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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)

**DISCLOSEABLE TRANSACTION
SUBSCRIPTIONS OF WEALTH MANAGEMENT PRODUCTS**

Reference is made to the announcement of the Company regarding the 2014/2015 First Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank dated 10 November 2014, the announcement of the Company regarding the 2014/2015 Second Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank dated 16 February 2015, the announcement of the Company regarding the 2014/2015 First Wealth Management Plan Agreement of BOCOM dated 21 April 2015 and the announcement of the Company regarding the 2014/2015 Third Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank dated 24 June 2015.

The Board announces that, on 23 July 2015, the Company entered into the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank with Qilu Bank and the 2014/2015 Second Wealth Management Plan Agreement of BOCOM with BOCOM respectively.

The respective subscription amount under the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank and the 2014/2015 Second Wealth Management Plan Agreement of BOCOM itself does not constitute a discloseable transaction of the Company under the Hong Kong Listing Rules. However, pursuant to Rule 14.22 of the Hong Kong Listing Rules, the subscription amount under the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank will be aggregated with the respective subscription amount under the 2014/2015 First Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank, the 2014/2015 Second Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank and the 2014/2015 Third Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank, and the subscription amount under the 2014/2015 Second Wealth Management Plan Agreement of BOCOM will be aggregated with the subscription amount under the 2014/2015 First Wealth Management Plan Agreement of BOCOM, and the highest relevant applicable percentage ratio (as defined under the Hong Kong Listing Rules) exceeds 5% but is less than 25%. Therefore the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank and the 2014/2015 Second Wealth Management Plan Agreement of BOCOM constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements under the Hong Kong Listing Rules.

I. BACKGROUND

Reference is made to the announcement of the Company regarding the 2014/2015 First Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank dated 10 November 2014, the announcement of the Company regarding the 2014/2015 Second Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank dated 16 February 2015, the announcement of the Company regarding the 2014/2015 First Wealth Management Plan Agreement of BOCOM dated 21 April 2015 and the announcement of the Company regarding the 2014/2015 Third Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank dated 24 June 2015.

The Board announces that, on 23 July 2015, the Company entered into the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank with Qilu Bank and the 2014/2015 Second Wealth Management Plan Agreement of BOCOM with BOCOM respectively.

II. DETAILS OF SUBSCRIPTIONS OF WEALTH MANAGEMENT PRODUCTS

1. 2014/2015 FORTH CORPORATE STRUCTURED DEPOSITS (WEALTH MANAGEMENT) PRODUCTS CONTRACT OF QILU BANK

On 23 July 2015, the Company entered into the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank with Qilu Bank to subscribe for the corporate structured deposits (wealth management) products of Qilu Bank, details of which are as follows:

- (1) Name of product: Corporate structured deposits (wealth management) products of Qilu Bank
- (2) Investment currency: RMB
- (3) Type of product: principal-guaranteed and income-guaranteed wealth management product
- (4) Subscription amount: RMB650 million
- (5) Expected annualized return rate: 4.66%
- (6) Principle for calculation of product returns: return on the product is calculated based on the Company's investment principal, days of investment and the actual annual yield illustrated by the equation: product returns = principal × product yield calculation period × the annualized return rate of product yields ÷ 365
- (7) Value date of product: 23 July 2015
- (8) Maturity date of product: 23 October 2015
- (9) Principal guaranteed: 100% guarantee for the safety of the principal amount and income of the Company and one-off return of principal amount and contracted product income of the RMB deposit wealth management products upon maturity.
- (10) Right of early termination: Qilu Bank has the right of early termination according to the market conditions. In case of early termination of this product, Qilu Bank shall notify the Company within 2 working days before the termination date.
- (11) The payment of principal and return: the payment date shall be the maturity date or the early termination date if Qilu Bank exercised the early termination right. If the maturity date (or the early termination date) falls on a non-working day, the payment will be

postponed to the next working day. No interest will be borne from the maturity date to the actual payment date of the principal and return.

- (12) Description of connected relationship: Reference is made to the announcement of the Company regarding the subscription of placing shares in Qilu Bank dated 23 December 2014. The Company subscribed for 246.21 million placing shares of Qilu Bank with RMB3.18 per share, which represents approximately 8.67% of the shares in Qilu Bank, and the Company has already paid the relevant subscription price. The subscription is currently going through the capital verification procedures, and registration of equity interest has not yet been completed. Under the Hong Kong Listing Rules, Qilu Bank is not a connected person of the Company.

2. 2014/2015 SECOND WEALTH MANAGEMENT PLAN AGREEMENT OF BOCOM

On 23 July 2015, the Company entered into the Yuntongcaifu 91 Days Daily Profit Increase Wealth Management Plan Agreement of BOCOM with BOCOM to purchase RMB wealth management corporate products, details of which are as follows:

- (1) Name of product: Yuntongcaifu 91 Days Daily Profit Increase RMB Wealth Management Corporate Products (交通銀行“蘊通財富·日增利91天”對公定制人民幣理財產品)
- (2) Investment currency: RMB
- (3) Type of product: income-guaranteed wealth management product
- (4) Subscription amount: RMB300 million
- (5) Expected annualized return rate: 4.50%
- (6) Principle for calculation of product returns: return on the product is calculated based on the investment principal of the Company, days of investment and the actual annualized return rate (365 days a year).
- (7) Value date of product: 24 July 2015
- (8) Maturity date of product: 23 October 2015
- (9) Principal guaranteed: the principal amount of such wealth management product is guaranteed by BOCOM and the return on the product will be calculated by the annualized return rate.
- (10) Right of early termination: BOCOM has the right of early termination of the wealth management product on the 9th working date prior to the maturity date according to the Shanghai Interbank Offered Rate on the 10th working date prior to the maturity date.
- (11) The payment of principal and return: the principal and return will be paid to the Company on the maturity date. If the maturity date is a non-working day, the payment will be made on the next working day, no interest or return will be borne during such period.
- (12) Description of connected relationship: To the best knowledge, information and belief of the Directors having made all reasonable enquiry, BOCOM and its ultimate beneficial owners are the third parties independent of the Company and connected persons of the Company, and are not connected persons of the Company.

