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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

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE THIRD
MEETING OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS**

The purpose of this announcement is to disclose the resolutions passed at the third meeting of the fifth session of the Board on 19 August 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 third meeting of the fifth session of the board of directors (the “**Board**”) of Yanzhou Coal Mining Company Limited (the “**Company**”) was despatched on 5 August 2011 by way of written notices or e-mails. The meeting was held on 19 August 2011 at the headquarters of the Company in Zoucheng City, Shandong Province, the People's Republic of China (the “**PRC**”). Eleven directors of the Company were notified of the meeting and all of them were present. 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 eleven directors of the Company present at the meeting unanimously agreed and passed the below resolutions:

1. Approved the “2011 Interim Report of Yanzhou Coal Mining Company Limited”

The Company will not distribute any mid-term profit nor will the Company increase its share capital through conversion of its capital reserve.

2. Approved the “Proposal regarding the continuing connected transactions between Yanzhou Coal Mining Company Limited and Yankuang Group Finance Company Limited”

The subject matter of the resolution relates to connected transaction. Therefore, four connected directors abstained from voting, while the remaining seven non-connected directors unanimously

approved the resolution. Please refer to the announcement dated 19 August 2011 in relation to continuing connected transactions of Yanzhou Coal Mining Company Limited for details. This announcement has been posted on each of the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk, the Shanghai Stock Exchange at <http://www.sse.com.cn> and the Company at <http://www.yanzhoucoal.com.cn>.

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

Zoucheng, Shandong Province, the PRC
19 August 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.