



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: 1088)

Form of proxy for the Annual General Meeting to be held on 12 May 2006

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 9:00 a.m. on Friday, 12 May 2006 at The Atrium Room, 39th Floor, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong (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 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 2005.		
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 2005.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2005.		
4.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2005 and to authorise a committee comprising Messrs. Chen Biting, Wu Yuan and Ling Wen, all being directors of the Company, as appointed by the board of directors to implement the aforesaid distribution.		
5.	To consider and, if thought fit, to approve the remuneration of the directors and supervisors of the Company, and to authorise the board of directors to determine the remuneration of each director and supervisor in 2005.		
6.	To consider and, if thought fit, to approve: (1) the "Status List of the Initial Long-term Incentives Plan of China Shenhua Energy Company Limited", the "Share Appreciation Rights Scheme of China Shenhua Energy Company Limited" (the "Share Appreciation Rights Scheme"), the "Implementation Rules on the First Granting of Share Appreciation Rights Scheme of China Shenhua Energy Company Limited" (the "First Granting Implementation Rules") and the "Adjustment Proposal on the Exercise Price and Number of the Share Appreciation Rights of China Shenhua Energy Company Limited" (the "Adjustment Proposal"); (2) the authorisation of the remuneration committee under the board of directors of the Company to grant the Share Appreciation Rights to relevant members of the senior management of the Company in accordance with the First Granting Implementation Rules; (3) authorisation of the board of directors of the Company to formulate implementation rules for every grant of the Share Appreciation Rights in accordance with the Share Appreciation Rights Scheme; (4) authorisation of the remuneration committee under the board of directors of the Company to make corresponding adjustments in accordance with the rules and methods set out in the Share Appreciation Rights Scheme and the Adjustment Proposal in the event that adjustments on the exercise prices or number of the Share Appreciation Rights are necessary due to the changes in the total share capital or other reasons arising from the issue of new shares, capitalisation, or merger and demerger; and (5) authorisation of the board of directors of the Company to amend the Share Appreciation Rights Scheme, and to decide and formulate any matters relating to the Share Appreciation Rights Scheme within the scope applicable to the Share Appreciation Rights.		
7.	To consider and, if thought fit, to approve the re-appointment of KPMG Huazhen and KPMG as the domestic and overseas auditors of the Company for 2006 respectively, and to authorize a committee comprising Messrs. Chen Biting, Wu Yuan and Ling Wen, all being directors of the Company, to determine their remunerations.		
SPECIAL RESOLUTIONS			
1.	To consider and, if thought fit, to approve the amendments to the Articles of Association of the Company, and to authorise a committee comprising Messrs. Chen Biting, Wu Yuan and Ling Wen, all being directors of the Company, to conduct all necessary registrations, filings and other procedures in accordance with domestic and international laws, regulations, and the listing rules of the place of listing of the Company's shares.		
2.	To consider and, if thought fit, to approve the authorisation of the board of directors of the Company to amend the "Rules Governing the Proceedings of Shareholders' Meetings of China Shenhua Energy Company Limited", the "Rules Governing the Proceedings of Directors' Meetings of China Shenhua Energy Company Limited" and the "Procedures for considering Connected Transactions of China Shenhua Energy Company Limited" in accordance with relevant laws, regulations, listing rules of the exchange on which the Company's shares are listed and the revised Articles of Association; and to authorise the Board of Supervisors of the Company to amend the "Rules Governing the Proceedings of the Board of Supervisors of China Shenhua Energy Company Limited" in accordance with relevant laws, regulations, listing rules of the exchange on which the Company's shares are listed and the revised Articles of Association.		
3.	To consider and, if thought fit, to approve a general mandate to the board of directors to issue, allot and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H Shares not exceeding 20% of the H Shares of the Company in issue, and to authorize the board of directors to make such corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.		

Date: _____ 2006 Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. 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, 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 FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 convening the Meeting.
- This 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 the 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.
- 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).
- In order to be valid, the form of 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 Rooms 1712-1716, 17th 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.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.