



兗礦能源集團股份有限公司

YANKUANG ENERGY GROUP COMPANY LIMITED*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01171)

**Form of Proxy for Use at the Annual General Meeting for the Year Ended
31 December 2022 to be held on Friday, 30 June 2023**

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 _____^(note 1) H shares of RMB 1.00 each in the capital of Yankuang Energy Group Company Limited* (the "Company"), HEREBY APPOINT^(note 3) the Chairman of the 2022 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 949 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China at 9:00 a.m. on Friday, 30 June 2023. 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 2022".			
2.	Ordinary Resolution: "THAT, to consider and approve the working report of the Supervisory Committee for the year ended 31 December 2022".			
3.	Ordinary Resolution: "THAT, to consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2022".			
4.	Ordinary Resolution: "THAT, to consider and approve the remuneration of the Directors and Supervisors of the Company for the year ending 31 December 2023".			
5.	Ordinary Resolution: "THAT, to consider and approve the renewal of the liability insurance of the Directors, Supervisors and senior officers of the Company".			
6.	Ordinary Resolution: "THAT, to consider and approve the appointment and remuneration of external auditing firm for the year 2023".			
7.	Ordinary Resolution: "THAT, to consider and approve the proposal in respect of the acquisition of 51% equity interest in Luxi Mining and 51% equity interest in Xinjiang Energy".			

RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
8.	Ordinary Resolution: to consider and approve the entering into of each of the following Proposed Continuing Connected Transactions Agreements and their proposed annual caps “ THAT ,			
	8.01 the Proposed Provision of Material Supply Agreement;			
	8.02 the Proposed Mutual Provision of Labour and Services Agreement;			
	8.03 the Proposed Provision of Insurance Fund Administrative Services Agreement; and			
	8.04 the Proposed Provision of Products, Materials and Asset Leasing Agreement”.			
9.	Special Resolution: “ THAT , to consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2022 and to authorize the Board to distribute: (i) a final cash dividend of RMB3.07 (tax inclusive) per share for the year 2022; (ii) a special cash dividend of RMB1.23 (tax inclusive) per share; and (iii) five (5) Bonus Shares for every ten (10) Shares to the Shareholders based on the number of shares on the dividend distribution record date”.			
10.	Special Resolution: “ THAT , to consider and approve the proposal in respect of the provision of financial guarantees to the Company’s controlled subsidiaries and invested companies and the granting of authorization to Yancoal Australia Limited and its subsidiaries to provide guarantees in relation to daily operations to the subsidiaries of the Company in Australia”.			
11.	Special Resolution: “ THAT , to consider and approve the proposal to authorize the Company to carry out domestic and overseas financing businesses”.			
12.	Special Resolution: “ THAT , to consider and approve the amendments to the Articles of Association of Yankuang Energy Group Company Limited and Relevant Rules of Procedure”.			
13.	Special Resolution: “ THAT , to consider and approve the proposal regarding the general mandate authorizing the Board to issue additional H shares”.			
14.	Special Resolution: “ THAT , to consider and approve the proposal regarding the general mandate authorizing the Board to repurchase H shares”.			

RESOLUTIONS		CUMULATIVE VOTING ^(Note 8) (Please insert the number of votes)
15.	Ordinary Resolution: to consider and approve the appointment of non-independent Directors ^(Note 8) “THAT,	
	15.01 to consider and approve the appointment of Mr. Li Wei as a non-independent Director of the Company;	
	15.02 to consider and approve the appointment of Mr. Xiao Yaomeng as a non-independent Director of the Company;	
	15.03 to consider and approve the appointment of Mr. Liu Jian as a non-independent Director of the Company;	
	15.04 to consider and approve the appointment of Mr. Liu Qiang as a non-independent Director of the Company;	
	15.05 to consider and approve the appointment of Mr. Zhang Haijun as a non-independent Director of the Company; and	
	15.06 to consider and approve the appointment of Mr. Huang Xiaolong as a non-independent Director of the Company”.	
16.	Ordinary Resolution: to consider and approve the appointment of independent Directors ^(Note 8) “THAT,	
	16.01 to consider and approve the appointment of Mr. Zhu Limin as an independent Director of the Company;	
	16.02 to consider and approve the appointment of Mr. Peng Suping as an independent Director of the Company;	
	16.03 to consider and approve the appointment of Mr. Woo Kar Tung, Raymond as an independent Director of the Company; and	
	16.04 to consider and approve the appointment of Ms. Zhu Rui as an independent Director of the Company”.	
17.	Ordinary Resolution: to consider and approve the appointment of non-staff representative Supervisors ^(Note 8) “THAT,	
	17.01 to consider and approve the appointment of Mr. Li Shipeng as a non-staff representative Supervisor of the Company;	
	17.02 to consider and approve the appointment of Mr. Zhu Hao as a non-staff representative Supervisor of the Company”.	

* For identification purpose only

** The details of the above resolutions are included in the announcements dated 24 March 2023 in relation to the proposed election of Directors of the ninth session of the Board and proposed election of Supervisors of the ninth session of the Supervisory Committee and the resolutions passed at the meeting of the Board, the announcement dated 24 April 2023 in relation to the proposed amendments to the Articles of Association and Relevant Rules of Procedure, the announcement dated 28 April 2023 in relation to the discloseable and connected transaction and continuing connected transactions (the “Announcements”) and the 2022 annual report of the Company. A circular containing details of the following resolutions (the “Circular”) will despatch to the shareholders of the Company in due course.

Signature^(note 5): _____

Date: _____

Notes:

- * Unless otherwise specified, capitalised terms used for the resolutions have the same meanings as defined in the Announcements and the Circular.
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 2022 annual 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 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 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 AGM or any adjournment thereof.
 7. A proxy attending the AGM must present his proof of identity.
 8. **IMPORTANT:**

Pursuant to the articles of association of the Company, voting at the general meeting in respect of resolutions No. 15.01 to 15.06, 16.01 to 16.04 and 17.01 to 17.02 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 candidates. When you fill in the “cumulative voting” space, please fill in accordance with the following instructions:

- (a) In relation to resolutions No. 15.01 to 15.06, 16.01 to 16.04 and 17.01 to 17.02, 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 6 non-independent directors will be elected at this general meeting, the aggregate number of votes which you will have will be 6 million (i.e. 1 million shares x 6=6 million voting shares) for resolutions No. 15.01 to 15.06.
- (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. 15.01 to 15.06 is 6 million. You may choose to cast every 1 million votes out of the total 6 million votes equally among the 6 candidates or to cast all your votes (6 million) on one candidate; or to cast 3 million votes on candidate A, cast 2 million votes on candidate B, and cast 1 million votes on candidate C, etc.
- (d) The total number of your votes cast on the 6 non-independent director candidates or 4 independent director candidates or 2 supervisor candidates 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. 15.01 to 15.06 is 6 million: (i) if you fill in the “cumulative voting” space under a particular candidate director with “6 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. 15.01 to 15.06 will be invalid; or (ii) if you fill in the “cumulative voting” space under candidate A with “3 million shares”, under candidate B with “1 million shares” and under candidate C with “1 million shares”, the 5 million votes cast by you are valid and the remaining 1 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 or supervisor.