



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 Shareholders' General Meeting for the Year 2025 to be held on Friday, 26 June 2026

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 RMB1.00 each in the capital of Yankuang Energy Group Company Limited* (the "Company"), HEREBY APPOINT^(note 3) the chairman of the 2025 annual shareholders' general meeting of the Company (the "2025 annual shareholders' general meeting") or _____ of _____ as my/our proxy/proxies to attend on my/our behalf at the 2025 annual shareholders' general meeting (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, 26 June 2026. The proxy/proxies will vote on the resolutions listed in the notice of 2025 annual shareholders' general meeting 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 2025".			
2.	Ordinary Resolution: "THAT, to consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2025".			
3.	Ordinary Resolution: "THAT, to consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2025 and to authorize the Board to distribute a final cash dividend of RMB0.32 (tax inclusive) per share for the year 2025 based on the number of shares on the Record Date".			
4.	Ordinary Resolution: "THAT, to consider and approve the renewal of the liability insurance of the Directors and senior officers of the Company".			
5.	Ordinary Resolution: "THAT, to consider and approve the remuneration of the non-independent Directors of the Company for the year 2026".			
6.	Ordinary Resolution: "THAT, to consider and approve the resolution in relation to allowance of independent Directors for the year 2026".			
7.	Ordinary Resolution: "THAT, to consider and approve the reappointment and remuneration of external auditing firm for the year 2026".			

RESOLUTIONS		FOR <small>(note 4)</small>	AGAINST <small>(note 4)</small>	ABSTAIN <small>(note 4)</small>
8.	Special Resolution: “ THAT , to consider and approve the proposal in relation to 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 guarantee(s) in relation to daily operations to 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 in relation to the Plan for Return to the Shareholders for 2026-2028”.			
11.	Special Resolution: “ THAT , to consider and approve the amendments to the Articles of Association of Yankuang Energy Group Company Limited* and the Relevant Rules of Procedures”.			
12.	Ordinary Resolution: “ THAT , to consider and approve the establishment of the Remuneration Management System”.			
13.	Special Resolution: “ THAT , to consider and approve the proposal in relation to the general mandate authorizing the Board to issue additional Shares of the Company”.			
14.	Special Resolution: “ THAT , to consider and approve the proposal in relation to the general mandate authorizing the Board to repurchase H Shares”.			
15.	Special Resolution: “ THAT , to consider and approve the “Proposal in relation to the storage issuance of corporate bonds and relevant authorization”	/		
15.01	To consider and approve the size and method of the Issuance;			
15.02	To consider and approve the maturity period of the Bonds;			
15.03	To consider and approve the types of Bonds to be issued;			
15.04	To consider and approve the par value and the issue price;			
15.05	To consider and approve the coupon rate and its determination mechanism;			
15.06	To consider and approve the form of the Bonds;			
15.07	To consider and approve the method of interest payment and redemption;			
15.08	To consider and approve the guarantee;			
15.09	To consider and approve the underwriting;			
15.10	To consider and approve the target of the Issuance;			
15.11	To consider and approve the placing arrangement for Shareholders of the Company;			
15.12	To consider and approve the listing arrangement; and			
15.13	To consider and approve the authorization”.			

RESOLUTIONS		CUMULATIVE VOTING <i>(Note 8)</i> <i>(Please insert the number of votes)</i>
16.	Ordinary Resolution: “ THAT , to consider and approve the appointment of non-independent Directors <i>(Note 8)</i> ”	
16.01	To consider and approve the appointment of Mr. Li Wei as a non-independent Director;	
16.02	To consider and approve the appointment of Mr. Wang Jiuhong as a non-independent Director;	
16.03	To consider and approve the appointment of Mr. Yue Guangsheng as a non-independent Director;	
16.04	To consider and approve the appointment of Mr. Zhang Haijun as a non-independent Director;	
16.05	To consider and approve the appointment of Mr. Li Shipeng as a non-independent Director; and	
16.06	To consider and approve the appointment of Mr. Huang Xiaolong as a non-independent Director”.	
17.	Ordinary Resolution: “ THAT , to consider and approve the appointment of independent Directors <i>(Note 8)</i> ”	
17.01	To consider and approve the appointment of Mr. Li Weian as an independent Director:	
17.02	To consider and approve the appointment of Mr. Gao Jingxiang as an independent Director:	
17.03	To consider and approve the appointment of Mr. Woo Kar Tung, Raymond as an independent Director: and	
17.04	To consider and approve the appointment of Ms. Zhu Rui as an independent Director”.	

* For identification purpose only

** The details of the above resolutions are included in the circular of the Company dated 2 June 2026 (the “**Circular**”) and the 2025 annual report of the Company.

Signature *(note 5)*: _____

Date: _____

Notes:

- * Unless otherwise specified, capitalised terms used for the resolutions have the same meanings as defined in 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 2025 annual shareholders’ general meeting is to be appointed as proxy, please delete “the chairman of the 2025 annual shareholders’ 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 to 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 2025 annual shareholders’ general meeting other than those referred to in the notice convening the 2025 annual shareholders’ general meeting.
- 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 Computershare Hong Kong Investor Services 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 2025 annual shareholders’ general meeting or any adjournment thereof.
- 7. A proxy attending the 2025 annual shareholders’ general meeting must present his proof of identity.

8. IMPORTANT:

Pursuant to the Articles of Association, voting at the shareholders' general meeting in respect of resolutions No. 16.01 to 16.06 and 17.01 to 17.04 in relation to the appointment of directors 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. 16.01 to 16.06 and 17.01 to 17.04, for every share held by you, you will have the same number of voting rights which equals to the number of directors 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. 16.01 to 16.06.
- (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 need not be 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. 16.01 to 16.06 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 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 votes abstained. For example, if you are holding 1 million shares, the total number of your votes which may be cast on the resolutions No. 16.01 to 16.06 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 Director Candidate(s). In this case, should you fill in the blanks under the relevant resolutions of the other Director Candidate(s) with any number of shares (other than 0), all your votes on resolutions No. 16.01 to 16.06 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 votes abstained.
- (f) Where the votes cast for a particular candidate for director 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 a director.