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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 2009 ANNUAL GENERAL MEETING**

The 2009 AGM of the Company was held on 25 June 2010. All the resolutions set out in the Notice of AGM dated 23 April 2010 were duly passed.

The Company will distribute a final dividend of RMB0.25 per share (tax inclusive) for the year ended 31 December 2009 to all of the Shareholders.

The Annual General Meeting of Yanzhou Coal Mining Company Limited (the “**Company**”) for the year 2009 (the “**AGM**”) was convened by the Company on 25 June 2010 and all the resolutions set out in the notice of AGM dated 23 April 2010 (the “**Notice of AGM**”) were duly passed at the AGM. The convening of the AGM and all resolutions at the AGM were passed in compliance with the Company Law of the People's Republic of China (“**PRC**”), the relevant laws and regulations and the requirements of the articles of association of the Company (the “**Articles of Association**”).

I. CONVENING AND ATTENDANCE OF THE AGM

(1) Convening of the AGM

1. **Time:** 8:30 a.m. on 25 June 2010
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, vice -chairman of the Board and general manager

(2) Attendance of the AGM

6 shareholders of the Company (the “**Shareholders**”) and proxies attended the AGM, representing 3,538,998,989 shares carrying voting rights or 71.95% of the total issued share capital of the Company, which was in compliance with the relevant legal requirements. Among which, 2,600,000,000 shares were domestic tradable shares subject to trading moratorium, 2,690,028 shares were domestic tradable shares not subject to trading moratorium and 936,308,961 shares were H shares. The number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM 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 AGM.

II. RESOLUTIONS CONSIDERED AND PASSED

The following resolutions were considered and passed through voting by way of registered poll at the AGM, details of which are set out in the Notice of AGM dated 23 April 2010:

As ordinary resolutions:

1. **Approved the working report of the Board for the year ended 31 December 2009;**
2. **Approved the working report of the supervisory committee of the Company for the year ended 31 December 2009;**
3. **Approved the audited financial statements of the Company and the Group as at and for the year ended 31 December 2009;**
4. **Approved the proposed profit distribution plan of the Company for the year ended 31 December 2009 and the Board was authorized to distribute such dividends to the Shareholders;**

The Company is proposed to distribute a cash dividend of RMB0.25 per share (tax inclusive) to all of the Shareholders, totalling RMB1.2296 billion (tax inclusive) for the year 2009.

5. **Determined the remuneration of the directors and supervisors of the Company for the year ending 31 December 2010;**
6. **Approved the appointment of auditors of the Company for the year ending 31 December 2010 and their remuneration;**

Grant Thornton Certified Public Accountants Ltd. (the “**Grant Thornton**”) and ShineWing Certified Public Accountants (the “**ShineWing**”) were re-appointed as the Company’s international and domestic auditors, respectively, for the year ending 31 December 2010.

The remuneration of the auditors for the year ending 31 December 2010 are set out below:

- (1) The remuneration for auditing services on domestic businesses shall be RMB7,300,000, among which, each Grant Thornton and ShineWing will be received RMB3,650,000 respectively.
- (2) The remuneration for auditing services on overseas businesses shall be AUD\$800,000, among which, AUD600,000 will be paid to ShineWing and AUD 200,000 will be paid to Grant Thornton respectively.
- (3) The Board was authorized to determine and make payment of other service fees to the auditors of the Company.

7. Approved the proposal to renew liability insurance for directors, supervisors and senior officers of the Company;

Approved the renewal of liability insurance with a maximum insurance coverage of USD15 million for the directors, supervisors and senior officers of the Company.

As special resolutions:

8. Approved the proposal relating to the “Proposal regarding the expansion of the business scope of Yanzhou Coal Mining company Limited and the amendments to the Articles of Association of the Company”;

Details relating to the expansion of the business scope of Yanzhou Coal Mining Company Limited and the amendments to the Articles of Association were set out in the Notice of 2009 AGM dated 23 April 2010.

9. Approved the general mandate to the Board to issue additional H shares of the Company not exceeding 20% 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 and to make corresponding amendments to the Articles of Association where appropriate;

10. Approved the general mandate to 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 relevant resolution during the relevant authorized period and to make corresponding amendments to the Articles of Association where appropriate.

Pursuant to the specific requirements for companies with both A shares and H shares listed, class meetings shall be convened respectively to obtain approvals from the holders of domestic shares and holders of H shares for granting the repurchase mandate.

The Company’s independent directors of the fourth session of the Board, namely Mr. Pu Hongjiu, Mr. Zhai Xigui, Mr. Li Weian, and Mr. Wang Junyan, tendered a working report of the independent directors of the Company for the year ended 31 December 2009 at the AGM and reported the implementation of their duties in 2009.

