



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 2023 First Extraordinary General Meeting to be Held on Friday, 27 October 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 2023 first 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 9:00 a.m. on Friday, 27 October 2023. 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)
Special Resolutions				
1	“THAT, to consider and approve the proposed profit distribution policy of the Company for 2023-2025.”			
2	“THAT, to consider and approve the amendments to the Articles of Association of Yankuang Energy Group Company Limited*.”			
Ordinary Resolutions				
3	To consider and approve each of the following ordinary resolutions			
3.01	“THAT, to consider and approve the revised annual cap for 2023 in respect of the sales of bulk commodities from the Company to Shandong Energy contemplated under the Existing Bulk Commodities Sale and Purchase Agreement.”			
3.02	“THAT, to consider and approve the entering into of the Proposed Bulk Commodities Sale and Purchase Agreement by the Company with Shandong Energy for a term of two years, the continuing connected transactions contemplated thereunder and the proposed annual caps for 2024 and 2025 in relation thereto.”			
3.03	“THAT, to consider and approve the entering into of the Proposed Finance Lease Agreement by the Company with Shandong Energy for a term of two years, the continuing connected transactions contemplated thereunder and the proposed annual caps for 2024 and 2025 in relation thereto.”			

RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
3.04	“ THAT , to consider and approve the entering into of the Proposed Entrusted Management Service Framework Agreement by the Company with Shandong Energy for a term of one year, the continuing connected transactions contemplated thereunder and the proposed annual cap for 2025 in relation thereto.”			

* For identification purpose only

** The details of the above resolutions are included in (1) the circular of the Company dated 28 September 2023 on (a) the proposed profit distribution policy of the Company for 2023-2025; and (b) the proposed amendments to the Articles of Association; and (2) the circular of the Company dated 28 September 2023 on (a) the revision of annual cap under Existing Bulk Commodities Sale and Purchase Agreement; and (b) renewal of continuing connected transactions (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.
- 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 2023 first 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.