



内蒙古伊泰煤炭股份有限公司

INNER MONGOLIA YITAI COAL CO., LTD.*

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

(Stock Code: 3948)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 29 NOVEMBER 2016

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of RMB1.00 each in the share capital of Inner Mongolia Yitai Coal Co., Ltd. (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company at Room 1, Conference Center, Building of Inner Mongolia Yitai Coal Co., Ltd., Ordos, Inner Mongolia, the People's Republic of China (the "PRC") at 2:30 p.m. on Tuesday, 29 November 2016 (the "Meeting"), and any adjournment thereof, for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution(s) as indicated below ^(Note 4). Unless indicated otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 September 2016.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1	To consider and approve the proposed appointment of independent non-executive Director and member of the Board committees			
2	To consider and approve the proposed amendments to Rules of Procedure of the General Meeting of Shareholders			
3	To consider and approve the proposed amendments to Rules of Procedure of the Board of Directors			
4	To consider and approve the proposed amendments to Rules of Procedure of the Supervisory Committee			
5	To consider and approve the proposed amendments to Policy on the Management of the External Guarantee			
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
6	To consider and approve the proposed amendments to the Articles of Association			

Date: _____

Signature(s): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy related. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS 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". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** Any abstain vote of shareholders present at the Meeting (including their proxies) shall be regarded as voting rights for the purpose of calculating the result of that resolution; ballots of any votes which are incomplete, incorrectly completed, illegible or not cast shall be deemed to be forbidden voting rights, thus the voting result in respect of these shares shall be counted as "Abstain" and the votes shall be regarded as voting rights for the purpose of calculating the result of that resolution; while for shareholders not present at the Meeting, any waiver to vote shall be disregarded as voting rights for the purpose of calculating the results of resolutions. If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting dated 30 September 2016.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorised attorney. If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other document(s) of authorisation must be notarized.
- Among the joint shareholders of any shares, only the joint shareholder that is listed first in the register of shareholders shall be entitled to attend the shareholders' general meeting or enjoy full voting power of the relevant shares.
- In order to be valid, the form of proxy together with the power of attorney or other document(s) of authorisation (if any) must be deposited with Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the Meeting or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Meeting if he so wishes.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.

* For identification purposes only