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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)

### Form of proxy for 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 first extraordinary general meeting of 2014 of the Company to be held at 9:30 a.m.  
on Friday, 22 August 2014 at Conference Hall, 1st Floor, Tower B, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District,  
Beijing, the People's Republic of China (the "Meeting") (and any adjournment thereof) for the purposes of considering, individually in  
succession, by cumulative voting, passing the resolution 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 as indicated below <sup>(Note 4)</sup>.

ORDINARY RESOLUTION		Voting Option	
1.	To consider and, if thought fit, to approve the appointment of executive directors and non-executive directors of the third session of the board of directors of the Company:	<b>For</b> <sup>(Note 4)</sup>	<b>Abstain</b> <sup>(Note 4)</sup>
	(1) to appoint Dr. Zhang Yuzhuo as an executive director of the Company;		
	(2) to appoint Dr. Ling Wen as an executive director of the Company;		
	(3) to appoint Mr. Han Jianguo as an executive director of the Company;		
	(4) to appoint Mr. Wang Xiaolin as an executive director of the Company;		
	(5) to appoint Mr. Chen Hongsheng as a non-executive director of the Company;		
	(6) to appoint Mr. Wu Ruosi as a non-executive director of the Company.		
2.	To consider and, if thought fit, to approve the appointment of independent non-executive directors of the third session of the board of directors of the Company:	<b>For</b> <sup>(Note 4)</sup>	<b>Abstain</b> <sup>(Note 4)</sup>
	(1) to appoint Ms. Fan Hsu Lai Tai as an independent non-executive director of the Company;		
	(2) to appoint Mr. Gong Huazhang as an independent non-executive director of the Company;		
	(3) to appoint Mr. Guo Peizhang as an independent non-executive director of the Company.		
3.	To consider and, if thought fit, to approve the appointment of the following candidates as shareholders' representative supervisors of the third session of the board of supervisors of the Company:	<b>For</b> <sup>(Note 4)</sup>	<b>Abstain</b> <sup>(Note 4)</sup>
	(1) to appoint Mr. Zhai Richeng as a shareholders' representative supervisor of the Company;		
	(2) to appoint Mr. Tang Ning as a shareholders' representative supervisor of the Company.		

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

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

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 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 FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **Cumulative Voting Method**

In respect of Resolution 2, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of independent non-executive directors to be elected. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of independent non-executive directors corresponding to the number of shares he holds; or by casting all his votes carried by each of his shares corresponding to the number of independent non-executive directors to be elected for a particular candidate of independent non-executive directors; or by casting a portion of his votes carried by each of his shares corresponding to the number of independent non-executive directors to be elected for a certain number of candidates of independent non-executive directors.

Where the total number of votes cast by a shareholder for one or several of the candidate(s) of independent non-executive directors is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidate(s) of independent non-executive directors by a shareholder is less than the number of votes carried by the total number of shares held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder.

For example: under the cumulative voting method, the maximum valid votes that a shareholder is entitled to cast are calculated on the basis of the total number of shares held by such shareholder times the number of candidates (3 persons). If such shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) x 3 = 300. The shareholder could use his discretion to cast 300 votes evenly among 3 candidates, or to place all his votes on one particular candidate, or to split his votes to several candidates. The shareholder shall fill in the number of votes in the box next to the name of a candidate.

The voting method adopted for Resolution 2 shall be the same as that for Resolution 1 and Resolution 3.

If no instructions are given by a shareholder, the proxy of such shareholder can vote as he wishes. Unless you have made other instructions in this attorney, your authorized representative is entitled to vote at his discretion on any resolution proposed at the first extraordinary general meeting of 2014 in addition to the resolutions set out in the notice of the first extraordinary general meeting of 2014.

5. 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.
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, 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.
8. Shareholders or their proxies attending the Meeting shall produce their identity documents.
9. 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 Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo as executive directors, Mr. Kong Dong and Mr. Chen Hongsheng as non-executive directors, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang as independent non-executive directors.*