



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 2017 to be held on Friday, 25 May 2018**

The Number of Shares Represented by the Proxy Form ^(note 1)	
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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 2017 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 at 298 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China at 9:00 a.m. on Friday, 25 May 2018. 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:

RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
1	Ordinary Resolution: "THAT, to consider and approve the working report of the Board for the year ended 31 December 2017."			
2	Ordinary Resolution: "THAT, to consider and approve the working report of the supervisory committee for the year ended 31 December 2017."			
3	Ordinary Resolution: "THAT, to consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2017."			
4	Ordinary Resolution: "THAT, to consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2017 and to authorize the Board to distribute an aggregate cash dividend of RMB2,357.8 million (tax inclusive), equivalent to RMB0.48 (tax inclusive) per share to the Shareholders."			
5	Ordinary Resolution: "THAT, to consider and approve the remuneration of the Directors and supervisors of the Company for the year ending 31 December 2018."			
6	Ordinary Resolution: "THAT, to consider and approve the renewal of the liability insurance of Directors, supervisors and senior officers of the Company."			
7	Ordinary Resolution: "THAT, to consider and approve the appointment and remuneration of external auditing firm for the year 2018."			

8	Special Resolution: “ THAT , to consider and approve the Proposal in respect of the provision of financial guarantee(s) to the Company’s subsidiaries and the granting of authorization to Yancoal Australia Limited and its subsidiaries to provide of guarantee(s) in relation to daily operations of the subsidiaries of the Company in Australia.”			
9	Special Resolution: “ THAT , to consider and approve the Proposal to authorize the Company to carry out domestic and overseas financing businesses.”			
10	Special Resolution: “ THAT , to consider and approve the Proposal regarding the general mandate authorizing the Board to issue additional H shares.”			
11	Special Resolution: “ THAT , to consider and approve the Proposal regarding the general mandate authorizing the Board to repurchase H shares.”			

* The details of the above resolutions are included in the board resolutions announcement of the Company dated 23 March 2018 and the 2017 annual report of the Company.

Signature^(note 5): _____

Date: _____ 2018

Notes:

* Unless otherwise specified, capitalised terms used for the resolutions have the same meanings as defined in the board resolutions announcement of the Company dated 23 March 2018.

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 2017 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.