III. REASONS AND BENEFITS FOR ENTERING INTO THE 2014/2015 FORTH CORPORATE STRUCTURED DEPOSITS (WEALTH MANAGEMENT) PRODUCTS CONTRACT OF QILU BANK AND THE 2014/2015 SECOND WEALTH MANAGEMENT PLAN AGREEMENT OF BOCOM

Without affecting the Company's project constructions, operational liquidity and fund security, the Company utilized certain idle funds to subscribe for highly secured principal-guaranteed and income-guaranteed wealth management products from banks. Such subscription will not affect the need of working capital of the Company. Appropriate short-term wealth management

with low risk exposure is conducive to enhancing the utilization of capital and increasing income from idle funds.

Therefore, the Directors consider that the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank and the 2014/2015 Second Wealth Management Plan Agreement of BOCOM are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IV. IMPLICATION OF THE HONG KONG LISTING RULES

The respective subscription amount under the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank and the 2014/2015 Second Wealth Management Plan Agreement of BOCOM itself does not constitute a discloseable transaction of the Company under the Hong Kong Listing Rules. However, pursuant to Rule 14.22 of the Hong Kong Listing Rules, the subscription amount under the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank will be aggregated with the respective subscription amount under the 2014/2015 First Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank, the 2014/2015 Second Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank and the 2014/2015 Third Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank, and the subscription amount under the 2014/2015 Second Wealth Management Plan Agreement of BOCOM will be aggregated with the subscription amount under the 2014/2015 First Wealth Management Plan Agreement of BOCOM, and the highest relevant applicable percentage ratio (as defined under the Hong Kong Listing Rules) exceeds 5% but is less than 25%. Therefore the 2014/2015 Forth Corporate Structured Deposits (wealth management) Products Contract of Qilu Bank and the 2014/2015 Second Wealth Management Plan Agreement of BOCOM constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements under the Hong Kong Listing Rules.

V. GENERAL

Information of the parties

The Company

The Company is principally engaged in the business of mining, preparation, processing and sales of coal and coal chemicals. The Company's main products are steam coal for use in large-scale power plants, coking coal for metallurgical production and prime quality low sulphur coal for use in pulverized coal injection.

Qilu Bank

Qilu Bank is a licensed bank incorporated under the laws of the PRC. Qilu Bank is principally engaged in the businesses as approved by China Banking Regulatory Commission in accordance with the relevant laws, administrative rules and other regulations.

BOCOM

BOCOM is one of the major financial services providers in China. Its business scope includes commercial banking, securities services, trust services, financial leasing, fund management, insurance and offshore financial services. The shares of BOCOM are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings set out below:

“2014/2015 Wealth Management Plan Agreement of BOCOM”	First	the agreement entered into between the Company and BOCOM on 21 April 2015 in relation to subscription of wealth management plan of BOCOM;
“2014/2015 Wealth Management Plan Agreement of BOCOM”	Second	the agreement entered into between the Company and BOCOM on 23 July 2015 in relation to subscription of wealth management plan of BOCOM;
“2014/2015 Corporate Deposits Products Contract of Qilu Bank”	First	the agreement entered into between the Company and Qilu Bank on 10 November 2014 in relation to subscription of wealth management products of Qilu Bank;
“2014/2015 Corporate Deposits Products Contract of Qilu Bank”	Second	the agreement entered into between the Company and Qilu Bank on 13 February 2015 in relation to subscription of wealth management products of Qilu Bank;
“2014/2015 Corporate Deposits Products Contract of Qilu Bank”	Third	the agreement entered into between the Company and Qilu Bank on 24 June 2015 in relation to subscription of wealth management products of Qilu Bank;
“2014/2015 Corporate Deposits Products Contract of Qilu Bank”	Forth	the agreement entered into between the Company and Qilu Bank on 23 July 2015 in relation to subscription of wealth management products of Qilu Bank;
“A Shares”		domestic shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange;
“Board”		the board of directors of the Company;
“BOCOM”		Jining Zhoucheng branch of Bank of Communications Co., Ltd.;
“connected person(s)”		has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Company”		兖州煤業股份有限公司, Yanzhou Coal Mining Company Limited, a joint stock limited company established under the laws of the PRC in 1997, and

	the H Shares, American depositary shares and A Shares of which are listed on the Hong Kong Stock Exchange, New York Stock Exchange and the Shanghai Stock Exchange, respectively;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Shares”	overseas listed foreign invested shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China;
“Qilu Bank”	Qilu Bank Co., Ltd.;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholders”	the shareholders of the Company;
“%”	percentage.

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

Zoucheng, Shandong Province, the PRC
23 July 2015

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, 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.