



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 the Solicitation of Voting Rights by  
Independent Non-executive Director for the Use at the 2019 First Class Meeting  
of the Holders of H Shares to be Held on Tuesday, 12 February 2019**

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 \_\_\_\_\_<sup>(note 1)</sup> H shares of RMB 1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), hereby confirm as the appointing party that I/we have, prior to signing this Proxy Form, read carefully the full text of the Notice (the "Notice") of the 2019 first class meeting of the holders of H shares (the "H Shareholders' Class Meeting") 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 10 a.m. on Tuesday, 12 February 2019 published on the website of the Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> and despatched to the holders of the Shares, and have been sufficiently informed about details in relation to the current solicitation of voting rights. I/we have the right to, at any time prior to the H Shareholders' Class Meeting, revoke my/our appointment of the soliciting party as proxy under this Proxy Form or to amend the contents of this Proxy Form in accordance with procedures specified in the Notice.

As the appointing party, I/we hereby appoint Mr. Kong Xiangguo, the independent non-executive Director of the Company, as my/our proxy to attend the Meeting and any adjournment thereof and to exercise voting rights in respect of the following matters to be considered at the Meeting in accordance with instructions in this Proxy Form.

My/our voting directions for the matters in respect of which voting rights are being solicited are as follows:

RESOLUTIONS		FOR <sup>(note 3)</sup>	AGAINST <sup>(note 3)</sup>	ABSTAIN <sup>(note 3)</sup>
1	Special Resolution: "THAT, to consider and approve the proposal in relation to '2018 A Share Option Scheme (Draft) of Yanzhou Coal Mining Company Limited' and its abstract"			
2	Special Resolution: "THAT, to consider and approve the proposal in relation to 'Implementation, Assessment and Management Methods in Relation to the 2018 A Share Option Scheme of Yanzhou Coal Mining Company Limited'"			
3	Special Resolution: "THAT, to consider and approve the proposal in relation to authorizing the Board of Directors to manage issues in connection with the 2018 A Share Option Scheme of Yanzhou Coal Mining Company Limited"			

\* The details of the above resolutions are included in the announcement in relation to the resolutions passed at the board of directors and the announcement in relation to the adoption of A Share option scheme and proposed grant thereunder of the Company dated 27 December 2018.

Signature<sup>(note 4)</sup>: \_\_\_\_\_

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

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 and the announcement in relation to the adoption of A Share option scheme and proposed grant thereunder of the Company dated 27 December 2018.
- 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. 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.
- 4. 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.
- 5. 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/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the H Shareholders' Class Meeting or any adjournment thereof.
- 6. A proxy attending the H Shareholders' Class Meeting must present his proof of identity.