



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 2018 First Extraordinary General Meeting
to be held on Friday, 26 January 2018**

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

I/We ^(Note 2), _____
Address ^(Note 2) _____
being the registered holder(s) of _____ ^(Note 1) 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 2018 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 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, 26 January 2018. 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:

| ORDINARY RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) | ABSTAIN ^(Note 4) |
|----------------------|--|-------------------------|-----------------------------|-----------------------------|
| 1. | "THAT, to consider and approve each of the following Proposed Continuing Connected Transaction Agreements for the years from 2018 to 2020 with Yankuang Group and their respective annual caps. | | | |
| 1.01 | Approve the entering into of the Proposed Mutual Provision of Labour and Services Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps; | | | |
| 1.02 | Approve the entering into of the Proposed Provision of Insurance Fund Administrative Services Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps; | | | |
| 1.03 | Approve the entering into of the Proposed Provision of Materials Supply Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps; | | | |
| 1.04 | Approve the entering into of the Proposed Provision of Products, Materials and Equipment Leasing Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps; | | | |
| 1.05 | Approve the entering into of the Proposed Chemical Projects Entrusted Management Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps; and | | | |
| 1.06 | Approve the entering into of the Proposed Bulk Commodities Sale and Purchase Agreement by the Company with Yankuang Group for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps." | | | |
| 2. | "THAT, to consider and approve the following Proposed Continuing Connected Transaction Agreement for the years from 2018 to 2020 with other connected person and the annual caps. | | | |
| 2.01 | Approve the entering into of the Proposed Bulk Commodities Mutual Supply Agreement by the Company with Century Ruifeng for a term of three years, the continuing connected transactions contemplated thereunder and the relevant annual caps." | | | |

* The details of the above resolutions are set out in the announcement in relation to continuing connected transactions of the Company dated 27 November 2017, the Notice of EGM of the Company dated 11 December 2017, and will be set out in the circular of the Company to be despatched to the shareholders no later than 11 January 2018.

Signature ^(Note 5): _____

Date: _____

Notes:

- 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 2018 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 convening the EGM.
- 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, 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.