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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

**RESULTS 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) (the “**Launch Announcement**”) and 1 December 2015 (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 Company hereby announces the results of the Offer which commenced on 16 November 2015.

RESULTS

The Offer expired at 11:59 p.m. on 14 December 2015 (New York City time) (the “**Expiration Time**”). 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. It is expected that settlement of the Offer will be on or about 21 December 2015 (New York City time) (the “**Settlement Date**”) upon which the Holders whose Notes were accepted for repurchase by Yancoal Resources will receive the consideration at a price of US\$895 per US\$1,000 principal amount of the Notes plus the Accrued Interest in respect of such Notes.

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

After settlement of the Offer, all of the Notes accepted for repurchase by Yancoal Resources (the “**Accepted Notes**”) will be cancelled on or about 22 December 2015 (Hong Kong time). The principal amount of Notes remaining outstanding after the cancellation of the Accepted Notes will be US\$434,403,000.

The Company considers that there will be no material impact on its financial position as a result of the Offer.

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
16 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.