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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)

**FURTHER ANNOUNCEMENT IN RELATION TO THE SUBSCRIPTION OF
CONVERTIBLE HYBRID BONDS PURSUANT TO THE PROPOSED RIGHTS OFFER BY
YANCOAL AUSTRALIA LIMITED**

Reference is made to (i) the announcement of Yanzhou Coal Mining Company Limited (the “**Company**”) dated 7 November 2014 in relation to, inter alia, the proposed rights offer of convertible hybrid bonds by Yancoal Australia Limited (“**Yancoal Australia**”), a non wholly-owned subsidiary of the Company, the shares of which are currently listed on the Australian Securities Exchange (stock code: YAL) (the “**Convertible Hybrid Bonds**”); (ii) the section headed “update of the share exchange transaction with minority shareholders of Yancoal Australia” in the annual results announcement for the year 2013 of the Company dated 21 March 2014 (the “**2013 Annual Results Announcement**”); and (iii) the announcement of the Company dated 8 July 2013 in relation to the Company’s proposal to the minority shareholders of Yancoal Australia, pursuant to which the Company would acquire 22% of the issued shares of Yancoal Australia held by those minority shareholders who will receive Yanzhou CHESS Depositary Interests (“CHESS” stands for the Clearing House Electronic Subregister System of Australian Securities Exchange) as the consideration of the acquisition for the purpose of privatization of Yancoal Australia (the “**Share Exchange Transaction**”).

This announcement is made by the board of the Company (the “**Board**”) in response to the press article (the “**Article**”) published on the website of The Australian Financial Review on 12 November 2014 in relation to Yancoal Australia. The Article quoted Mr. James Richards, the General Manager Investor Relations of Yancoal Australia, saying that the proposed rights offer of the Convertible Hybrid Bonds is “an offer in the interests of strengthening the balance sheet of Yancoal Australia, not privatizing Yancoal Australia”.

As stated in the 2013 Annual Results Announcement, according to the update of the proposed Share Exchange Transaction and in order to protect the interests of the Company and the shareholders of the Company, the Company had decided not to proceed with the Share Exchange Transaction arrangement. Accordingly, the rights offer of the Convertible Hybrid Bonds by Yancoal Australia is not an arrangement made for the purpose of the privatization of Yancoal Australia by the Company.

Save as disclosed herein, the Company is not aware of any inside information in relation to the Company that needs to be disclosed under Rule 13.09 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

By order of the Board
Yanzhou Coal Mining Company Limited
Li Xiyong

Chairman of the Board

Zoucheng, Shandong Province, the PRC
12 November 2014

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Zhang Xinwen, Mr. Yin Mingde, Mr. Wu Yuxiang, Mr. Zhang Baocai, Mr. Wu Xiangqian and Mr. Jiang Qingquan, and the independent non-executive directors of the Company are Mr. Wang Lijie, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Xue Youzhi.