

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



# 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 2011 First Extraordinary General Meeting

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the 2011 first extraordinary general meeting of the Company  
to be held at 9:30 a.m. on Friday, 25 February 2011 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 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 <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	<p>To consider and, if thought fit, to approve the following agreements and the transactions contemplated thereunder:</p> <p>(1) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 56.61% equity interest of Shenhua Baorixile Energy Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;</p> <p>(2) the equity transfer agreement dated 20 December 2010 entered into between the Company and Beijing Guohua Power Co Ltd, pursuant to which the Company agreed to purchase 80.00% equity interest of Inner Mongolia Guohua Hulunbeier Power Generation Co Ltd from Beijing Guohua Power Co Ltd, and the transactions contemplated thereunder;</p> <p>(3) the equity transfer agreement dated 20 December 2010 entered into between the Company, Shenhua International Trading Co Ltd and Shenhua Baorixile Energy Co Ltd, pursuant to which the Company agreed to purchase 39.10% and 21.00% equity interest of Hulunbeier Shenhua Clean Coal Co Ltd from Shenhua International Trading Co Ltd and Shenhua Baorixile Energy Co Ltd respectively, and the transactions contemplated thereunder;</p> <p>(4) the equity transfer agreement dated 20 December 2010 entered into between the Company, Guohua Energy Investment Co Ltd and Beijing Jihua Industry Coal Co Ltd, pursuant to which the Company agreed to purchase 80.00% and 15.00% equity interest of Shaanxi Jihua Chaijiagou Mining Co Ltd from Guohua Energy Investment Co Ltd and Beijing Jihua Industry Coal Co Ltd respectively, and the transactions contemplated thereunder;</p> <p>(5) the equity transfer agreement dated 20 December 2010 entered into between the Company, Shenhua Group Corporation Limited, Guohua Energy Investment Co Ltd and China Shenhua Coal-to-liquid Chemical Co Ltd, pursuant to which the Company agreed to purchase 39.29%, 12.86% and 7.14% equity interest of Shenhua Finance Co Ltd from Shenhua Group Corporation Limited, Guohua Energy Investment Co Ltd and China Shenhua Coal-to-liquid Chemical Co Ltd respectively, and the transactions contemplated thereunder;</p> <p>(6) the equity transfer agreement dated 20 December 2010 entered into between the Company, Shenhua Group Corporation Limited and Shenhua International Trading Co Ltd, pursuant to which the Company agreed to purchase 98.71% and 1.29% equity interest of Shenhua Material Trading Co Ltd from Shenhua Group Corporation Limited and Shenhua International Trading Co Ltd respectively, and the transactions contemplated thereunder;</p>		

