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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

REGISTRATION OF GUARANTEE AND TRUST OF CERTAIN SHARES OF THE COMPANY HELD BY THE CONTROLLING SHAREHOLDER FOR ITS PROPOSED NON-PUBLIC ISSUANCE OF EXCHANGEABLE CORPORATE BONDS

<p>This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance and Rules 13.09(2)(a) and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>
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Reference is made to the announcements of Yanzhou Coal Mining Company Limited (the "**Company**") dated 3 November 2016 and 6 April 2017 in relation to the proposed non-public issuance of exchangeable corporate bonds by the controlling shareholder and no objection letter granted by Shanghai Stock Exchange concerning the listing and transferring of the non-public issuance of exchangeable corporate bonds by the controlling shareholder respectively.

On 11 April 2017, the Company received a notification from Yankuang Group Company Limited (“**Yankuang Group**”), the controlling shareholder of the Company, informing the Company that the "2017 Non-Public Issuance of Exchangeable Corporate Bonds by Yankuang Group Company Limited (first tranche)" (the "**17YanEB01**" or the "**Corporate Bonds**") proposed to be issued by Yankuang Group will adopt the form of share guarantee. It means that certain A shares of the Company held by Yankuang Group will be used as guarantee, and registration of guarantee and trust will be performed in order to protect the holders of the Corporate Bonds in respect of the exchange of the Underlying Shares (as defined below) and the full and timely payment of the principal amount and interest of the Corporate Bonds.

Pursuant to the "Detailed Rules of China Securities Depository and Clearing Corporation Limited on Depository and Clearing Services of Exchangeable Corporate Bonds ":

1. Yankuang Group and CITIC Securities Co., Ltd. ("**CITIC Securities**"), trustee of these exchangeable bonds, entered into the "Guarantee and Trust Agreement" and both parties agreed that certain A shares of the Company which are the subject of the Corporate Bonds (the "**Underlying Shares**") and their yield to be used as guarantee and trust properties;
2. Yankuang Group and CITIC Securities opened the exchangeable corporate bond guarantee and trust designated securities account (the "**Guarantee and Trust Designated Account**") at Shanghai branch of China Securities Depository and Clearing Corporation Limited with the account name of "Yankuang Group - CITIC Securities - 17 YanEB01 guarantee and trust properties designated account".
3. Yankuang Group and CITIC Securities will make an application to Shanghai branch of China Securities Depository and Clearing Corporation Limited for the registration of guarantee and trust of the initial number of the Underlying Shares before the issuance of the Corporate Bonds. Yankuang Group will transfer 480,000,000 A shares of the Company held by itself under its securities account to the Guarantee and Trust Designated Account opened by Yankuang Group and CITIC Securities.

As at the date of this announcement, Yankuang Group directly and indirectly held 2,780,000,000 shares of the Company, representing approximately 56.59% of the total issued share capital of the Company, among which 2,600,000,000 shares are A shares and 180,000,000 shares are H shares. Registration of guarantee and trust involves 480,000,000

A shares, representing approximately 9.77% of the total issued share capital of the Company. The number of A shares subject to this registration of guarantee and trust does not exceed 50% of the total number of shares of the Company held by Yankuang Group.

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

Zoucheng, Shandong Province, the PRC

11 April 2017

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. Zhao Qingchun, Mr. Guo Dechun and Mr. Guojun, and the independent non-executive directors of the Company are Mr. Kong Xiangguo, Mr. Jia Shaohua, Mr. Wang Xiaojun and Mr. Qi Anbang.