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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 IN RELATION TO THE RESOLUTIONS PASSED AT THE 2011 FIRST CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES AND THE 2011 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

The 2011 first class meeting of the holders of domestic shares of the Company and the 2011 first class meeting of the holders of H shares of the Company were held at 10:30 a.m. and 11:30 a.m., respectively, on 20 May 2011. Resolutions set out in the notice of class meeting of the holders of domestic shares and the notice of class meeting of the holders of H shares dated 25 March 2011 were duly passed.

The 2011 first class meeting of the holders of domestic shares (the “**Domestic Shareholders’ Class Meeting**”) and the 2011 first class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) (collectively, the “**Shareholders’ Class Meetings**”) were convened at 10:30 a.m. and 11:30 a.m., respectively, on 20 May 2011 by Yanzhou Coal Mining Company Limited (the “**Company**”). Resolutions set out in the notice of class meeting of the holders of domestic shares and the notice of class meeting of the holders of H shares dated 25 March 2011 were duly passed. The convening of the Shareholders’ Class Meetings and all resolutions passed at the Shareholders’ Class Meetings were proceeded in compliance with the PRC Company Law, the relevant laws and regulations and the requirements of the articles of association of the Company.

I. CONVENING AND ATTENDANCE OF THE SHAREHOLDERS’ CLASS MEETINGS

(1) Convening of the Shareholders’ Class Meetings

1. **Time** : Domestic Shareholders’ Class Meeting: 10:30 a.m. on 20 May 2011
H Shareholders’ Class Meeting: 11:30 a.m. on 20 May 2011
2. **Venue** : Conference Room of Wai Zhao Building at 329 South Fushan Road, Zoucheng, Shandong Province, the PRC
3. **Method** : voting by poll
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 Shareholders' Class Meetings

As at the date of the Shareholders' Class Meetings, a total of 4,918,400,000 shares of the Company were in issue, of which 2,600,000,000 shares were held by Yankuang Group Corporation Limited (representing approximately 52.86% of the total number of issued shares of the Company).

For the special resolution set out in the notice of class meeting of the holders of domestic shares, the total number of shares entitling the holders to attend and vote for or against the special resolution at the Domestic Shareholders' Class Meeting was 2,960,000,000. There was no share of the Company entitling the holder to attend and vote only against the special resolution at the Domestic Shareholders' Class Meeting.

For the special resolution set out in the notice of class meeting of the holders of H shares, the total number of shares entitling the holders to attend and vote for or against the special resolution at the H Shareholders' Class Meeting was 1,958,400,000. There was no share of the Company entitling the holder to attend and vote only against the special resolution at the H Shareholders' Class Meeting.

1. Attendance of the Domestic Shareholders' Class Meeting

The shareholders in attendance either in person or by proxy at the Domestic Shareholders' Class Meeting represented 2,605,395,100 domestic shares of the Company carrying voting rights (or 88.02% of the total number of domestic shares of the Company carrying voting rights) which comprised of 2,600,000,000 domestic tradable shares subject to trading moratorium and 5,395,100 domestic tradable shares not subject to trading moratorium.

2. Attendance of the H Shareholders' Class Meeting

The shareholders in attendance either in person or by proxy at the H Shareholders' Class Meeting represented 934,051,151 H shares of the Company carrying voting rights (or 47.69% of the total number of H shares of the Company carrying voting rights).

The Shareholders' Class Meetings were legally and validly convened in accordance with the PRC Company Law, the relevant laws and regulations and the requirements of the articles of association of the Company.

