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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)

**UPSIZED OFFERING OF US\$335,000,000 6.0% SENIOR BONDS
BY YANCOAL INTERNATIONAL RESOURCES DEVELOPMENT CO., LIMITED
TO BE GUARANTEED BY THE COMPANY**

Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



香港分行
Hong Kong Branch



香港分行
Hong Kong Branch



Reference is made to the announcement made by Company dated 23 November 2018 in relation to the issuance of US\$275,000,000 6.0% senior bonds by Yancoal International Resources Development Co., Limited (the “**Issuer**”) to be guaranteed by the Company (the “**Original Issuance**”). The Board is pleased to announce that on 27 November 2018, the Company and the Issuer entered into an amended and restated subscription agreement (the “**Amended and Restated Subscription Agreement**”) with Deutsche Bank AG, Singapore Branch, CMB International Capital Limited, Standard Chartered Bank, CEB International Capital Corporation Limited, Haitong International Securities Company Limited, Industrial Bank Co., Ltd. Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch and Silk Road International Capital Limited (together, the “**Joint Lead Managers**”) in connection with an upsized offering (“**Upsized Offering**”) by the Issuer of the bonds in an aggregate principal amount of US\$335,000,000 (the “**Bonds**”). The Upsized Offering will have the same terms and conditions as the Original Issuance and is expected to be closed on 29 November 2018. The Amended and Restated Subscription Agreement, upon execution, superseded and replaced the original subscription agreement in its entirety among the Issuer, the Company and the Joint Lead Managers dated 22 November 2018 in relation to the Original Issuance, with immediate effect.

The aggregate gross proceeds from the issuance of the Upsized Offering are US\$335,000,000, being US\$60,000,000 in addition to the Original Issuance. The net proceeds, being the gross proceeds net of underwriting commissions and estimated offering expenses payable by the Issuer and the Company, will be used to repay indebtedness or on-lent to the Company’s subsidiaries for capital expenditure, working capital and general corporate purposes.

The Issuer will seek a listing of the Bonds on the Stock Exchange. Admission of the Bonds to the Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Company or the Bonds.

The completion of the Amended and Restated Subscription Agreement is subject to certain conditions precedent which may or may not be satisfied and the Amended and Restated Subscription Agreement may be terminated upon the occurrence of certain events. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

28 November 2018

As at the date of this announcement, the directors of the Company are Mr. Li Xiyong, Mr. Li Wei, Mr. Wu Xiangqian, Mr. Wu Yuxiang, Mr. Guo Dechun, Mr. Zhao Qingchun and Mr. Guo Jun, and the independent non-executive directors of the Company are Mr. Kong Xiangguo, Mr. Cai Chang, Mr. Poon Chiu Kwok and Mr. Qi Anbang.