



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)

Form of Proxy for Use at the Annual General Meeting for the Year Ended 31 December 2013

The Number of Shares Represented by the Proxy Form ^(note 1)	
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I/We ^(note 2), _____
 Address ^(note 2) _____ being
 the registered holder(s) of H shares of RMB 1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT ^(note 3)
 the Chairman of the 2013 annual general meeting of the Company (the "AGM") or _____
 of _____ as

my/our proxy/proxies to attend on my/our behalf at the AGM (and/or at any adjournment thereof) to be held at the headquarters of the Company, 298 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China at 9:00 a.m. on Wednesday, 14 May 2014. The proxy/proxies will vote on the resolutions listed in the Notice of AGM as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

		FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
AS ORDINARY RESOLUTION				
1	To consider and approve the working report of the Board for the year ended 31 December 2013, details of which are set out in the section headed "Board of Directors' Report" in the 2013 annual report of the Company;			
2	To consider and approve the working report of the Supervisory Committee for the year ended 31 December 2013, details of which are set out in the notice of 2013 annual general meeting;			
3	To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2013, details of which are set out in the 2013 annual report of the Company;			
4	To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2013 and to authorize the Board to distribute an aggregate cash dividend of RMB98.4 million (tax inclusive), equivalent to RMB0.02 (tax inclusive) per Share to the Shareholders;			
5	To consider and approve the remuneration of the Directors and Supervisors for the year ending 31 December 2014, details of which are set out in the announcement of the Company dated 21 March 2014 regarding the resolutions passed at the twentieth meeting of the fifth session of the Board;			
6	To consider and approve the "Proposal in relation to the renewal of the liability insurance of Directors, Supervisors and senior officers";			
7	To consider and approve the "Proposal in relation to the re-appointment and remuneration of external auditing firm for the year 2014";			
8	To consider and approve the "Proposal in relation to the revision of annual cap under the Provision of Products, Materials and Equipment Leasing Agreement for the year ending 31 December 2014", details of which are set out in the circular of the Company dated 28 March 2014;			
9	To consider and approve the appointment of the directors of the sixth session of the Board for a term of three years commencing from the conclusion of the AGM and ending on the date of the conclusion of the general meeting for the election of directors of the seventh session of the Board; ^(note 8)			
	(1) to consider and approve the appointment of Mr. Li Xiyong as a director of the sixth session of the Board;			
	(2) to consider and approve the appointment of Mr. Zhang Xinwen as a director of the sixth session of the Board;			
	(3) to consider and approve the appointment of Mr. Yin Mingde as a director of the sixth session of the Board;			
	(4) to consider and approve the appointment of Mr. Wu Yuxiang as a director of the sixth session of the Board;			
	(5) to consider and approve the appointment of Mr. Zhang Baocai as a director of the sixth session of the Board; and			
	(6) to consider and approve the appointment of Mr. Wu Xiangqian as a director of the sixth session of the Board.			

		FOR <i>(note 4)</i>	AGAINST <i>(note 4)</i>	ABSTAIN <i>(note 4)</i>
10	To consider and approve the appointment of the independent directors of the sixth session of the Board for a term of three years commencing from the conclusion of the AGM and ending on the date of the conclusion of the general meeting for the election of independent directors of the seventh session of the Board; <i>(note 8)</i>			
	(1) to consider and approve the appointment of Mr. Wang Lijie as an independent non-executive director of the sixth session of the Board;			
	(2) to consider and approve the appointment of Mr. Jia Shaohua as an independent non-executive director of the sixth session of the Board;			
	(3) to consider and approve the appointment of Mr. Wang Xiaojun as an independent non-executive director of the sixth session of the Board; and			
	(4) to consider and approve the appointment of Mr. Xue Youzhi as an independent non-executive director of the sixth session of the Board;			
11	To consider and approve the appointment of the non-worker representative supervisors of the sixth session of the supervisory committee of the Company for a term of three years commencing from the conclusion of the AGM and ending on the date of the conclusion of the general meeting for the election of the non-worker representative supervisors of the seventh session of the supervisory committee of the Company. <i>(note 8)</i>			
	(1) to consider and approve the appointment of Mr. Shi Xuerang as a non-worker representative supervisor of the sixth session of the Supervisory Committee;			
	(2) to consider and approve the appointment of Mr. Zhang Shengdong as a non-worker representative supervisor of the sixth session of the Supervisory Committee;			
	(3) to consider and approve the appointment of Mr. Gu Shisheng as a non-worker representative supervisor of the sixth session of the Supervisory Committee; and			
	(4) to consider and approve the appointment of Ms. Zhen Ailan as a non-worker representative supervisor of the sixth session of the Supervisory Committee;			
AS SPECIAL RESOLUTION				
12	To consider and approve the "Proposal in relation to the amendments to the Articles of Association, the Rules of Procedures for the Shareholders' General Meeting, the Rules of Procedures for the Board and the Rules of Procedures for the Supervisory Committee, which will be voted separately at the AGM, and to authorize any one Director to make further adjustments to the aforesaid amendments at his/her discretion with reference to the requirements of the relevant authorities and to seek approval and make the relevant filings, if applicable, with the relevant authorities of the PRC. Particulars of such amendments are set out in the circular of the Company dated 28 March 2014;			
	(1) to consider and approve the amendments to the Articles of Association;			
	(2) to consider and approve the amendments to the Rules of Procedures for the Shareholders' General Meeting;			
	(3) to consider and approve the amendments to the Rules of Procedures for the Board;			
	(4) to consider and approve the amendments to the Rules of Procedures for the Supervisory Committee;			
13	To consider and approve the "Proposal to authorise the Company to carry out domestic and overseas financing activities";			
14	To consider and approve the "Proposal for the provision of financial guarantees to the Company's wholly-owned subsidiaries and granting of authorization to Yancoal Australia and its subsidiaries to provide guarantees for the daily operation of the subsidiaries of the Company in Australia";			
15	To consider and approve the "Proposal regarding the general mandate authorizing the Board to issue H Shares"; and			
16	To consider and approve the "Proposal regarding the general mandate authorizing the Board to repurchase H Shares".			

Signature *(note 5)*: _____

Date: _____ 2014

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 to 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 AGM is to be appointed as proxy, please delete "the Chairman of the 2013 annual 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". If you wish to abstain from voting on any resolution, tick in the box marked "ABSTAIN", and your voting will be counted in the total number of votes cast in that resolution for the purpose of calculating the result of that resolution. 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 AGM other than those referred to in the notice convening the AGM.
- 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 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof.
- A proxy attending the AGM must present his proof of identity.
- Directors/supervisors of the Company shall be elected through cumulative voting at the AGM. The number of total votes that a shareholder can exercise is decided by the following factors: (i) the number of shares held by such shareholders, and (ii) the number of directors/supervisors to be elected. A shareholder may give all his or her votes to one candidate or divide his or her votes among several candidates.