



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 Annual General Meeting  
for the Year Ended 31 December 2016**

The Number of Shares Represented by the Proxy Form <sup>(note 1)</sup>	
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I/We<sup>(note 2)</sup>, \_\_\_\_\_  
Address<sup>(note 2)</sup> \_\_\_\_\_  
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<sup>(note 3)</sup> the Chairman of the 2016 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 Friday, 23 June 2017. 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:

RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>	ABSTAIN <sup>(note 4)</sup>
1	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the working report of the Board for the year ended 31 December 2016.”			
2	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the working report of the Supervisory Committee for the year ended 31 December 2016.”			
3	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2016.”			
4	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2016 and to authorize the Board to distribute an aggregate cash dividend of RMB589.4 million (tax inclusive), equivalent to RMB0.12 (tax inclusive) per Share to the Shareholders.”			
5	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the remuneration of the Directors and Supervisors for the year ending 31 December 2017.”			
6	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the renewal of the liability insurance of Directors, Supervisors and senior officers.”			
7	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the appointment and remuneration of external auditing firm for the year 2017.”			
8	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the acquisition of 65% equity interest in Yankuang Group Finance Co., Ltd.”			

9	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the entering into the Finance Services Agreement of Yankuang Group Finance Co., Ltd. with Yankuang Group Company Limited and to approve the continuing connected transactions contemplated under the agreement and their annual caps.”			
10	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the acquisition of the share capital of Coal & Allied Industries Limited by Yancoal Australia Co., Ltd.”			
11	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the Proposal in relation to the Company’s compliance with the requirements of non-public issuance of shares.”			
12	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the Proposal in relation to the feasibility analysis report of implementing the use of proceeds of the non-public issuance of RMB ordinary shares of the Company.”			
13	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the Proposal in relation to submission to the annual general meeting of the Company to authorize the Board to deal with matters relating to the non-public issuance of shares at its full discretion.”			
14	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the Proposal in relation to dilution of immediate return and return recovery measures upon the non-public issuance of shares of the Company.”			
15	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the Proposals in relation to certain commitments by the controlling shareholders, directors and senior management of the Company relating to recovery of immediate return.”			
16	Special Resolution: “ <b>THAT</b> , to consider and approve the Proposal in relation to the Company’s non-public issuance of shares to specific persons”:			
16.01	Class and nominal value of shares to be issued;			
16.02	Method and time of the issue;			
16.03	Issue price and pricing principle;			
16.04	Number of new shares to be issued;			
16.05	Use of proceeds;			
16.06	Lock-up period;			
16.07	Arrangement relating to the accumulated undistributed profits;			
16.08	Validity of resolution of the Issue;			
16.09	Place of listing;			
16.10	Method of subscription.			
17	Special Resolution: “ <b>THAT</b> , to consider and approve the Proposal of non-public issuance of A shares of the Company.”			
18	Special Resolution: “ <b>THAT</b> , to consider and approve the Proposal in relation to the provision of financial guarantees to the Company’s 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.”			
19	Special Resolution: “ <b>THAT</b> , to consider and approve the Proposal to authorize the Company to carry out domestic and overseas financing businesses.”			
20	Special Resolution: “ <b>THAT</b> , to consider and approve the Proposal regarding the general mandate authorizing the Board to issue additional H shares.”			
21	Special Resolution: “ <b>THAT</b> , to consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H shares.”			

22	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the appointments of non-independent Directors”:	<b>Cumulative voting</b> <sup>(Note 9)</sup> <b>(Please insert the number of votes)</b>
22.01	to consider and approve the appointment of Li Xiyong as a non-independent Director;	
22.02	to consider and approve the appointment of Li Wei as a non-independent Director;	
22.03	to consider and approve the appointment of Wu Xiangqian as a non-independent Director;	
22.04	to consider and approve the appointment of Wu Yuxiang as a non-independent Director;	
22.05	to consider and approve the appointment of Zhao Qingchun as a non-independent Director;	
22.06	to consider and approve the appointment of Guo Dechun as a non-independent Director.	
23	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the appointments of independent Director”:	<b>Cumulative voting</b> <sup>(Note 9)</sup> <b>(Please insert the number of votes)</b>
23.01	to consider and approve the appointment of Kong Xiangguo as an independent Director;	
23.02	to consider and approve the appointment of Jia Shaohua as an independent Director;	
23.03	to consider and approve the appointment of Pan Zhaoguo as an independent Director;	
23.04	to consider and approve the appointment of Qi Anbang as an independent Director.	
24	Ordinary Resolution: “ <b>THAT</b> , to consider and approve the appointments of non-employee representative Supervisors”:	<b>Cumulative voting</b> <sup>(Note 9)</sup> <b>(Please insert the number of votes)</b>
24.01	to consider and approve the appointment of Gu Shisheng as a non-employee representative Supervisor;	
24.02	to consider and approve the appointment of Zhou Hong as a non-employee representative Supervisor;	
24.03	to consider and approve the appointment of Meng Qingjian as a non-employee representative Supervisor;	
24.04	to consider and approve the appointment of Zhang Ning as a non-employee representative Supervisor.	