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 the scrutineer for the purpose of vote-taking at the AGM.

III. PRESENCE OF LAWYER

The Company has appointed King & Wood to witness the relevant matters at the AGM. King & Wood accepted such appointment and authorized Tang Lizi and Liu Jiaping to attend the AGM. King & Wood issued a legal opinion concluding that the procedures for convening, holding and the eligibilities of the shareholders in attendance either in person or by proxy and the polling procedures were in compliance with the requirements of the laws, regulations, departmental rules, normative documents and the Articles of Association; the eligibilities of the attendees and the convener of the AGM were valid and effective; the procedures and results for the voting were valid and effective and the resolutions passed at the AGM were valid and effective.

IV. DISTRIBUTION OF FINAL DIVIDENDS

Pursuant to resolution No. 4 of the AGM set out above and as authorized at the AGM, the Board will distribute a final dividend for the year 2009 to:

- (1) holders of the Company’s domestic shares; and
- (2) holders of the Company’s overseas-listed foreign invested shares (in the form of H shares) whose names appear on the H share register of members of the Company at the close of business on Wednesday, 26 May 2010.

Details of distribution of dividends:

- (a) A final dividend of RMB0.25 per share (tax inclusive) shall be distributed to the Shareholders entitled to such dividends.
- (b) Pursuant to the Articles of Association, dividends payable to the Shareholders shall be declared in Renminbi. Dividends payable to holders of the Company’s domestic shares shall be paid in Renminbi while dividends payable to holders of the Company’s H shares shall be paid in Hong Kong dollars, in which case, the following formula shall apply:

Conversion formula for dividends per share (Renminbi to Hong Kong dollar)	=	Dividends per share in RMB Average closing exchange rates for RMB to Hong Kong dollar as announced by Bank of China for the 5 working days prior to the announcement of payment of final dividend
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For the purpose of calculating the Hong Kong dollar equivalent to the amount of dividends payable per H share of the Company, the average closing exchange rates for Renminbi to Hong Kong dollar as announced by Bank of China for the 5 working days prior to the announcement of payment of final dividend is Renminbi 0.876 = Hong Kong dollar 1.00. Accordingly, the amount of dividends which will be payable to the holders of H shares of the Company is Hong Kong dollar 0.285 per H share of the Company (tax inclusive).

- (c) Pursuant to the “Enterprise Income Tax Law of the People’s Republic of China”, the “Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China” and the “Notice of the State Administration of Taxation on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Offshore Non-resident Enterprise Holders of H Shares”, all implemented in 2008, the Company is required to withhold enterprise income tax at the rate of 10% when distributing the final dividend to non-resident enterprise shareholders whose names appear on the H share register of members of the Company. Any H Shares registered in the name of non-individual shareholders, including HKSCC nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and the Company will distribute the final dividend to such non-individual shareholders after withholding enterprise income tax of 10%. The 10% enterprise income tax will not be withheld from the final dividend payable to any natural person shareholders whose names appear on the H share register of members of the Company at the close of business on Wednesday, 26 May 2010.

The Company will strictly comply with the relevant laws and regulations to withhold for payment of enterprise income tax. After the withholding and payment of non-resident enterprise income tax by the Company, any enterprise shareholder who may be entitled to a deduction or exemption of enterprise income tax in accordance with the relevant laws, regulations or treaties may itself apply to the competent tax authority for a tax refund pursuant to the provisions of applicable laws, regulations or treaties. The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding.

- (d) The Company will appoint Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “Receiving Agent”) and will pay the Receiving Agent the final dividends declared in respect of the Company’s H shares, which will be held on trust pending payment to the holders of such shares. Such final dividends will be paid by the Receiving Agent on or before 26 July 2010 and will be dispatched by Hong Kong Registrars Limited to the holders of H shares of the Company who are entitled to receive the same by ordinary post at the risk of the holders of H shares of the Company.
- (e) Details regarding the distribution of dividends for holders of the Company’s domestic tradable shares will be announced separately in the PRC.

