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
ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE 1ST MEETING OF THE FIFTH SESSION OF THE BOARD

This announcement is to disclose the resolutions passed at the 1st meeting of the fifth session of the Board of the Company held on 20 May 2011.

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

The notice of the 1st meeting of the fifth session of the board of directors (the "**Board**") of Yanzhou Coal Mining Company Limited (the "**Company**") was dispatched on 16 May 2011 by way of written notices or e-mails. The meeting was held on 20 May 2011 at the headquarter of the Company in Zoucheng City of Shandong Province. Eleven directors were notified of the meeting and all of them were present, complying with the PRC Company Law, the relevant laws and regulations and the requirements of the articles of association of the Company.

The eleven directors present at the meeting unanimously agreed and passed the resolutions set out below:

1. To approve the resolution on the election of the chairman of the Board

Mr. Li Weimin was elected as the chairman of the fifth session of the Board.

2. To approve the resolution on the election of vice chairman of the Board

Mr. Wang Xin was elected as the vice chairman of the fifth session of the Board.

3. To approve the resolution on appointment of general manager of the Company

As nominated by Mr. Li Weimin, the chairman of the Board, Mr. Zhang Yingmin was appointed as the general manager of the Company.

The independent directors of the Company have expressed their consents.

4. To approve the resolution on the respective appointments of deputy general managers and senior management of the Company

As nominated by Mr. Zhang Yingmin, the general manager, Mr. Jin Tai, Mr. Heye, Mr. Lai Cunliang, Mr. Tian Fengze, Mr. Zhang Baocai and Mr. Shi Chengzhong were appointed as deputy general managers, Mr. Wu Yuxiang was appointed as chief financial officer, and Mr. Ni Xinghua was appointed as chief engineer.

The independent directors of the Company have expressed their consents.

5. To approve the resolution on the appointment of the secretary of the Board

As nominated by Mr. Li Weimin, the chairman of the Board, Mr. Zhang Baocai was appointed as the secretary of the Board.

The independent directors of the Company have expressed their consents.

6. To approve the resolution on the respective appointments of the authorized representatives of the Company

Mr. Wu Yuxiang and Mr. Zhang Baocai were appointed as the authorized representatives of the Company and as the contact persons with The Stock Exchange of Hong Kong Limited on behalf of the Company.

7. To approve the resolution on the establishment of the audit committee of the fifth session of the Board

The audit committee of the fifth session of the Board was established and Mr. Cheng Faguang, Mr. Wang Xianzheng, Mr. Wang Xiaojun, Mr. Xue Youzhi and Mr. Dong Yunqing were appointed as members of the audit committee. Mr. Cheng Faguang was appointed as the chairman of the audit committee.

The audit department of the Company is the working department of the audit committee.

8. To approve the resolution on establishment of the remuneration committee of the fifth session of the Board

The remuneration committee of the fifth session of the Board was established and Mr. Xue Youzhi, Mr. Wang Xiaojun and Mr. Dong Yunqing were appointed as members of the remuneration committee. Mr. Xue Youzhi was appointed as the chairman of the remuneration committee.

The human resources department of the Company is the working department of the remuneration committee.

9. To approve the resolution on establishment of the nomination committee of the fifth session of the Board

The nomination committee of the fifth session of the Board was established and Mr. Wang Xiaojun, Mr. Li Weimin and Mr. Cheng Faguang were appointed as members of the nomination committee. Mr. Wang Xiaojun was appointed as the chairman of the nomination committee.

The human resources department of the Company is the working department of the nomination committee.

10. To approve the resolution on establishment of the strategy and development committee of the fifth session of the Board

The strategy and development committee of the fifth session of the Board was established and Mr. Li Weimin, Mr. Wang Xin, Mr. Zhang Baocai and Mr. Xue Youzhi were appointed as members of the strategy and development committee. Mr. Li Weimin was appointed as the chairman of the strategy and development committee.

The planning and development department of the Company is the working department of the strategy and development committee.

11. To approve the Working Rules for the Secretary to the Board of the Company

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 Yunqing, and the independent non-executive directors of the Company are Mr. Wang Xianzheng, Mr. Cheng Faguang, Mr. Wang Xiaojun and Mr. Xue Youzhi.