\* The details of the above resolutions are included in the board resolutions announcements of the Company dated 24 January 2017, 31 March 2017 and 28 April 2017, the circular containing (among others) the details of the above resolutions to be despatched on (or before) 2 June 2017 and the 2016 annual report of the Company.

Signature<sup>(note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_ 2017

Notes:

\* Unless otherwise specified, capitalised terms used for the resolutions have the same meanings as defined in the board resolutions announcements of the Company dated 24 January 2017, 31 March 2017 and 28 April 2017 and the circular containing (among others) the details of the above resolutions to be despatched on (or before) 2 June 2017.

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 AGM is to be appointed as proxy, please delete “the Chairman of the 2016 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.

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 AGM other than those referred to in the notice convening the AGM.
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, 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.
7. A proxy attending the AGM must present his proof of identity.
8. 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.
9. **IMPORTANT:**

Pursuant to the articles of association of the Company, voting at the Meeting in respect of resolutions No. 22.01 to 22.06, 23.01 to 23.04 and 24.01 to 24.04 in relation to the appointment of directors and supervisors shall be conducted by way of cumulative voting. In respect of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the director or supervisor candidates. When you fill in the “cumulative voting” space, please fill in them in accordance with the following instructions:

- (a) In relation to resolutions No. 22.01 to 22.06, 23.01 to 23.04 and 24.01 to 24.04, for every share held by you, you will have the same number of voting rights which equals to the number of directors or supervisors to be elected. For instance, if you are holding 1 million shares and 6 non-independent directors will be elected at this Meeting, the aggregate number of votes which you will have will be 6 million (i.e. 1 million shares x 6 = 6 million voting shares) for resolutions No. 22.01 to 22.06.
- (b) No ballot will be cast “For”, “Against” or “Abstain” in cumulative voting. You are requested to fill in the corresponding voting right in the “cumulative voting” column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum voting right under each resolution and unnecessarily the integral multiples of the number of shares held by you. If you mark “√” in the blank against the name of each candidate, it will be deemed to cast your total voting right equally amongst the corresponding candidates.
- (c) Please note that you may either cast all your votes to one of the proposed candidates, or cast them equally or diversely to more than one of the proposed candidates. For example, if you are holding 1 million shares, the number of votes you have regarding the resolutions No. 22.01 to 22.06 is 6 million. You may choose to cast every 1 million votes out of the total 6 million votes equally among the 6 candidates or to cast all your votes (6 million) on one candidate; or to cast 3 million votes on candidate A, cast 2 million votes on candidate B, and cast 1 million votes on candidate C, etc.
- (d) The total number of your votes cast on the 6 non-independent director candidates or 4 independent director candidates or 4 supervisor candidates shall not exceed the aggregate number of votes to which you are entitled. However, if the total number of your votes exceeds the aggregate number of votes to which you are entitled but if your votes are cast to only one candidate, the ballot will be deemed valid and will be counted as the maximum voting right held by you.
- (e) Please note that when the total votes cast by you on some candidates exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you for some candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the total number of your votes which may be cast on the resolutions No. 22.01 to 22.06 is 6 million: (i) if you fill in the “cumulative voting” space under a particular candidate director with “6 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for the other candidate director(s). In this case, should you fill in the blanks under the relevant resolutions of the other candidate director(s) with any number of shares (other than 0), all your votes on resolutions No. 22.01 to 22.06 will be invalid; or (ii) if you fill in the “cumulative voting” space under candidate A with “3 million shares”, under candidate B with “1 million shares” and under candidate C with “1 million shares”, the 5 million votes cast by you are valid and the remaining 1 million votes will be regarded as abstain votes.
- (f) Where the votes cast for a particular candidate for director or supervisor are more than half of the total number of shares held by all shareholders attending (before cumulating), such candidate shall be elected as the director or supervisor.