ORDINARY RESOLUTIONS	For <small>(Note 4)</small>	Against <small>(Note 4)</small>
<p>(7) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 100.00% equity interest of Shenhua Tianhong Trading Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;</p> <p>(8) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 80.00% equity interest of Shenhua Hollysys Information Technology Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;</p> <p>(9) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 100.00% equity interest of Shenhua (Beijing) Remote Sensing Exploration Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;</p> <p>(10) the assets transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Baotou Mining Co Ltd pursuant with the Company agreed to purchase certain assets and their related liabilities (details of which are disclosed in the announcement of the Company dated 20 December 2010) from Shenhua Group Baotou Mining Co Ltd, and the transactions contemplated thereunder;</p> <p>(11) the financial services agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to provide financial services to Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries) through Shenhua Finance Co Ltd, and the transactions contemplated thereunder and the following proposed caps:</p> <p>(a) the following annual caps on amount of guarantee provided by Shenhua Finance Co Ltd to or for the benefit of Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries):</p> <p>(i) RMB2,500,000,000 for the year ending 31 December 2011;</p> <p>(ii) RMB2,500,000,000 for the year ending 31 December 2012;</p> <p>(iii) RMB2,500,000,000 for the year ending 31 December 2013;</p> <p>(b) the following annual caps on amount of bill acceptance and discount services provided by Shenhua Finance Co Ltd to Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries):</p> <p>(i) RMB9,000,000,000 for the year ending 31 December 2011;</p> <p>(ii) RMB12,000,000,000 for the year ending 31 December 2012;</p> <p>(iii) RMB15,000,000,000 for the year ending 31 December 2013;</p> <p>(c) the following caps on maximum daily balance (including interests accrued thereon) of deposits placed by Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries) with Shenhua Finance Co Ltd:</p> <p>(i) RMB35,000,000,000 for the year ending 31 December 2011;</p> <p>(ii) RMB40,000,000,000 for the year ending 31 December 2012;</p> <p>(iii) RMB45,000,000,000 for the year ending 31 December 2013;</p> <p>(d) the following caps on maximum balance of loans, consumer credit facilities, buyer's credit and financial leasing (including interests accrued thereon) at any one point of time provided by Shenhua Finance Co Ltd to Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries):</p> <p>(i) RMB24,000,000,000 for the year ending 31 December 2011;</p> <p>(ii) RMB28,000,000,000 for the year ending 31 December 2012;</p> <p>(iii) RMB28,000,000,000 for the year ending 31 December 2013;</p> <p>(e) the following caps on maximum balance of entrustment loan (including interests accrued thereon) at any one point of time between members of Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries) handled by Shenhua Finance Co Ltd:</p> <p>(i) RMB80,000,000,000 for the year ending 31 December 2011;</p> <p>(ii) RMB100,000,000,000 for the year ending 31 December 2012;</p> <p>(iii) RMB100,000,000,000 for the year ending 31 December 2013;</p> <p>(f) the following caps on amount of interest payable by the Company and its subsidiaries to Shenhua Group Corporation Limited and its subsidiaries in respect of entrustment loans advanced by Shenhua Group Corporation Limited and its subsidiaries to the Company and its subsidiaries through Shenhua Finance Co Ltd:</p> <p>(i) RMB70,000,000 for the year ending 31 December 2011;</p> <p>(ii) RMB70,000,000 for the year ending 31 December 2012;</p> <p>(iii) RMB70,000,000 for the year ending 31 December 2013;</p>		

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
(12)	A committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo, Mr. Ling Wen and Mr. Gong Huazhang, all being directors of the Company, is hereby approved and authorized to take required actions in connection with the above transactions, including but not limited to execute, supplement, amend and implement documents in relation to the above transactions, carry out procedures for the obtaining of government approvals, authorise and make disclosure pursuant to the listing rule requirements of venues in which the Company is listed, and proceed with all registration matters on change of ownership of relevant assets ownership at their absolute discretion.		
SPECIAL RESOLUTIONS			
2.	To consider and, if thought fit, to approve the amendments to the articles of association of the Company as set out in the announcement of the Company dated 20 December 2010 and a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being directors of the Company, is hereby authorized to make amendments to the proposed amendments of the articles of association of the Company deemed as necessary and appropriate in accordance with the amendment requirements made by the relevant regulatory authorities from time to time when reporting to the relevant regulatory authorities for approving the articles of association of the Company upon the passing of this resolution.		
ORDINARY RESOLUTION			
3.	To consider and, if thought fit, to approve the amendments to the rules of procedure of general meeting of the Company as set out in the announcement of the Company dated 20 December 2010 and a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being directors of the Company, is hereby authorized to make amendments to the proposed amendments of the rules of procedure of general meeting of the Company deemed as necessary and appropriate in accordance with the amendment requirements made by the relevant regulatory authorities from time to time when reporting to the relevant regulatory authorities for approving the rules of procedure of general meeting of the Company upon the passing of this resolution.		

Date: \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

*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 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.
- 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.

*As at the date of this announcement, the Board comprises the following: Dr. Zhang Xiwu, Dr. Zhang Yuzhuo and Dr. Ling Wen as executive directors, Mr. Han Jianguo, 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.*