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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

**RESOLUTION PASSED AT THE NINETEENTH MEETING OF THE  
FOURTH SESSION OF THE BOARD**

The purpose of this announcement is to disclose the resolution passed at the Nineteenth Meeting of the Fourth Session of the Board on 28 January 2011.

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Notice of the Nineteenth Meeting of the Fourth Session of the board of directors (the **“Board”**) of Yanzhou Coal Mining Company Limited (**“Yanzhou Coal”** or the **“Company”**) was despatched on 26 January 2011 by way of written notices or e-mails. The meeting was held on 28 January 2011 by way of fax at the headquarters of the Company in Zoucheng City, Shandong Province, the PRC. Twelve directors of the Company were notified of and attended the meeting. The meeting complied with the requirements of the PRC laws and regulations, such as the PRC Company Law, and the articles of association of the Company.

The twelve directors of the Company attending the meeting unanimously agreed and passed the below resolution:

**To approve the “Proposal regarding participation by Yanzhou Coal Ordos Neng Hua Company Limited in the public auction for the mining rights of Zhuan Longwan coal mine zone in Inner Mongolia”**

1. Yanzhou Coal Ordos Neng Hua Company Limited (**“Ordos Neng Hua”**) was approved to participate as a bidder in the public auction for the mining rights of Zhuan Longwan coal mine zone of the Dongsheng coal field in Inner Mongolia;

2. The bidding price was approved to be no more than RMB8.391 billion;
3. Each director of the Company was authorised to deal with the registration of the mining rights and to amend or execute on behalf of the Company any relevant legal documents as authorised by the Board upon the successful bidding for the mining rights of Zhuan Longwan coal mine zone;
4. It was agreed that the bidding be referred to a shareholders' meeting for consideration and approval; each director of the Company was authorised to arrange for matters relating to convening the shareholders' meeting.

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

Zoucheng, Shandong Province, the PRC  
28 January 2011

*As at the date of this announcement, the directors of the Company 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 Yuning, and the independent non-executive directors of the Company are Mr. Pu Hongjiu, Mr. Zhai Xigui, Mr. Li Weian and Mr. Wang Junyan.*