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## **CHANGE OF CONTROL TRIGGERING EVENT NOTICE**

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

**(兗煤國際資源開發有限公司)**

*(incorporated with limited liability in Hong Kong)*

**US\$550,000,000 5.730% Guaranteed Notes due 2022**

**(Stock Code: 4552)**

***unconditionally and irrevocably guaranteed by***



### **YANZHOU COAL MINING COMPANY LIMITED**

**(兗州煤業股份有限公司)**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1171)**

1. Reference is made to the indenture dated May 16, 2012 (the "**Indenture**") and made between Yancoal International Resources Development Co., Limited (the "**Issuer**"), Yanzhou Coal Mining Company Limited (the "**Guarantor**") and Deutsche Bank Trust Company Americas, as trustee. All words and expressions defined in the Indenture shall (save as otherwise provided herein or unless the context otherwise requires) have the same meanings herein.
2. Yankuang Group Company Limited (the "**Controlling Shareholder**"), a wholly state-owned enterprise established in the PRC under the control of the Shandong Provincial Government, and the controlling shareholder of the Guarantor, had on April 21, 2017 issued RMB4 billion in aggregate principal amount of exchangeable bonds due 2020 (the "**Bonds**"). Each holder of the Bonds had the right to exchange their Bonds for certain shares

in the Guarantor held by the Controlling Shareholder in accordance with, and subject to, the terms and conditions of the Bonds.

3. As a result of the exercise of the exchange right by the holders of the Bonds on May 21, 2018, the Controlling Shareholder ceased to own and control directly or indirectly at least 50.1% of the Voting Shares of the Guarantor, which constitutes a Change of Control Triggering Event.
4. Pursuant to Section 10.01 of the Indenture, the Issuer is hereby offering to repurchase all of the Notes on August 17, 2018 (the "**Repurchase Date**") at a price in cash equal to 101% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest on the principal amount of the Notes being repurchased to but excluding the Repurchase Date (the "**Change of Control Offer**").
5. The Change of Control Offer period will be open for 10 Business Days beginning on July 30, 2018 at 9.00 a.m. (New York time) and ending on August 10, 2018 at 5.00 p.m. (New York time) (the "**Expiration Date**"). **Holders who wish to participate in the Change of Control Offer must take action on or before the Expiration Date.**
6. The Notes are issued in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. A holder of Notes will have no right to require the Issuer to repurchase portions of Notes if it would result in the issuance of new Notes, representing the portion not repurchased, in an amount less than US\$200,000.

By order of the Board  
**Yancoal International Resources Development Co., Limited**  
(兗煤國際資源開發有限公司)  
*Chairman*  
Mr. Li Wei

Hong Kong, July 23, 2018

*As at the date of this announcement, the directors of the Issuer are Mr. Li Wei, Mr. Wu Xiangqian, Mr. Liu Jian, Mr. Zhao Qingchun and Mr. Jin Qingbin.*

*As at the date of this announcement, the Directors of the Guarantor 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 Guarantor are Mr. Kong Xiangguo, Mr. Cai Chang, Mr. Poon Chiu Kwok and Mr. Qi Anbang.*