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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**

**FINAL RESULTS OF OFFER TO REPURCHASE FOR CASH  
UP TO A TOTAL OF US\$300,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF  
THE OUTSTANDING NOTES LISTED BELOW**

**(I) US\$434,403,000 5.730% GUARANTEED NOTES DUE 2022**

**(Stock code: 4552)**

**(II) US\$450,000,000 4.461% GUARANTEED NOTES DUE 2017**

**(Stock code: 4551)**

**ISSUED BY**

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

*(Incorporated in Hong Kong with limited liability)*

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 4 May 2016 (Hong Kong time) (the “**Launch Announcement**”) and 18 May 2016 (Hong Kong time) in relation to the Offer. Capitalised terms used in this announcement shall have the same meanings as those defined in the Launch Announcement.

The Offer expired at 11:59 p.m. (New York City time) on 1 June 2016 (the “**Expiration Time**”).

The Company announces that, as of the Expiration Time, US\$206,783,000 in principal amount of the 2022 Notes and US\$174,345,000 in principal amount of the 2017 Notes have been validly tendered and not validly withdrawn pursuant to the terms of the Offer to Purchase. The table below sets forth, among other things, the principal amount of the 2022 Notes and 2017 Notes validly tendered and accepted for purchase pursuant to the Offer:

	<b>2022 Notes</b>	<b>2017 Notes</b>
<b>ISIN/CUSIP Codes</b>	Regulation S: USY97279AB28/Y97279AB2 Rule 144A: US984745AB51/984745AB5	Regulation S: USY97279AA45/Y97279AA4 Rule 144A: US984745AA78/984745AA7
<b>Description of the Notes</b>	5.730% guaranteed notes due 2022	4.461% guaranteed notes due 2017
<b>Acceptance priority level</b>	1	2
<b>Outstanding aggregate principal amount</b>	US\$434,403,000	US\$450,000,000
<b>Early Tender Offer Price<sup>(1)</sup></b>	US\$930	US\$1,000
<b>Late Tender Offer Price<sup>(1)</sup></b>	US\$880	US\$950
<b>Principal Amount Tendered</b>	US\$206,783,000	US\$174,345,000
<b>Principal Amount Accepted for Purchase</b>	US\$206,783,000	US\$93,203,000
<b>Proration factor<sup>(2)</sup></b>	Not applicable	70.4%

*(1) Per US\$1,000 principal amount of Notes accepted for repurchase.*

*(2) Rounded to the nearest tenth of a percentage point.*

As disclosed in the Launch Announcement under the section headed “Maximum Tender Offer, Acceptance Priority Levels and Proration” and in accordance with the acceptance priority level (in numerical priority order) specified in the table above, Yancoal Resources will apply the Maximum Tender Offer Amount first to repurchase the 2022 Notes validly tendered and not validly withdrawn, and thereafter to the extent any amount remains (the “**Remaining Tender Offer Amount**”), to repurchase the 2017 Notes.

As the aggregate principal amount of the 2022 Notes validly tendered is less than the Maximum Tender Offer Amount, proration of the 2022 Notes is not required and all of the 2022 Notes validly tendered will be accepted for purchase before any of the 2017 Notes validly tendered are accepted for purchase.

As the aggregate principal amount of the 2017 Notes validly tendered exceeds the Remaining Tender Offer Amount, the principal amount of the 2017 Notes accepted for purchase is subject to proration pursuant to the terms of the Offer to Purchase, resulting in the proration factor set forth in the table above.

Based on above and subject to the terms and conditions set forth in the Offer to Purchase, Yancoal Resources will accept for purchase the 2022 Notes and 2017 Notes (the “**Accepted Notes**”) that were validly tendered on or prior to the Expiration Time as set forth in the table above at the applicable Early Tender Offer Price or the applicable Late Tender Offer Price, together with Accrued Interest in respect of such 2022 Notes and 2017 Notes. The Settlement Date is expected to be on or about 7 June 2016. Notes not accepted for purchase will be promptly returned to the tendering Holder.

The “Financing Condition” set out in the Offer to Purchase has been satisfied prior to the Expiration Time and Yancoal Resources has sufficient funds to consummate the Offer and pay all consideration with respect to the Offer.

Following the settlement of the Offer, all of the Accepted Notes will be promptly cancelled. The outstanding aggregate principal amount of the 2022 Notes after such cancellation will be US\$227,620,000 and the outstanding aggregate principal amount of the 2017 Notes after such cancellation will be US\$356,797,000.

*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  
2 June 2016 (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.*