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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)**

**ANNOUNCEMENT**

**SETTLEMENT OF OFFER TO REPURCHASE FOR CASH ANY AND ALL OF THE  
OUTSTANDING US\$550,000,000 5.730%**

**GUARANTEED NOTES DUE 2022 ISSUED BY**

**YANCOAL INTERNATIONAL RESOURCES DEVELOPMENT CO., LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 4552)**

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

Reference is made to the announcements of Yanzhou Coal Mining Company Limited (the “**Company**”) and Yancoal International Resources Development Co., Limited (“**Yancoal Resources**”) dated 16 November 2015 (Hong Kong time), 1 December 2015 (Hong Kong

time) and 16 December 2015 (Hong Kong time) in relation to the Offer (the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## **REPURCHASE AND SETTLEMENT**

The Company hereby announces that:

- (i) US\$115,597,000 principal amount of the Notes, representing approximately 21% of the US\$550,000,000 total aggregate principal amount of the Notes outstanding, have been accepted for repurchase by Yancoal Resources (the “**Accepted Notes**”). Settlement of repurchase of the Accepted Notes was completed on 21 December 2015 (New York City time);
- (ii) the aggregate amount of consideration (including the Accrued Interest in respect of the Accepted Notes) paid by the Company in relation to the repurchase of the Accepted Notes pursuant to the Offer was approximately US\$104,103,287;
- (iii) the Accepted Notes were cancelled by Yancoal Resources on 22 December 2015 (Hong Kong time); and
- (iv) the principal amount of Notes remaining outstanding after the cancellation of the Accepted Notes is US\$434,403,000.

*Unless otherwise stated, all times and dates refer to New York City, United States times and dates.*

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

Zoucheng, Shandong Province, the PRC  
22 December 2015 (Hong Kong time)

*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.*

*As at the date of this announcement, the directors of Yancoal Resources are Mr. Li Xiyong, Mr. Lai Cunliang, Mr. Yin Mingde, Mr. Wu Yuxiang and Mr. Zhang Baocai.*