



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)

(Stock Code: 1171)

FORM OF PROXY FOR USE AT THE 2020 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 9 DECEMBER 2020

The Number of Shares Represented by the form of proxy ^(note 1)	
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I/We ^(note 2), _____
 Address ^(note 2) _____
 being the registered holder(s) of _____ ^(note 1) H shares of RMB1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT ^(note 3) the Chairman of the 2020 second extraordinary general meeting of the Company (the "EGM") or _____ of _____ as my/our proxy/proxies to attend on my/our behalf at the EGM (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 8:30 a.m. on Wednesday, 9 December 2020. The proxy/proxies will vote on the resolutions listed in the notice of EGM 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 Equity Interests and Assets Transfer Agreement between Yankuang Group Company Limited and Yanzhou Coal Mining Company Limited and to approve the transactions contemplated thereunder".			
2.	Special Resolution: "THAT, to consider and approve the proposal of supplemental authorization for the Company to carry out domestic and overseas financing activities".			
3.	Special Resolution: "THAT, to consider and approve the proposal to increase the 2020-2024 cash dividend ratio of the Company".			
4.	Ordinary Resolution: "THAT, to consider and approve the Capital Increase Agreement of Yankuang (Hainan) Intelligent Logistics Science and Technology Co., Ltd. and approve the transaction contemplated thereunder".			

* The details of the above resolutions are included in (1) the circular dated 16 November 2020 on the major and connected transaction in relation to the Acquisition of the Target Equity Interests and Target Assets and (2) the circular dated 16 November 2020 (a) the discloseable and connected transaction in relation to the Deemed Disposal of 40.8% equity interests in Hainan Intelligent Logistics; (b) the proposal of supplemental authorization for the Company to carry out domestic and overseas financing activities; and (c) the proposal to increase the 2020-2024 cash dividend ratio of the Company (collectively, the "Circulars").

Signature ^(note 5): _____ Date: _____

Notes:

- * Unless otherwise specified, capitalised terms used for the resolutions have the same meanings as defined in the Circulars.
- 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.
 - 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 EGM is to be appointed as proxy, please delete "the Chairman of the 2020 second extraordinary general meeting of the Company 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 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 EGM other than those referred to in the notice convening the EGM.
 - 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 at 17M 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 EGM or any adjournment thereof.
 - A proxy attending the EGM must present his proof of identity.