II. RESOLUTIONS CONSIDERED AND PASSED

The following resolutions were considered and passed through voting by way of registered poll at the meetings:

1. Domestic Shareholders' Class Meeting

To approve "The Proposal regarding the grant of general mandate to the Board to repurchase H shares of the Company"

Approved the grant of general mandate to Mr. Wu Yuxiang as representative of the Board to repurchase H Shares of the Company not exceeding 10% of the total amount of existing issued H Shares of the Company as at the date of passing the resolution during the relevant authorized period. The Board shall, upon obtaining approvals from the relevant PRC regulatory authorities and complying with the relevant laws, regulations and the articles of

association of the Company, determine the relevant matters in relation to the repurchase of H shares of the Company according to the needs and market conditions (including but not limited to the power to decide the time, the number of shares to be repurchased, the repurchase price(s), the opening of overseas stock accounts and completing the corresponding registration of changes of foreign exchange, the issue of notification and announcement to creditors, the filing of relevant documents with the China Securities Regulatory Commission, the cancellation of repurchased shares, the amendment of the articles of association of the Company and completing the corresponding registration procedures and to execute and deal with all other documents or matters in respect of the share repurchase).

The number of shares represented by votes for the resolution was 2,605,395,100 shares, represented 100% of the total number of domestic shares with voting rights present at the meeting for the resolution. No shares voted against the resolution.

2. H Shareholders' Class Meeting

To approve "The Proposal regarding the grant of general mandate to the Board to repurchase H shares of the Company"

Approved the grant of general mandate to Mr. Wu Yuxiang as representative of the Board to repurchase H Shares of the Company not exceeding 10% of the total amount of existing issued H Shares of the Company as at the date of passing the resolution during the relevant authorized period. The Board shall, upon obtaining approvals from the relevant PRC regulatory authorities and complying with the relevant laws, regulations and the articles of association of the Company, determine the relevant matters in relation to the repurchase of H shares of the Company according to the needs and market conditions (including but not limited to the power to decide the time, the number of shares to be repurchased, the repurchase price(s), the opening of overseas stock accounts and completing the corresponding registration of changes of foreign exchange, the issue of notification and announcement to creditors, the filing of relevant documents with the China Securities Regulatory Commission, the cancellation of repurchased shares, the amendment of the articles of association of the Company and completing the corresponding registration procedures and to execute and deal with all other documents or matters in respect of the share repurchase).

The number of shares represented by votes for the resolution was 934,051,151 shares, represented 100% of the total number of H shares with voting rights present at the meeting for the resolution. No shares voted against the resolution.

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 has appointed Beijing King and Wood, PRC lawyers, as scrutineer for the purpose of vote-taking at the Shareholders' Class Meetings.

III. PRESENCE OF LAWYER

The Company has appointed Beijing King & Wood, PRC lawyers, to witness the relevant matters at the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. King & Wood, PRC lawyers, accepted the appointment and authorized Tang Lizi to attend the meetings. King & Wood, PRC lawyers issued a legal opinion concluding that the procedures for convening and holding of the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, the eligibilities of the shareholders in attendance either in person or by proxy and the polling procedures were in compliance with the relevant requirements of the laws, regulations, the Rules for Shareholders Meetings and the articles of association of the Company; the eligibilities of the

attendees and the convener of the Shareholders' Class Meetings were valid and effective; the procedures and results of the Shareholders' Class Meetings were valid and effective; and the resolutions passed at the Shareholders' Class Meetings were valid and effective.

IV. DOCUMENTS FOR FURTHER REFERENCE

1. Written resolutions of the 2011 first class meeting of the holders of domestic shares of the Company and the 2011 first class meeting of the holders of H shares of the Company which were signed and confirmed by the directors, supervisors and the scrutineer attending the meetings and the meeting recorder; and
2. Legal opinion in relation to the 2011 first class meeting of the holders of domestic shares of the Company and the 2011 first class meeting of the holders of H shares of the Company which was issued by King & Wood, PRC lawyers.

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

Zoucheng, Shandong Province, the PRC
20 May 2011

As at the date of this announcement, the directors of the Company are Mr. Li Weimin, Mr. Wang Xin, Mr. Zhang Yingmin, Mr. Shi Xuerang, Mr. Wu Yuxiang, Mr. Zhang Baocai and Mr. Dong Yuning, and the independent non-executive directors of the Company are Mr. Wang Xianzheng, Mr. Cheng Faguang, Mr. Wang Xiaojun and Mr. Xue Youzhi.