



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)

Form of Proxy for Use at the 2016 First Extraordinary General Meeting to be Held on Friday, 19 August 2016

The Number of Shares
Represented by the Form
of Proxy *(note 1)*

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 2016 first extraordinary general meeting of the Company (the “EGM”) or _____ of _____

as my/our proxy/proxies to attend on my/our behalf at the EGM (and/or at any adjournment thereof) to be held at the headquarter of the Company at 298 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China (the “PRC”) at 9:00 a.m. on Friday, 19 August 2016. The proxy/proxies will vote on the resolutions listed in the notice of EGM as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

RESOLUTIONS		FOR <i>(note 4)</i>	AGAINST <i>(note 4)</i>	ABSTAIN <i>(note 4)</i>
1.	Ordinary Resolution: “ THAT , to consider and approve the proposal in relation to the Company in compliance with the requirements of non-public issuance of shares 《關於公司符合非公開發行股票條件的議案》.” Details of the aforesaid proposal were contained in the overseas regulatory announcement of the Company published on the website of the Stock Exchange on 16 June 2016.			
2.	Special Resolution: “ THAT , to consider and approve the proposal in relation to the plan of non-public issuance of shares to specific subscribers by the Company 《關於公司向特定對象非公開發行股票方案的議案》.” Details of the aforesaid proposal were contained in the announcement of the Company dated 16 June 2016 in relation to non-public issuance of A Shares and the announcement dated 4 July 2016 in relation to the adjustment to the issue price.			
(2.01)	Class and nominal value of shares to be issued			
(2.02)	Method and time of issuance			
(2.03)	Issue price and pricing principle			
(2.04)	Number of shares to be issued			
(2.05)	Use of Proceeds			
(2.06)	Lock-up period			
(2.07)	Arrangement relating to the accumulated undistributed profits			
(2.08)	Validity of resolution			
(2.09)	Place of listing			
(2.10)	Method of subscription			
3.	Ordinary Resolution: “ THAT , to consider and approve the proposal in relation to the feasibility analysis report of utilizing the proceeds raised from the non-public issuance of A Shares by Yanzhou Coal Mining Company Limited 《關於<兗州煤業股份有限公司非公開發行人民幣普通股股票募集資金運用的可行性分析報告>的議案》.” Details of the aforesaid proposal were contained in the overseas regulatory announcement of the Company published on the website of the Stock Exchange on 16 June 2016.			

RESOLUTIONS		FOR <i>(note 4)</i>	AGAINST <i>(note 4)</i>	ABSTAIN <i>(note 4)</i>
4.	Special Resolution: “ THAT , to consider and approve the proposal in relation to the non-public issuance of A Shares by Yanzhou Coal Mining Company Limited 《關於<兗州煤業股份有限公司非公開發行A股股票預案>的議案》.” Details of the aforesaid proposal were contained in the overseas regulatory announcement of the Company published on the website of the Stock Exchange on 16 June 2016.			
5.	Ordinary Resolution: “ THAT , to consider and approve the proposal in relation to the authorization to the Board by the Shareholders to deal with matters in relation to the non-public issuance of A Shares at its full discretion 《關於提請股東大會授權董事會全權辦理非公開發行股票相關事宜的議案》.” Details of the aforesaid proposal were contained in the overseas regulatory announcement of the Company published on the website of the Stock Exchange on 16 June 2016.			
6.	Ordinary Resolution: “ THAT , to consider and approve the proposal in relation to the dilution of immediate return and remedial measures upon the non-public issuance of A Shares by the Company 《關於公司非公開發行股票攤薄即期回報及填補措施的議案》.” Details of the aforesaid proposal were contained in the overseas regulatory announcement of the Company published on the website of the Stock Exchange on 16 June 2016.			
7.	Ordinary Resolution: “ THAT , to consider and approve the proposal in relation to certain commitments by the controlling Shareholders, Directors and senior management of the Company on the recovery of immediate return 《關於公司控股股東及董事和高級管理人員就填補即期回報事項作出若干承諾的議案》.” Details of the aforesaid proposal were contained in the overseas regulatory announcement of the Company published on the website of the Stock Exchange on 16 June 2016.			
8.	Ordinary Resolution: “ THAT , to consider and approve the proposal in relation to the plan for return to the Shareholders for the forthcoming three years (2016-2018) of Yanzhou Coal Mining Company Limited 《關於<兗州煤業股份有限公司未來三年股東回報規劃(2016-2018)>的議案》.” Details of the aforesaid proposal were contained in the overseas regulatory announcement of the Company published on the website of the Stock Exchange on 16 June 2016.			
9.	Special Resolution: “ THAT , to consider and approve the proposal in relation to the amendments to the Articles of Association 《關於修改《兗州煤業股份有限公司章程》的議案》.” Details of the aforesaid proposal were contained in the announcement of the Company dated 16 June 2016 in relation to the proposed amendments of Articles of Associations.			

Signature *(note 5)*: _____

Date: _____ 2016

Notes:

- * Unless otherwise indicated, capitalized terms used in this form of proxy shall have the same meanings as those defined in the announcement of the Company dated 16 June 2016 in relation to the Additional A Shares Issue.
- 1. 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.
- 2. Full name(s) and address(es) to be inserted in **BLOCK LETTERS** as shown in the register of members of the Company.
- 3. If the person other than the Chairman of the EGM is to be appointed as proxy, please delete “the Chairman of the 2016 first 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.
- 4. 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 EGM other than those referred to in the notice of EGM dated 4 July 2016.
- 5. 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.
- 6. 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 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 EGM or any adjournment thereof.
- 7. A proxy attending the EGM must present his proof of identity.