



兖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 Class Meeting of holders of Domestic Shares to be held on Friday, 23 January 2009

The Number of Domestic Shares Represented by the Proxy Form ⁽¹⁾	
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I/We² _____,

Address²: _____,

being the registered holder(s) of _____ ⁽¹⁾ Domestic Shares of par value RMB1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT³ the Chairman of the Class Meeting of holders of Domestic Shares or _____

of _____
as my/our proxy/proxies to attend and act for me/us and on my/our behalf at the Class Meeting of holders of Domestic Shares of the Company (and/or at any adjournment thereof) to be held at Conference Room of Wai Zhao Building, 329 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC at 9:00 a.m. on Friday, 23 January 2009. The proxy/proxies will vote on my/our behalf on the resolution listed in the Notice of Class Meeting of holders of Domestic Shares as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my/our proxy/proxies think(s) fit:

SPECIAL RESOLUTION	FOR ⁴	AGAINST ⁴
To consider and approve the mandate on authorizing the board of directors to repurchase H Shares of the Company.		

Signature: _____

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 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 Class Meeting of holders of Domestic Shares is to be appointed as proxy, please delete "the Chairman of the Class Meeting of holders of Domestic Shares 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**". 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 Class Meeting of holders of Domestic Shares other than those referred to in the notice convening the Class Meeting of holders of Domestic Shares.
- 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 the Office of the Secretary of the Board of Directors at the Company's registered address at 298 South Fushan Road, Zoucheng, Shandong Province 273500, PRC not less than 24 hours before the time appointed for the holding of the Class Meeting of holders of Domestic Shares or any adjournment thereof.
- A proxy attending the Class Meeting of holders of Domestic Shares must present his proof of identity.
- Please refer to the circular of the Company dated 1 December 2008 for further details.