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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 Wealth Management Plan Agreement of BOCOM dated 21 April 2015 and the announcement of the Company regarding, among other things, the 2014/2015 Second Wealth Management Plan Agreement of BOCOM dated 23 July 2015.

The Board announces that, on 28 July 2015, the Company entered into the 2014/2015 Third Wealth Management Plan Agreement of BOCOM with BOCOM.

The subscription amount under the 2014/2015 Third 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 Third 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 2014/2015 Second 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 Third Wealth Management Plan Agreement of BOCOM constitutes discloseable transactions of the Company and is 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 Wealth Management Plan Agreement of BOCOM dated 21 April 2015 and the announcement of the Company regarding, among other things, the 2014/2015 Second Wealth Management Plan Agreement of BOCOM dated 23 July 2015

The Board announces that, on 28 July 2015, the Company entered into the 2014/2015 Third Wealth Management Plan Agreement of BOCOM with BOCOM.

II. DETAILS OF SUBSCRIPTIONS OF WEALTH MANAGEMENT PRODUCTS

2014/2015 THIRD WEALTH MANAGEMENT PLAN AGREEMENT OF BOCOM

On 28 July 2015, the Company entered into the Yuntongcaifu 92 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 92 Days Daily Profit Increase RMB Wealth Management Corporate Products (交通銀行“蘊通財富·日增利92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: RMB50 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: 29 July 2015
- (8) Maturity date of product: 29 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 THIRD 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 Third 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 subscription amount under the 2014/2015 Third 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 Third 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 2014/2015 Second 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 Third Wealth Management Plan Agreement of BOCOM constitutes discloseable transactions of the Company and is 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.

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 First Wealth Management Plan Agreement of BOCOM” 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 Second Wealth Management Plan Agreement of BOCOM” 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 Third Wealth Management Plan Agreement of BOCOM” the agreement entered into between the Company and BOCOM on 28 July 2015 in relation to subscription of wealth management plan of BOCOM;

“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”	兗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;
“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
28 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.