



# 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)

### Revised Form of Proxy ("New Proxy Form") for Use at the 2018 Second Extraordinary General Meeting to be Held on Friday, 24 August 2018

The Number of Shares  
Represented by the Proxy  
Form <sup>(Note 1)</sup>

I/We <sup>(note 2)</sup>, \_\_\_\_\_

Address <sup>(note 2)</sup> \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ <sup>(note 1)</sup>

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 2018 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 at 298 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China at 8:30 a.m. on Friday, 24 August 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:

RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>	ABSTAIN <sup>(note 4)</sup>
1	Special Resolution: "THAT, to consider and approve the Proposal in relation to submission to the general meetings to extend the validity period of the resolution of the non-public issuance of shares of the Company".			
2	Ordinary Resolution: "THAT, to consider and approve the Proposal in relation to submission to the general meetings to extend the validity period of the authorization to the Board to deal with matters relating to the non-public issuance of shares at its discretion".			
3	Special Resolution: "THAT, to consider and approve the Proposal in relation to the amendments of the Articles of Association of Yanzhou Coal Mining Company Limited".			
4	Ordinary resolution: "THAT, to consider and approve the resolution in relation to the projects and transaction caps of the continuing connected transactions with Glencore and Sojitz Corporation from 2018 to 2020."	/	/	/
4.1	To consider and approve entering into the HVO Sales Contract, the continuing connected transactions contemplated thereunder and the estimated maximum annual transaction amounts;			
4.2	To consider and approve entering into the Glencore Framework Coal Purchase Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps;			
4.3	To consider and approve entering into the HVO Services Agreement, the continuing connected transactions contemplated thereunder and the estimated maximum annual transaction amounts;			
4.4	To consider and approve entering into the Yancoal Australia – Sojitz Coal Sales Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps;			
4.5	To consider and approve entering into the Syntech – Sojitz Coal Sales Agreement, the continuing connected transactions contemplated thereunder and the relevant annual caps.			

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

Date: \_\_\_\_\_ 2018

*Notes:*

- \* Unless otherwise specified, capitalised terms used for the resolutions have the same meanings as defined in the announcement in relation to the resolutions passed at the board of directors, the announcement in relation to the proposed amendments to the Articles of Association of the Company, the announcement in relation to the proposed extension of the validity period of the resolution and the validity period of the authorization relating to the non-public A Share issue dated 29 June 2018, the circular in relation to the non-public A Share issue dated 25 July 2018, and the supplementary circular of the Company dated 8 August 2018.
1. Please insert the number of shares in the Company to which this New Proxy Form relates. If no number is inserted, this New Proxy Form 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 2018 second extraordinary general meeting of the Company 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 New Proxy Form 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 notices convening the EGM.
  5. This New Proxy Form 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 New Proxy Form 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 New Proxy Form, 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.
  8. A Shareholder who has not yet lodged the form of proxy for the EGM dated 6 July 2018 (the “**Old Proxy Form**”) with Hong Kong Registrars Limited is requested to lodge the New Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the Old Proxy Form should not be lodged with Hong Kong Registrars Limited.

A Shareholder who has already lodged the Old Proxy Form with Hong Kong Registrars Limited should note that:

- (i) **If no New Proxy Form is lodged with Hong Kong Registrars Limited, the Old Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the EGM other than those referred to in the notice of EGM dated 6 July 2018 and the Old Proxy Form, including the additional proposed resolutions as set out in the supplementary notice of EGM.
- (ii) **If the New Proxy Form is lodged with Hong Kong Registrars Limited before 8:30 a.m. on 23 August 2018, the New Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him or her. The New Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.**
- (iii) **If the New Proxy Form is lodged with Hong Kong Registrars Limited after 8:30 a.m. on 23 August 2018, the New Proxy Form will be invalid.** It will not revoke the Old Proxy Form previously lodged by the Shareholder. The Old Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the EGM other than those referred to in the notice of EGM dated 6 July 2018 and the Old Proxy Form, including the additional proposed resolutions as set out in the supplementary notice of EGM.

Shareholders are reminded that completion and delivery of the Old Proxy Form and/or the New Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or at any adjourned meeting(s) should they so wish.