



兖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)

REPLY SLIP FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 JANUARY, 2008

To: Yanzhou Coal Mining Company Limited (the "Company")

I/We intend to attend (in person/by a proxy/proxies)⁽²⁾ the Extraordinary General Meeting of the Company to be held at Conference Room of Zong He Building, 298 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC on 30 January, 2008, at 9:00 a.m..

Name(s) (as appearing in the register of members) ⁽¹⁾	
Number of domestic/H shares registered under my/our name(s) ⁽²⁾	
Correspondence address ⁽¹⁾	
Telephone number	

Signature(s): _____

Date: _____ 2008

Notes:

1. Please insert your full name(s) (both in Chinese and English) and correspondence address in block letters.
2. Please delete the option which is not applicable in "in person/by a proxy/proxies", "my/our" and "domestic/H".
3. The completed and signed reply slip must be delivered to the Office of the Secretary of the Board of Directors at the Company's registered address at 298 South Fushan Road, Zoucheng, Shandong Province 273500, PRC on or before 9 January 2008. This reply slip may be delivered to the Company in person, by post or by facsimile (Fax No.: 86-537-5383311).



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Form of proxy for use at the Extraordinary General Meeting to be held on 30 January, 2008

The Number of H Shares Represented by the Proxy Form ¹	
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I/We² _____,

Address²: _____,

being the registered holder(s) _____² of H shares of RMB1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT³ the Chairman of the Extraordinary General Meeting or _____

of _____
as my/our proxy/proxies to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (and/or at any adjournment thereof) to be held at Conference Room of Zong He Building, 298 South Fushan Road, Zoucheng, Shandong Province 273500, PRC at 9:00 a.m. on 30 January, 2008. The proxy/proxies will vote on the resolutions listed in the Notice of Extraordinary General Meeting as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	To consider and approve the terms of the Acquisition Agreement and all the transactions contemplated therein, details of which are more particularly described in the Notice of Extraordinary General Meeting and the Company's circular dated 14 December 2007 and to approve, confirm and ratify the execution of the Acquisition Agreement and to authorise the directors to give effect to the Acquisition Agreement and transactions contemplated therein.		
SPECIAL RESOLUTION			
2.	To consider and approve the proposed amendment to Article 158 of the Articles of Association of the Company, details of which are more particularly described in the Notice of Extraordinary General Meeting and the Company's circular dated 14 December 2007.		

Signature⁷: _____ Date: _____ 2008

Notes:

- Please insert the number of shares in the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate all the shares in the Company registered in your name.
- Full name(s) and address(es) to be inserted in **BLOCK LETTERS** as shown in the register of members of the Company.
- If the person other than the Chairman of the Extraordinary General Meeting is to be appointed as proxy, please delete "the Chairman of the Extraordinary General Meeting or" and insert into the blank space the name and address of the proxy appointed. Each shareholder is entitled to appoint one or more proxies to attend and vote at the meeting. The proxy need not be a shareholder. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
- Important:** If you wish to vote for any resolution, tick in the box marked "**FOR**". If you wish to vote against any resolution, tick in the box marked "**AGAINST**". Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- This form of proxy must be signed by you (or by your attorney duly authorized in writing). If you are a legal entity such as a company or an organisation, this form of proxy must be under the seal of the legal entity or be signed by its director (or responsible person) or a duly authorized attorney.
- To be valid, this form of proxy, together with the power of attorney or other documents of authorization under which it is signed, must be delivered to Hong Kong Registrars Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof.
- A proxy attending the Extraordinary General Meeting must present his proof of identity.
- Please refer to the circular of the Company dated 14 December 2007 for further details.