



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 2021 Second Extraordinary General Meeting to be Held on Friday, 20 August 2021

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 RMB 1.00 each in the capital of Yanzhou Coal Mining Company Limited (the “**Company**”), HEREBY APPOINT ^(note 3) the Chairman of the 2021 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 949 South Fushan Road, Zoucheng, Shandong Province 273500, the People’s Republic of China at 8:30 a.m. on Friday, 20 August 2021. 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.	Special Resolution: “ THAT , to consider and approve the 'Proposal in relation to the Plan of Storage Issuance (the “ Issuance ”) of Corporate Bonds (the “ Bonds ”) and Related Authorizations:	/		
1.01	To consider and approve the size and method of the Issuance;			
1.02	To consider and approve the maturity period of the Bonds;			
1.03	To consider and approve the types of bonds to be issued;			
1.04	To consider and approve the par value and the issue price;			
1.05	To consider and approve the coupon rate and its determination mechanism;			
1.06	To consider and approve the form of the Bonds;			
1.07	To consider and approve the method of interest payment and redemption;			
1.08	To consider and approve the guarantee;			
1.09	To consider and approve the underwriting;			
1.10	To consider and approve the target of the Issuance;			
1.11	To consider and approve the placing arrangement for Shareholders;			
1.12	To consider and approve the listing arrangement;			
1.13	To consider and approve the authorization.”			

RESOLUTIONS		
2.	Ordinary Resolution: “ THAT , to consider and approve the appointment of non-independent Directors <i>(Note 8)</i> ;	CUMULATIVE VOTING <i>(Note 8)</i> (Please insert the number of votes)
2.01	to consider and approve the appointment of Mr. Li Wei as a non-independent Director of the Company;	
2.02	to consider and approve the appointment of Mr. Xiao Yaomeng as a non-independent Director of the Company;	
2.03	to consider and approve the appointment of Mr. Zhu Qingrui as a non-independent Director of the Company;	
2.04	to consider and approve the appointment of Mr. Huang Xiaolong as a non-independent Director of the Company.”	
3.	Ordinary Resolution: “ THAT , to consider and approve the appointment of non-employee representative Supervisor <i>(Note 8)</i> ;	CUMULATIVE VOTING <i>(Note 8)</i> (Please insert the number of votes)
3.01	to consider and approve the appointment of Mr. Zhu Hao as a non-employee representative Supervisor of the Company.”	

* The details of the above resolutions are included in the announcement of the Company in relation to the proposed appointment of Directors and Supervisor dated 30 July 2021 and the announcement dated 30 July 2021 in relation to the resolutions passed at the meeting of the Board.

Signature^(note 5): _____

Date: _____

Notes:

* Unless otherwise specified, capitalised terms used for the resolutions have the same meanings as defined in the announcement of the Company in relation to the proposed appointment of Directors and Supervisor dated 30 July 2021 and the announcement dated 30 July 2021 in relation to the resolutions passed at the meeting of the Board.

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 EGM is to be appointed as proxy, please delete “the Chairman of the 2021 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.
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 EGM other than those referred to in the notice convening the EGM.
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 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.
7. A proxy attending the EGM must present his proof of identity.

IMPORTANT:

Pursuant to the articles of association of the Company, voting at the general meeting in respect of resolutions No. 2.01 to 2.04 and No. 3.01 in relation to the appointment of Directors and Supervisors shall be conducted by way of cumulative voting. In respect of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the Director and Supervisor candidates. When you fill in the “cumulative voting” space, please fill in accordance with the following instructions:

- (a) In relation to resolutions No. 2.01 to 2.04 and No. 3.01, for every share held by you, you will have the same number of voting rights which equals to the number of directors or supervisors to be elected. For instance, if you are holding 1 million shares and 4 non-independent directors will be elected at this general meeting, the aggregate number of votes which you will have will be 4 million (i.e. 1 million shares x 4 = 4 million voting shares) for resolutions No. 2.01 to 2.04.
- (b) No ballot will be cast “For”, “Against” or “Abstain” in cumulative voting. You are requested to fill in the corresponding voting right in the “cumulative voting” column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum voting right under each resolution and unnecessarily the integral multiples of the number of shares held by you. If you mark “✓” in the blank against the name of each candidate, it will be deemed to cast your total voting right equally amongst the corresponding candidates.
- (c) Please note that you may either cast all your votes to one of the proposed candidates, or cast them equally or diversely to more than one of the proposed candidates. For example, if you are holding 1 million shares, the number of votes you have regarding the resolutions No. 2.01 to 2.04 is 4 million. You may choose to cast every 1 million votes out of the total 4 million votes equally among the 4 candidates or to cast all your votes (4 million) on one candidate; or to cast 1.5 million votes on candidate A, cast 1 million votes on candidate B, cast 1 million votes on candidate C, and cast 0.5 million votes on candidate D, etc.
- (d) The total number of your votes cast on the 4 proposed non-independent Directors and 1 proposed supervisor shall not exceed the aggregate number of votes to which you are entitled. However, if the total number of your votes exceeds the aggregate number of votes to which you are entitled but if your votes are cast to only one candidate, the ballot will be deemed valid and will be counted as the maximum voting right held by you.
- (e) Please especially note that when the total votes cast by you on some candidates exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you for some candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the total number of your votes which may be cast on the resolutions No. 2.01 to 2.04 is 4 million: (i) if you fill in the “cumulative voting” space under a particular candidate director with “4 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for the other candidate director(s). In this case, should you fill in the blanks under the relevant resolutions of the other candidate director(s) with any number of shares (other than 0), all your votes on resolutions No. 2.01 to 2.04 will be invalid; or (ii) if you fill in the “cumulative voting” space under candidate A with “1 million shares”, under candidate B with “1 million shares”, under candidate C with “1 million shares”, and under candidate D with “0.5 million shares”, the 3.5 million votes cast by you are valid and the remaining 0.5 million votes will be regarded as abstain votes.
- (f) Where the votes cast for a particular candidate for Director or Supervisor are more than half of the total number of shares with voting power held by all shareholders attending (before cumulating), such candidate shall be elected as the director.