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兖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 2010 FIRST EXTRAORDINARY GENERAL MEETING

The 2010 First Extraordinary General Meeting of the Company was held on 26 February 2010. All the resolutions set out in the notice of EGM dated 8 January 2010 were duly passed at the EGM.

The 2010 First Extraordinary General Meeting (the “**EGM**”) was convened on 26 February 2010 by Yanzhou Coal Mining Company Limited (the “**Company**”) and all the resolutions set out in the notice of the EGM dated 8 January 2010 (the “**Notice of EGM**”) were duly passed at the EGM. The convening of the EGM and voting at the EGM were proceeded in compliance with the Company Law of the People's Republic of China (the “**PRC**”) and the relevant laws and regulations and the requirements of the articles of association of the Company (the “**Articles**”).

I. CONVENING AND ATTENDANCE OF THE MEETING

(1) Convening of the EGM

1. **Time:** 9:00a.m. on 26 February 2010
2. **Venue:** Conference Room of Wai Zhao Building, 329 South Fushan Road, Zoucheng, Shandong Province, the PRC
3. **Method:** on site voting
4. **Convened by:** the board of directors of the Company (the “**Board**”)
5. **Chairman:** Mr. Wang Xin, chairman of the Board

(2) Attendance of the EGM

There were 6 shareholders in attendance either in person or by proxy at the EGM, represented 3,579,980,668 shares of the Company carrying voting rights or 72.79% of the total issued

share capital of the Company which was in compliance with the relevant legal requirements. Among which, 2,600,000,000 were domestic tradable shares subject to trading moratorium, 328,200 were domestic tradable shares not subject to trading moratorium and 979,652,468 were H shares. The number of shares entitling the holders to attend and vote for or against all the resolutions at the EGM totalled 4,918,400,000 shares. There are no shares of the Company entitling the holder to attend and vote only against any of the resolutions at the EGM.

II. RESOLUTIONS CONSIDERED AND PASSED

The following resolutions were considered and passed through voting by way of registered poll at the EGM (please refer to the Notice of EGM for details of the resolutions).

As ordinary resolution:

1. Approved the resolution relating to the election of a director of the Company.

Approved the nomination of Mr. Li Weimin and Mr. Li was elected as a director of the fourth session of the Board whose appointment is effective from the date of the conclusion of the EGM and will expire on the date of the conclusion of the general meeting for the election of the fifth session of the Board.

Please refer to the Notice of EGM for the personal biography of Mr. Li Weimin and other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. As far as the remuneration of Mr. Li Weimin is concerned, each year the compensation committee of the Board will propose a remuneration determination plan for directors and supervisors of the Company, which shall be submitted to the Board for consideration and is subject to approval by the shareholders' general meeting.

As special resolutions:

2. Approved the resolution relating to the amendments to the Rules of Procedures for the Board of Yanzhou Coal Mining Company Limited.

3. Approved the resolution relating to the amendments to the Rules of Procedures for the Supervisory Committee of Yanzhou Coal Mining Company Limited.

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 ("**King and Wood**"), as scrutineer for the purpose of vote-taking at the EGM.

III. PRESENCE OF LAWYER

The Company has appointed King & Wood to witness the relevant matters at the EGM. King & Wood accepted the appointment and authorized Tang Lizi and Yang Guangshui to attend the EGM. King & Wood issued a legal opinion stating that certain matters such as convening and the procedures for holding and polling of the EGM were in compliance with the relevant requirements of the laws, regulations, normative documents and the Articles; the qualification of the attendance and the convener of the EGM; the procedures and results of the EGM were valid and effective; and the resolutions passed at the EGM were valid and effective.

Appendix: Results of votes in relation to the 2010 First Extraordinary General Meeting of Yanzhou Coal Mining Company Limited.

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

Zoucheng, Shandong Province, the PRC
26 February 2010

As at the date of this announcement, the Directors are Mr. Wang Xin, Mr. Geng Jiahuai, Mr. Li Weimin, Mr. Shi Xuerang, Mr. Chen Changchun, Mr. Wu Yuxiang, Mr. Wang Xinkun, Mr. Zhang Baocai and Mr. Dong Yunqing, and the independent non-executive Directors of the Company are Mr. Pu Hongjiu, Mr. Zhai Xigui, Mr. Li Weian and Mr. Wang Junyan.

Yanzhou Coal Mining Company Limited

Results of votes in relation to the 2010 First Extraordinary General Meeting of Yanzhou Coal Mining Company Limited.

No.	Resolution	No. of shares carrying voting rights	For		Against			Abstain			
			No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)			
1	Resolution relating to the election of a director of the Company.	3,579,537,458	Total:	3,432,872,304	95.9027%	Total:	146,665,154	4.0973%	Total:	0	0%
			Domestic tradable shares subject to trading moratorium:	2,600,000,000	72.6351%	Domestic tradable shares subject to trading moratorium:	0	0.0000%	Domestic tradable shares subject to trading moratorium:	0	0%
			Domestic tradable shares not subject to trading moratorium:	328,200	0.0092%	Domestic tradable shares not subject to trading moratorium:	0	0.0000%	Domestic tradable shares not subject to trading moratorium:	0	0%
			H Shares:	832,544,104	23.2584%	H Shares:	146,665,154	4.0973%	H Shares:	—	—
2	Resolution relating to the amendments to the Rules of Procedures for the Board of Yanzhou Coal Mining Company Limited.	3,579,834,308	Total:	3,576,591,178	99.9094%	Total:	3,243,130	0.0906%	Total:	0	0%
			Domestic tradable shares subject to trading moratorium:	2,600,000,000	72.6291%	Domestic tradable shares subject to trading moratorium:	0	0.0000%	Domestic tradable shares subject to trading moratorium:	0	0%
			Domestic tradable shares not subject to trading moratorium:	328,200	0.0092%	Domestic tradable shares not subject to trading moratorium:	0	0.0000%	Domestic tradable shares not subject to trading moratorium:	0	0%
			H Shares:	976,262,978	27.2712%	H Shares:	3,243,130	0.0906%	H Shares:	—	—
3	Resolution relating to the amendments to the Rules of Procedures for the Supervisory Committee of Yanzhou Coal Mining Company Limited.	3,579,980,668	Total:	3,576,596,408	99.9055%	Total:	3,384,260	0.0945%	Total:	0	0%
			Domestic tradable shares subject to trading moratorium:	2,600,000,000	72.6261%	Domestic tradable shares subject to trading moratorium:	0	0.0000%	Domestic tradable shares subject to trading moratorium:	0	0%
			Domestic tradable shares not subject to trading moratorium:	328,200	0.0092%	Domestic tradable shares not subject to trading moratorium:	0	0.0000%	Domestic tradable shares not subject to trading moratorium:	0	0%
			H Shares:	976,268,208	27.2702%	H Shares:	3,384,260	0.0945%	H Shares:	—	—