



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 2017 First Extraordinary General Meeting to be Held on Friday, 10 March 2017

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 2017 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, 10 March 2017. The proxy/proxies will vote on the resolutions listed in the notice of the 2017 first EGM as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
ORDINARY RESOLUTIONS				
1.	To consider and approve the “Proposal in relation to the provision of loans to Yancoal International (Holding) Co., Limited”.			
2.	To consider and approve the “Proposal in relation to the extension of the repayment date of the outstanding loans owed by the controlled subsidiaries of the Company”.			
3.	To consider and approve the “Proposal in relation to the appointment of overseas auditor and its remuneration arrangement”.			
4.	To consider and approve the “Proposal in relation to the election of an independent director of the Company”.			
4.01	To consider and approve the appointment of Kong Xiangguo as an independent Director.			
SPECIAL RESOLUTIONS				
5.	To consider and approve the “Proposal in relation to the non-proceeding of the Company's Non-Public Issuance of A Shares”.			
6.	To consider and approve the “Proposal in relation to the provision of financial guarantee to wholly-owned subsidiaries and controlled subsidiary of the Company”.			

* Details of the above resolutions are set out in the circular of the Company dated 24 January 2017.

Signature ^(note 5):

Date: _____ 2017

Notes:

* Unless otherwise indicated, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 24 January 2017.

- 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 EGM is to be appointed as proxy, please delete “the Chairman of the 2017 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.
- 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 the 2017 first 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 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.
- A proxy attending the EGM must present his proof of identity.
- Directors of the Company shall be elected through cumulative voting at the EGM. 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 to be elected. A shareholder may give all his or her votes to one candidate or divide his or her votes among several candidates.