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)

Form of proxy for use at the Extraordinary General Meeting

The Number of Shares Represented by the Proxy Form[1]	

I/We[2] ______________________________ ,

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 APPOINT[3] the Chairman of the Extraordinary General Meeting or ______________________ of

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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 24 March 2006. 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 RESOLUTIONS	FOR[4]	AGAINST[4]	ABSTAIN[4]
1. To consider and approve the entering into of the Provision of Materials and Water Supply Agreement and the proposed maximum annual amounts of such transactions *(as set out in the Notice of Extraordinary General Meeting and the Company's circular dated 1 February 2006)*			
2. To consider and approve the entering into of the Provision of Labour and Services Agreement and the proposed maximum annual amounts of such transactions *(as set out in the Notice of Extraordinary General Meeting and the Company's circular dated 1 February 2006)*			
3. To consider and approve the entering into of the Provision of Electricity Agreement and the proposed maximum annual amounts of such transactions *(as set out in the Notice of Extraordinary General Meeting and the Company's circular dated 1 February 2006)*			
4. To consider and approve the entering into of the Provision of Equipment Maintenance and Repair Works Agreement and the proposed maximum annual amounts of such transactions *(as set out in the Notice of Extraordinary General Meeting and the Company's circular dated 1 February 2006)*			
5. To consider and approve the entering into of the Provision of Products and Materials Agreement and the proposed maximum annual amounts of such transactions *(as set out in the Notice of Extraordinary General Meeting and the Company's circular dated 1 February 2006)*			
6. To consider and approve the proposed amendment to rule 20 of "The Procedural Rules of the Supervisory Committee of the Company" *(as set out in the Notice of Extraordinary General Meeting and the Company's letter of 7 February 2006)*			
SPECIAL RESOLUTION			
7. To consider and approve the proposed amendment to paragraph 1 of Article 89 of the Articles of Association *(as set out in the Notice of Extraordinary General Meeting and the Company's letter of 7 February 2006)*			

Signature[7]: ______________________ Date: ______________________ 2006

Notes:

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 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 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.
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 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.
5. 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.
6. 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 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof.
7. A proxy attending the Extraordinary General Meeting must present his proof of identity.
8. Please refer to the circular of the Company dated 1 February 2006 and the covering letter enclosing this form of proxy for further details.