



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 2011 First Extraordinary General Meeting to be held on Friday, 18 February 2011

The Number of Shares Represented by the Proxy Form ¹	
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I/We² _____, of²: _____,

being the registered holder(s) of _____ H shares of nominal value of RMB 1.00 each in the capital of Yanzhou Coal Mining Company Limited (the "Company"), HEREBY APPOINT³ the Chairman of the EGM or _____ of _____

_____ as my/our proxy/proxies to attend on my/our behalf at the 2011 First Extraordinary General Meeting of the Company (and/or at any adjournment thereof) (the "EGM") to be held at 9:00 a.m. on Friday, 18 February 2011 at the Conference Room of Wai Zhao Building, 329 South Fushan Road, Zoucheng, Shandong Province 273500, the PRC. The proxy/proxies will vote on my/our behalf 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:

AS ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	Proposal regarding change of the international auditors of the Company		
AS SPECIAL RESOLUTIONS			
2.	Proposal regarding the amendments to the articles of association of Yanzhou Coal Mining Company Limited		
3.	Proposal regarding the amendments to the Rules of Procedures for the Shareholders' Meeting of Yanzhou Coal Mining Company Limited		
4.	Proposal regarding the amendments to the Rules of Procedures for the Board of Yanzhou Coal Mining Company Limited		

Signature⁷: _____

Date: _____

Notes:

- 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 a person other than the Chairman of the EGM is to be appointed as proxy, please delete "the Chairman of the EGM 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 needs not be a shareholder. 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**". 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.