



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 Second Extraordinary General Meeting
to be held on Friday, 25 August 2017**

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 2017 second 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 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, 25 August 2017. 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 ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
1	Ordinary Resolution: "THAT, to consider and approve the acquisition of the share capital of Coal & Allied Industries Limited by Yancoal Australia Co., Ltd. and the transactions contemplated thereunder, including the offer made to HVO Resources Pty. Ltd."			
2	Ordinary Resolution: "THAT, to consider and approve the Proposal in relation to the Company's compliance with the requirements of non-public issuance of shares."			
3	Ordinary Resolution: "THAT, 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."			
4	Ordinary Resolution: "THAT, to consider and approve the Proposal in relation to submission to the extraordinary 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."			
5	Ordinary Resolution: "THAT, 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."			
6	Ordinary Resolution: "THAT, 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."			
7	Ordinary Resolution: "THAT, to consider and approve the Proposal in relation to the non-necessity for the Company to prepare a report for the previous fund-raising."			

8	Special Resolution: “ THAT , to consider and approve the Proposal in relation to the Company’s non-public issuance of shares to specific persons”:			
8.01	Class and nominal value of shares to be issued;			
8.02	Method and time of the issue;			
8.03	Issue price and pricing principle;			
8.04	Number of new shares to be issued;			
8.05	Use of proceeds;			
8.06	Lock-up period;			
8.07	Arrangement relating to the accumulated undistributed profits;			
8.08	Validity of resolution of the Issue;			
8.09	Place of listing;			
8.10	Method of subscription.			
9	Special Resolution: “ THAT , to consider and approve the Proposal of non-public issuance of A shares of the Company.”			

* The details of the above resolutions are set out in the circular of the Company dated 2 June 2017 as supplemented by the supplementary circular of the Company dated 30 June 2017.

Signature^(note 5): _____

Date: _____ 2017

Notes:

- * Unless otherwise specified, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 2 June 2017 as supplemented by the supplementary circular of the Company dated 30 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 EGM is to be appointed as proxy, please delete “the Chairman of the 2017 second 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 convening the EGM.
 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 EGM or any adjournment thereof.
 7. A proxy attending the EGM must present his proof of identity.