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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)

POSSIBLE TRANSACTIONS RESUMPTION OF TRADING

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 (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

POSSIBLE TRANSACTIONS

The board of directors (the "**Board**") of Yanzhou Coal Mining Company Limited (the "**Company**") wishes to inform the public that the Company plans to invest in a commercial bank in its overseas initial public offering (the "**Possible Transaction I**"). The total investment amount will not exceed RMB3 billion. The final investment amount, number of shares to be acquired and shareholding percentage are subject to negotiations with counterparties and the final offering price. As at the date of this announcement, no legally binding transaction document in respect of the Possible Transaction I has been signed.

Having made enquiry by the Company, Yankuang Group Corporation Limited ("**Yankuang Group**"), the controlling shareholder of the Company, confirms that it is in preliminary discussions on the feasibility on transferring (i) an exploitation right of Wan Fu coal mine owned by it to the Company as previously promised (the "**Possible Transaction II**") and (ii) 60%-70% of its equity interest in a finance company (the "**Possible Transaction III**") to the Company. The coal resources involved in Wan Fu coal mine are approximately 290 million tonnes, representing approximately 7% of the total coal resources of the Company's domestic coal mines under production. The unaudited net assets of the finance company as at 31 December 2015 amounted to approximately RMB1.4 billion. In respect of the Possible Transaction II and Possible Transaction III, Yankuang Group has engaged relevant intermediaries to carry out auditing and evaluation work. As at the date of this announcement, no plan has been made and no framework agreement or legally binding transaction document in respect of the Possible Transaction II and the Possible Transaction III has been entered into between Yankuang Group and the Company.

Save for the above-mentioned Possible Transaction I, Possible Transaction II and Possible Transaction III (collectively, the "**Possible Transactions**"), there is no other material

information relating to the Company that should be disclosed to the public as at the date of this announcement.

The Board will keep the market informed in compliance with the requirements of the Listing Rules as and when any written agreement in relation to the Possible Transactions have been signed.

Given significant uncertainties associated with the Possible Transactions, shareholders of the Company and the public investors are advised to exercise extreme caution when dealing in the shares of the Company.

RESUMPTION OF TRADING

Trading in (i) the H shares of the Company (stock code: 1171); (ii) debt securities (stock codes: 4551 and 4552) issued by Yancoal International Resources Development Co., Limited (a wholly owned subsidiary of the Company) and guaranteed by the Company; and (iii) debt securities (stock code: 5753) issued by Yancoal International Trading Co., Limited (a wholly owned subsidiary of the Company) and guaranteed by the Company on the Stock Exchange was halted from 9:00 a.m. on 1 March 2016 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the H shares (stock code: 1171) and debt securities (stock codes: 4551, 4552 and 5753) on the Stock Exchange with effect from 9:00 a.m. on 2 March 2016.

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

Zoucheng City, Shandong Province, the PRC
1 March 2016

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.