Appendix: Yanzhou Coal Mining Company Limited – Voting Results in Relation to the Resolutions Passed at the 2009 Annual General Meeting

Zoucheng, Shandong Province, the PRC

25 June 2010

As at the date of this announcement, the Directors of the Company 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 resolutions passed at the 2009 AGM on 25 June 2010

No.	Resolution	No. of shares carrying voting rights	For			Against			Abstain		
			No. of votes		Percentage (%)	No. of votes		Percentage (%)	No. of votes		Percentage (%)
1	To approve the working report of the Board for the year ended 31 December 2009	3,537,612,269	Total:	3,536,527,749	99.9693%	Total:	1,084,520	0.0307%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	73.4959%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	2,690,028	0.0760%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	933,837,721	26.3974%	H Shares:	1,084,520	0.0307%	H Shares:	—	—
2.	To approve the working report of the supervisory committee of the Company for the year ended 31 December 2009.	3,537,610,739	Total:	3,536,519,799	99.9692%	Total:	1,090,940	0.0308%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	73.4959%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	2,690,028	0.0761%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	933,829,771	26.3972%	H Shares:	1,090,940	0.0308%	H Shares:	—	—

3	To approve the audited financial statements of the Company and the Group as at and for the year ended 31 December 2009.	3,475,165,054	Total:	3,474,559,904	99.9826%	Total:	605,150	0.0174%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	74.8166%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	2,690,028	0.0774%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	871,869,876	25.0886%	H Shares:	605,150	0.0174%	H Shares:	—	—
4	To approve the proposed profit distribution plan of the Company for the year ended 31 December 2009.	3,538,998,989	Total:	3,538,290,959	99.9800%	Total:	708,030	0.0200%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	73.4671%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	2,690,028	0.0760%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	935,600,931	26.4369%	H Shares:	708,030	0.0200%	H Shares:	—	—
5	To determine the remuneration of the directors and supervisors of the Company for the year ending 31 December, 2009.	3,537,426,229	Total:	3,535,871,329	99.9560%	Total:	1,554,900	0.0440%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	73.4998%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%

			Domestic tradable shares not subject to trading moratorium	2,690,028	0.0760%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	933,181,301	26.3802%	H Shares:	1,554,900	0.0440%	H Shares:	—	—
6	To approve the appointment of auditors of the Company for the year ending 31 December 2009 and their remuneration.	3,537,539,349	Total:	3,536,618,909	99.9740%	Total:	920,440	0.0260%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	73.4974%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	2,690,028	0.0761%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	933,928,881	26.4005%	H Shares:	920,440	0.0260%	H Shares:	—	—
7	Approved the proposal to renew liability insurance for directors, supervisors and senior officers of the Company.	3,372,469,570	Total:	2,726,478,686	80.8452%	Total:	643,447,056	19.0794%	Total:	2,543,828	0.0754%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	77.0949%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	4,400	0.0001%	Domestic tradable shares not subject to trading moratorium	141,800	0.0042%	Domestic tradable shares not subject to trading moratorium	2,543,828	0.0754%
			H Shares:	126,474,286	3.7502%	H Shares:	643,305,256	19.0752%	H Shares:	—	—

8	Approved the proposal relating to the amendments to the Articles of Association of the Company.	3,537,590,069	Total:	3,536,924,769	99.9812%	Total:	665,300	0.0188%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	73.4964%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	2,690,028	0.0760%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	934,234,741	26.4088%	H Shares:	665,300	0.0188%	H Shares:	—	—
9	Approved the general mandate to the Board to issue additional H shares of the Company not exceeding 20% 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 and to make corresponding amendments to the Articles of Association where appropriate.	3,538,906,369	Total:	2,982,337,945	84.2729%	Total:	556,568,424	15.7271%	Total:	0	0.0000%
			Domestic tradable shares subject to trading moratorium	2,600,000,000	73.4690%	Domestic tradable shares subject to trading moratorium	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%
			Domestic tradable shares not subject to trading moratorium	127,100	0.0036%	Domestic tradable shares not subject to trading moratorium	2,562,928	0.0724%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
			H Shares:	382,210,845	10.8003%	H Shares:	554,005,496	15.6547%	H Shares:	—	—
10	Approved the general mandate to the Board to repurchase H shares of the Company not exceeding 10% of the total amount of existing	3,538,955,249	Total:	3,509,533,449	99.1686%	Total:	29,421,800	0.8314%	Total:	0	0.0000%
			Domestic tradable shares subject to trading	2,600,000,000	73.4680%	Domestic tradable shares subject to trading	0	0.0000%	Domestic tradable shares subject to trading moratorium	0	0.0000%

issued H shares of the Company as at the date of passing the resolution during the relevant authorized period and to make corresponding amendments to the Articles of Association where appropriate.		moratorium			moratorium					
		Domestic tradable shares not subject to trading moratorium	2,690,028	0.0760%	Domestic tradable shares not subject to trading moratorium	0	0.0000%	Domestic tradable shares not subject to trading moratorium	0	0.0000%
		H Shares:	906,843,421	25.6246%	H Shares:	29,421,800	0.8314%	H Shares:	—	—