



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 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 3:00 p.m. on Friday, 17 June 2016 at Conference Room, 1st Floor, Block 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 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 2015.		
2.	To consider and, if thought fit, to approve the report of the supervisory board of the Company for the year ended 31 December 2015.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2015.		
4.	To consider and, if thought fit, to approve the Company’s profit distribution plan for the year ended 31 December 2015: (1) final dividend for the year ended 31 December 2015 in the amount of RMB0.32 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB6.365 billion (inclusive of tax); (2) to authorise a directors’ committee comprising of the Chairman, Vice Chairman and President (Director) to implement the above-mentioned profit distribution plan and to deal with matters in relation to tax withholding 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 2015: (1) aggregate remuneration of the executive directors is in the amount of RMB1,274,008; (2) aggregate remuneration of the non-executive directors is in the amount of RMB1,350,000, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,350,000, the non-executive directors (other than the independent non-executive directors) are remunerated by Shenhua Group Corporation Limited (“ Shenhua Group Co. ”) and are not remunerated by the Company in cash; (3) aggregate remuneration of the supervisors is in the amount of RMB1,261,493.		
6.	To consider and, if thought fit, to approve the extension of appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the PRC and international auditors respectively of the Company for 2016 until the completion of the next annual general meeting, and to authorise a directors’ committee comprising of the Chairman, Vice Chairman, President (Director) and Chairman of the Audit Committee to determine their 2016 remuneration.		

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
7.	To consider and, if thought fit, to approve the Company entering into the Mutual Coal Supply Agreement with Shenhua Group Co. and the terms, proposed annual caps and the transactions contemplated thereunder.		
8.	To consider and, if thought fit, to approve the Company entering into the Mutual Supplies and Services Agreement with Shenhua Group Co. and the terms, proposed annual caps and the transactions contemplated thereunder.		
9.	To consider and, if thought fit, to approve the Company entering into the Financial Services Agreement with Shenhua Group Co. and the terms, proposed annual caps and the transactions contemplated thereunder.		
ORDINARY RESOLUTIONS (By cumulative voting method)		For ^(Note 5)	Abstain ^(Note 5)
10.	To consider and, if thought fit, to elect Dr. Li Dong and Mr. Zhao Jibin as directors of the third session of the board of directors.		
	10.01 to elect Dr. Li Dong as an executive director of the Company;		
	10.02 to elect Mr. Zhao Jibin as a non-executive director of the Company.		
11.	To consider and, if thought fit, to elect Mr. Zhou Dayu as a shareholder representative supervisor of the third session of the supervisory board.		

Date: _____

Signature(s) ^(Note 6): _____

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, please 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.**
- 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.
- CUMULATIVE VOTING METHOD**
When adopting the cumulative voting method for electing directors as proposed in Resolution 10, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of directors to be elected. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of 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 directors to be elected for a particular candidate of directors; or by casting a portion of his votes carried by each of his shares corresponding to the number of directors to be elected for a certain number of candidates of directors.
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 directors to be elected (2 persons). If such shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) x 2 = 200. The shareholder could use his discretion to cast 200 votes evenly among 2 candidates, or to place all his votes on one particular candidate, or to split his votes to several candidates.
Where the total number of votes cast by a shareholder for one or several of the candidate(s) of 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 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.
The aforementioned voting method adopted for electing directors as proposed in Resolution 10 shall also be applied to electing a shareholder representative supervisor as proposed in Resolution 11.
The Resolution is passed when the votes for the Resolution exceed half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending this general 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 authorisation 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 signed power of attorney or other authorisation document (if any) must be deposited with the Company’s H shares 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.