



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 Annual General Meeting for the Year Ended 31 December 2014

The Number of Shares Represented by the Proxy Form ^(note 1)	
--	--

I/We^(note 2)
Address^(note 2) _____ being
the registered holder(s) of H shares of RMB 1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT ^(note 3) the Chairman of the 2014 annual general meeting of the Company (the "AGM") or _____ of _____ as my/our proxy/proxies to attend on my/our behalf at the AGM (and/or at any adjournment thereof) to be held at the headquarters of the Company, 298 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China at 9:00 a.m. on Friday, 22 May 2015. The proxy/proxies will vote on the resolutions listed in the Notice of AGM as hereunder indicated or, unless otherwise indicated or if no such indication is given, as my proxy/proxies think(s) fit:

		FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
AS ORDINARY RESOLUTION				
1	To consider and approve the working report of the Board for the year ended 31 December 2014, details of which are set out in the section headed "Board of Directors' Report" in the 2014 annual report of the Company;			
2	To consider and approve the working report of the Supervisory Committee for the year ended 31 December 2014, details of which are set out in the notice of 2014 annual general meeting;			
3	To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2014, details of which are set out in the 2014 annual report of the Company;			
4	To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2014 and to authorize the Board to distribute an			

	aggregate cash dividend of RMB98.368 million (tax inclusive), equivalent to RMB0.02 (tax inclusive) per Share to the Shareholders;			
5	To consider and approve the remuneration of the Directors and Supervisors for the year ending 31 December 2015, details of which are set out in the announcement of the Company dated 27 March 2015 regarding the resolutions passed at the seventh meeting of the sixth session of the Board;			
6	To consider and approve the “Proposal in relation to the renewal of the liability insurance of Directors, Supervisors and senior officers”;			
7	To consider and approve the “Proposal in relation to the re-appointment and remuneration of external auditing firm for the year 2015”;			
AS SPECIAL RESOLUTION				
8	To consider and approve the “Proposal in relation to the amendments to the Articles of Association”, details of which are set out in the circular of the Company to be despatched on 2 April 2015;			
9	To consider and approve the “Proposal to authorise the Company to carry out domestic and overseas financing activities”;			
10	To consider and approve the “Proposal in relation to the provision of financial guarantees to the Company’s subsidiaries and granting of authorization to Yancoal Australia and its subsidiaries to provide guarantees for the daily operation of the subsidiaries of the Company in Australia”;			
11	To consider and approve the “Proposal regarding the general mandate authorizing the Board to issue H Shares”; and			
12	To consider and approve the “Proposal regarding the general mandate authorizing the Board to repurchase H Shares”.			

Signature^(note 5): _____

Date: _____ 2015

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 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. If the person other than the Chairman of the AGM is to be appointed as proxy, please delete “the Chairman of the 2014 annual 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 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. 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 AGM other than those referred to in the notice convening the AGM.
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 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof.
7. A proxy attending the AGM must present his proof of identity.