are Mr. Pu Hongjiu, Mr. Cui Jianmin, Mr. Wang Xiaojun and Mr. Wang Quanxi.

By order of the Board of
Yanzhou Coal Mining Company Limited
Wang Xin
Chairman of the Board

Zoucheng, Shandong Province, PRC, 20 September 2006

Please also refer to the published version of this announcement in South China Morning Post.