



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 Second Class Meeting of the Holders
of A Shares to be Held on Friday, 19 August 2016**

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

I/We ^(note 2) _____
Address ^(note 2) _____ being
the registered holder(s) of A 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 second class meeting of the holders of A Shares (the “**A Shareholders’ Class Meeting**”)
or _____
of _____ as
my/our proxy/proxies to attend on my/our behalf at the A Shareholders’ Class Meeting (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 11:00 a.m. on Friday, 19 August 2016. The proxy/proxies will vote on the resolutions listed in the notice of the A Shareholders’ Class
Meeting as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

AS SPECIAL RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
1.	“ 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.			
(1.01)	Class and nominal value of shares to be issued			
(1.02)	Method and time of issuance			
(1.03)	Issue price and pricing principle			
(1.04)	Number of shares to be issued			
(1.05)	Use of Proceeds			
(1.06)	Lock-up period			
(1.07)	Arrangement relating to the accumulated undistributed profits			
(1.08)	Validity of resolution			
(1.09)	Place of Listing			
(1.10)	Method of subscription			
2.	“ 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.			

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 A Shareholders’ Class Meeting is to be appointed as proxy, please delete “the Chairman of 2016 second class meeting of the holders of A Shares 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 A Shareholders’ Class Meeting other than those referred to in the notice of the A Shareholders’ Class Meeting 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 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, the People’s Republic of China not less than 24 hours before the time appointed for the holding of the A Shareholders’ Class Meeting or any adjournment thereof.
- 7. A proxy attending the A Shareholders’ Class Meeting must present his proof of identity.