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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**

**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)**

**AND**

**AMENDMENT TO THE LATE TENDER OFFER PRICE**

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 announcement 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 “**Announcement**”) in relation to the Offer. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Offer commenced on 16 November 2015 and will expire at 11:59 p.m. on 14 December 2015 (New York City time) (the “**Expiration Time**”), unless extended or terminated earlier by Yancoal Resources. With immediate effect, Yancoal Resources announces that it has amended the Maximum Tender Offer Amount, in terms of principal amount of the outstanding Notes, from up to a total of US\$250,000,000 to any and all of its outstanding Notes, pursuant to the terms and conditions of the Offer. With immediate effect, Yancoal Resources has also set the Early Tender Offer Price for the Notes at US\$895 per US\$1,000 principal amount of the Notes accepted for repurchase, which is the high end of the acceptable bid price range for the Notes as described in the Offer to Purchase. All other terms and conditions of the Offer remain as stated in the Offer to Purchase. Also with immediate effect, Yancoal Resources announces that it has amended the Late Tender Offer Price to US\$895 per US\$1,000 principal amount of the Notes (“**Amended Late Tender Offer Price**”).

#### **HOLDERS WHO HAVE VALIDLY TENDERED AND NOT VALIDLY WITHDRAWN THEIR NOTES AT OR PRIOR TO THE EARLY TENDER DEADLINE**

Holders who have validly tendered, and not validly withdrawn, their Notes at or prior to 5:00 p.m. on 30 November 2015 (New York City time) (the “**Early Tender Deadline**”) do not need to take any action. Such tenders received at or prior to the Early Tender Deadline may not be withdrawn after the Early Tender Deadline. These tenders remain valid and will be fully accepted for repurchase (with no proration) by Yancoal Resources, subject to all the relevant conditions of the Offer as set out in the Offer to Purchase being satisfied. Holders of the Notes who have validly tendered, and not validly withdrawn, their Notes at or prior to the Early Tender Deadline would be eligible to receive the Early Tender Offer Price at US\$895 per US\$1,000 principal amount of the Notes, plus the Accrued Interest in respect of such Notes.

#### **HOLDERS WHO HAVE NOT TENDERED THEIR NOTES**

Holders with Notes that have not been tendered in the Offer may validly tender their Notes at or prior to the Expiration Time in accordance with the terms and conditions of the Offer, in which case such Holders would be eligible to receive the above-mentioned Amended Late Tender Offer Price at US\$895 per US\$1,000 principal amount of the Notes, plus the Accrued Interest in respect of such Notes. Such tenders received at or prior to the Expiration Time may not be withdrawn and will be fully accepted for repurchase (with no proration) by Yancoal Resources, subject to all the relevant conditions of the Offer as set out in the Offer to Purchase being satisfied.

The Company and Yancoal Resources will issue another announcement following the Expiration Time regarding the results of the Offer, as well as whether the other conditions to the Offer are satisfied.

***The Information and Tender Agent for the Offer is:***

**Lucid Issuer Services Limited**

Tankerton Works  
12 Argyle Walk  
London WC1H 8HA  
United Kingdom  
Attention: Thomas Choquet  
Telephone number: +44 (0) 20 7704 0880  
Email: yanzhoucoal@lucid-is.com

Any questions relating to procedures for tendering notes or requests for additional copies of this Offer to Purchase should be directed to the Information and Tender Agent at its contact above.

***The Dealer Manager for the Offer is:***

**Deutsche Bank AG, Singapore Branch**

One Raffles Quay  
No.17-00 South Tower  
Singapore 048583  
Attention: Global Risk Syndicate  
Telephone (Singapore): +65 6423 5934  
Telephone (United Kingdom): +44 (0) 207 545 8011  
Email: liability.management@db.com

Any questions regarding the terms of the Offer should be directed to the Dealer Manager at the contact information set forth above.

*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  
1 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.*