



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 2024 First Extraordinary General Meeting  
to be Held on Friday, 25 October 2024**

The Number of Shares Represented by the Proxy Form <sup>(note 1)</sup>	
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I/We<sup>(note 2)</sup>, \_\_\_\_\_  
Address <sup>(note 2)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note 1)</sup> H shares of RMB1.00 each in the capital of Yankuang Energy Group Company Limited\* (the “Company”), HEREBY APPOINT <sup>(note 3)</sup> the Chairman of the 2024 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, 25 October 2024. 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 <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>	ABSTAIN <sup>(note 4)</sup>
<b>Ordinary Resolutions</b>			
1.	“THAT, to consider and approve the Profit Distribution Proposal for Half Year of 2024 of the Company.”		
2.	To consider and approve each of the following ordinary resolutions	/	/
(2.01)	“THAT, to consider and approve the Proposed Mutual Provision of Labour and Services Agreement and its proposed annual caps thereunder.”		
(2.02)	“THAT, to consider and approve the Proposed Provision of Insurance Fund Administrative Services Agreement and its proposed annual caps thereunder.”		
(2.03)	“THAT, to consider and approve the proposed amendments to the existing annual caps for the transactions for the purchase of bulk commodities by the Group from the Shandong Energy Group and its associates under the Existing Bulk Commodities Sale and Purchase Agreement for the two financial years ending 31 December 2024 and 2025.”		
3.	“THAT, to consider and approve the provision of internal loan to a connected subsidiary by the Company.”		
4.	“THAT, to consider and approve the passive formation of external guarantees for the disposal of equity interest in a subsidiary by the Company.”		

RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>	ABSTAIN <sup>(note 4)</sup>
<b>Special Resolution</b>				
5.	“ <b>THAT</b> , to consider and approve the amendments to the Articles of Association of the Company.”			

\* For identification purpose only

\*\* The details of the above resolutions are included in the circular of the Company dated 30 September 2024 (the “**Circular**”).

Signature<sup>(note 5)</sup>: \_\_\_\_\_

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 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 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 2024 first 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/her discretion. Your proxy will also be entitled to vote at his/her 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/her proof of identity.