



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)

Form of proxy for use at the Extraordinary General Meeting

The Number of Shares
Represented by the
Proxy Form¹

I/We² _____,

Address: _____²,

being the registered holder(s) of _____ H shares of RMB1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT³ the Chairman of the Extraordinary General Meeting or _____ of

as my/our proxy/proxies to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (and/or at any adjournment thereof) to be held at Conference Room of Zong He Building, 298 South Fushan Road, Zoucheng, Shandong Province 273500, PRC at 8:30 a.m. on 19th August, 2005. The proxy/proxies will vote on the resolutions listed in the Notice of Extraordinary General Meeting as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
To consider and approve the resolution regarding, among others, the acquisition of the 95.67% equity interest of Yanmei Heze Neng Hua as set out in the Appendix to this form of proxy			

Signature⁷: _____

Date: _____ 2005

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 Extraordinary General Meeting is to be appointed as proxy, please delete "the Chairman of the 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 a resolution, tick the appropriate box marked "**ABSTAIN**". 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 Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- 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 not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof.
- A proxy attending the Extraordinary General Meeting must present his proof of identity.
- Please refer to the circular dispatched with this form proxy for further details.

APPENDIX

“THAT:

- (a) (i) the Agreements and all the transactions contemplated therein, including but not limited to, the Acquisition; and (ii) in the event that any of the conditions set out in the Agreements is not satisfied on or before 30 June 2006, the return of the 95.67% equity interest of Heze Neng Hua from the Company to the Parent Company and the refund by the Parent Company to the Company of the amount paid by the Company for acquisition of the 95.67% equity interest set out in the Agreements, be and are hereby approved, confirmed and (where appropriate) ratified; and
- (b) the execution of the Agreements by the directors of the Company be and is hereby approved, confirmed and ratified and the directors of the Company (or any one of them) be and are hereby authorized on behalf of the Company to do all such acts and things, to sign and execute all such further documents and to take such steps as the directors of the Company (or any one of them) may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreements or any of the transactions contemplated thereunder and all other matters incidental thereto;
- (c) for the purpose of this resolution:

“**Acquisition**” means the acquisition of the 95.67% equity interest of Heze Neng Hua by the Company from the Parent Company;

“**Agreements**” means a conditional agreement dated 16 November 2005 entered into between the Company and the Parent Company, which was subsequently supplemented by a supplemental agreement dated 28 June 2005 entered into by the same parties, in relation to, among others, the acquisition of the 95.67% equity interest of Heze Neng Hua by the Company from the Parent Company (copies of the agreement and the supplemental agreement have been produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification);

“**Heze Neng Hua**” means 兗煤荷澤能化有限公司 (Yanmei Heze Neng Hua), a company with limited liability incorporated under the laws of the People’s Republic of China with a registered capital of RMB600 million; and

“**Parent Company**” means Yankuang Corporation Group Limited, a wholly State-owned enterprise and a controlling shareholder of the Company holding 54.33% of the total share capital of the Company.”