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 use at the 2009 Second Class Meeting of the holders of Domestic Shares to be held on Friday, 26 June 2009

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

I/We [2] ____ ,
Address [2]: ____ ,
being the registered holder(s) ______________________ [1] of Domestic Shares of RMB1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT [3] the Chairman of the 2009 second class meeting of the holders of Domestic Shares ("Domestic Shareholders' Class Meeting") or ______________
of ____
as my/our proxy/proxies to attend and act for me/us and on my/our behalf at the Domestic Shareholders' Class Meeting (and/or at any adjournment thereof) to be held at 11:00 a.m. Friday, on 26 June 2009 at Conference Room of Wai Zhao Building, 329 South Fushan Road, Zoucheng, Shandong Province 273500, PRC. The proxy/proxies will vote on the resolutions listed in the Notice of Domestic Shareholders' Class Meeting as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

	SPECIAL RESOLUTION	FOR[4]	AGAINST[4]
1.	To consider and approve the mandate on authorizing the board of directors to repurchase Domestic Shares of the Company, details of which are more particularly described in the Notice of Domestic Shareholders' Class Meeting and the Company's circular date 24 April 2009.		

Signature[7]: ______________________ Date: ______________________ 2009

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 Domestic Shareholders' Class Meeting is to be appointed as proxy, please delete "the Chairman of the Domestic Shareholders' Class 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**". 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 Domestic Shareholders' Class Meeting other than those referred to in the notice convening the Domestic Shareholders' Class 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 Room No. 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the holding of the Domestic Shareholders' Class Meeting or any adjournment thereof.
7. A proxy attending the Domestic Shareholders' Class Meeting must present his proof of identity.
8. Please refer to the circulars of the Company dated 24 April 2009 for further details.