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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)

**CLOSE OF RIGHTS OFFER OF THE CONVERTIBLE HYBRID BONDS TO
ELIGIBLE SHAREHOLDERS**

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The Rights Offer of the Convertible Hybrid Bonds by Yancoal Australia to Eligible Shareholders was closed on 22 December 2014.

This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance and Rules 13.09(2)(a) and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

CLOSE OF RIGHTS OFFER OF THE CONVERTIBLE HYBRID BONDSTO ELIGIBLE SHAREHOLDERS

Reference is made to the announcements of Yanzhou Coal Mining Company Limited (the "**Company**") dated 24 November 2014 (the "**Prospectus Announcement**"), 12 December 2014 (the "**Supplementary Prospectus Announcement**") and 18 December 2014 (the "**Second Supplementary Prospectus Announcement**") and the circular of the Company dated 27 November 2014 (the "**Circular**") in relation to the Rights Offer of Convertible Hybrid Bonds by Yancoal Australia Limited ("**Yancoal Australia**"). Unless otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus Announcement, theSupplementary Prospectus Announcement, the Second Supplementary Prospectus Announcement and the Circular.

The Rights Offer of Convertible Hybrid Bonds by Yancoal Australia to Eligible Shareholders (as defined in the Second Supplementary Prospectus) was closed on 22 December 2014, raising approximately US\$1,800,209,900 (including approximately US\$1.8 billion of Convertible Hybrid Bonds for which the Company has irrevocably undertaken to subscribe as disclosed in the Circular).

Entitlements to subscribe for approximately US\$507,596,300of Convertible Hybrid Bonds, representing entitlements not taken up by the Eligible Shareholders as well as entitlements that ineligible shareholders were not eligible to take up, will be offered for sale under a shortfall bookbuild (the "**Shortfall Bookbuild**"). The Shortfall Bookbuild will take place on 23 December 2014.

The Convertible Hybrid Bonds are expected to be issued on 31 December 2014.

Trading of the Convertible Hybrid Bonds on the ASX is expected to commence on 2 January 2015 on a deferred settlement basis under the ASX code of "YCNPA". Trading on a normal settlement basis is expected to commence on 8 January 2015.

Please refer to the Circular, the Prospectus, the Supplementary Prospectus and theSecond Supplementary Prospectus for details of the Convertible Hybrid Bonds.

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

Chairman of the Board

Zoucheng, Shandong Province, the PRC
22 December2014

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. JiaShaohua, Mr. Wang Xiaojun and Mr. XueYouzhi.