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中国神华能源股份有限公司

CHINA SHENHUA ENERGY COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01088)

Second Form of proxy for Annual General Meeting

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____

H shares of RMB1.00 each in the share capital of China Shenhua Energy Company Limited (the "Company")

HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3) or _____

of _____

as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at 9:30 a.m. on Friday, 25 May 2012 at Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China (the "Meeting") (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice and supplemental 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 resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2011.		
2.	To consider and, if thought fit, to approve the report of the board of supervisors of the Company for the year ended 31 December 2011.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2011.		
4.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2011: i.e. final dividend for the year ended 31 December 2011 in the amount of RMB0.90 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB17,901 million, and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen to implement the above mentioned profit distribution plan and to deal with matters in relation to tax with-holding as required by relevant laws, regulations and regulatory authorities.		

5.	To consider and, if thought fit, to approve the remuneration of the directors and supervisors of the Company for the year ended 31 December 2011: i.e. aggregate remuneration of the executive directors is in the amount of RMB1,710,428.04; aggregate remuneration of the non-executive directors is in the amount of RMB1,350,000.00, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,350,000.00, the non-executive directors (other than the independent non-executive directors) are remunerated by Shenhua Group Corporation Limited and are not remunerated by the Company in cash; remuneration of the supervisors is in the amount of RMB1,361,449.34.		
6.	To consider and, if thought fit, to approve the re-appointment of external auditors of the Company for 2012: i.e. re-appointment of KPMG Huazhen and KPMG as the PRC and international auditors respectively of the Company for 2012, the term of such re-appointment shall continue until the next annual general meeting, and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo, Mr. Ling Wen and Mr. Gong Huazhang all being directors of the Company, to determine their remuneration.		
7.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure of Board Meeting of the Company, (details of which are set out in the circular of the Company dated 5 April 2012), and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being Directors of the Company, to, after passing of this resolution, carry out further amendments to the Rules of Procedure of Board Meeting of the Company as they may consider necessary and appropriate at the request of relevant regulatory authorities from time to time.		
8.	To consider and, if thought fit, to approve the amendments to the Related Party Transactions Decision Making Rules of the Company, (details of which are set out in the circular of the Company dated 5 April 2012), and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being Directors of the Company, to, after passing of this resolution, carry out further amendments to the Related Party Transactions Decision Making Rules of the Company as they may consider necessary and appropriate at the request of relevant regulatory authorities from time to time.		
9.	To consider and, if thought fit, to approve the appointment of Mr. Kong Dong as a director of the second session of the board of directors of the Company and as a non-executive director of the Company.		
10.	To consider and, if thought fit, to approve the appointment of Mr. Chen Hongsheng as a director of the second session of the board of directors of the Company and as a non-executive director of the Company.		

SPECIAL RESOLUTIONS		For <small>(Note 4)</small>	Against <small>(Note 4)</small>
11.	<p>To consider and, if thought fit, to approve the amendments to the Articles of Association of the Company (details of which are set out in the circular of the Company dated 5 April 2012), and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being Directors of the Company, to, after passing of this resolution, carry out further amendments to the Articles of Association of the Company as they may consider necessary and appropriate at the request of relevant regulatory authorities from time to time in the course of filing the Articles of Association with such regulatory authorities.</p>		
12.	<p>To consider and, if thought fit, to:-</p> <p>(1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to allot, issue and deal with, either separately or concurrently, additional domestic shares (A shares) and overseas-listed foreign invested shares (H shares) not exceeding 20% of each of the number of domestic shares (A shares) and the number of overseas-listed foreign invested shares (H shares) in issue at the time of passing this resolution at annual general meeting. Pursuant to PRC laws and regulations, the Company will seek further approval from its shareholders in general meeting for each issuance of domestic shares (A shares) even where this general mandate is approved.</p> <p>(2) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) formulate and implement detailed issuance plan, including but not limited to the class of shares to be issued, pricing mechanism and/or issuance price (including price range), number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to issue shares to existing shareholders;</p> <p>(ii) approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to underwriting agreement and engagement agreements of professional advisers;</p> <p>(iii) approve and execute, on behalf of the Company, documents related to share issuance for submission to regulatory authorities, and to carry out approval procedures required by regulatory authorities and venues in which the Company is listed;</p> <p>(iv) amend, as required by regulatory authorities within or outside China, agreements and statutory documents referred to in (ii) and (iii) above;</p> <p>(v) engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance;</p> <p>(vi) increase the registered capital of the Company after share issuance, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China.</p>		

	<p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <ul style="list-style-type: none"> (a) the conclusion of the annual general meeting of the Company for 2012; (b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2011; or (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, except where the board of directors has resolved to issue domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share issuance is to be continued or implemented after the Relevant Period. 		
13.	<p>To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):-</p> <ul style="list-style-type: none"> (1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders’ approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders. (2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. (3) the board of directors be authorised to (including but not limited to the following):- <ul style="list-style-type: none"> (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc; (ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company; (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures; (iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission; 		

	<p>(v) carry out cancelation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;</p> <p>(vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.</p> <p>The above general mandate will expire on the earlier of ("Relevant Period"):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2012;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2011, the first A shareholders' class meeting in 2012 and the first H shareholders' class meeting in 2012; or</p> <p>(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,</p> <p>except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.</p>		
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Date: _____

Signature(s) ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this second form of proxy will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" 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 SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** 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 and supplemental notice convening the Meeting.
5. This second form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this second form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarised.

6. In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
7. In order to be valid, this second proxy together with the power of attorney or other authorization document (if any) must be deposited with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, 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.
8. Shareholders or their proxies attending the Meeting shall produce their identity documents.
9. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 5 APRIL 2012 SHOULD NOTE THAT:**
 - (a) **If no Second Proxy Form is lodged with the Company's H Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated 5 April 2012 and the First Proxy Form, including resolutions for the appointment of directors set out in the supplemental circular and supplement notice of AGM of the Company dated 27 April 2012.
 - (b) **If the Second Proxy Form is lodged with the Company's H Share Registrar not less than 24 hours before the time fixed for convening the AGM ("Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.**
10. If a shareholder has any queries about the validity of his/her proxy form deposited, he/she may contact the Company's H Share Registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

As at the date hereof, the Board comprises Dr. Zhang Xiwu, Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo, as executive Directors, Mr. Liu Benren and Mr. Xie Songlin, as non-executive Directors, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang, as independent non-executive Directors.