



# 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 <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 annual general meeting of the Company to be held at 9:30 a.m. on Friday, 29 May 2020 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 to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup> at the Meeting (and at any adjournment thereof).

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To consider and, if thought fit, to approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2019.		
2.	To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2019.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2019.		
4.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2019: (1) final dividend for the year ended 31 December 2019 in the amount of RMB1.26 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB25,061 million (inclusive of tax); (2) to authorise the Chairman and the Chief Executive Officer to implement the above-mentioned profit distribution matters and to deal with relevant matters in relation to tax withholding and foreign exchange 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 2019: (1) the executive directors are remunerated by China Energy Investment Corporation Limited (“China Energy”) and are not remunerated by the Company in cash; (2) aggregate remuneration of the independent non-executive directors is in the amount of RMB2,137,500, and the non-executive directors (other than the independent non-executive directors) are remunerated by China Energy and are not remunerated by the Company in cash; (3) the supervisors are remunerated by China Energy and are not remunerated by the Company in cash.		
6.	To consider and, if thought fit, to approve the purchase of liability insurance for directors, supervisors and senior management with annual liability limit amounting to RMB100 million, total annual premium not more than RMB260,000 (subject to the final quotation for approval from the insurance company) and an insurance term of three years which shall be entered into annually and to authorise the Chief Executive Officer to handle the matters in relation to the purchase of such liability insurance within the above scope of authorisation (including but not limited to determination of the scope of insurant, selection of insurance company, determination of insurance amount, premium and insurance terms, execution of relevant insurance documents and handling of other insurance related matters), and matters in relation to the renewal or reinsurance upon or before expiry of the liability insurance contracts of directors, supervisors and senior management in the future.		

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
7.	To consider and, if thought fit, to approve the extension of appointment of KPMG and KPMG Huazhen LLP as the international and the PRC auditors of the Company for the year of 2020 until the completion of the next annual general meeting and to authorise a directors' committee comprising of the Chairman and Chairwoman of the Audit Committee to determine their 2020 remuneration.		
8.	To consider and, if thought fit, to approve the Company entering into the Shenhua Finance Capital Increase Agreement with Shuohuang Railway, Zhunge'er Energy, Baoshen Railway, China Energy and Shenhua Finance and the transactions contemplated thereunder.		
9.	To consider and, if thought fit, to approve the Company entering into the Termination Agreement of the Existing Financial Services Agreement with China Energy, and entering into the New Financial Services Agreement with Shenhua Finance and the terms, proposed annual caps and the transactions contemplated thereunder.		
SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
10.	To consider and, if thought fit, to approve the increase of cash dividend percentage for 2019–2021.		
11.	To consider and, if thought fit, to approve the amendments to the Articles of Association.		
12.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure of General Meeting.		
13.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure of the Board.		
14.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure of the Supervisory Committee.		

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

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, please strike out the words **"THE CHAIRMAN OF THE MEETING or"** 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 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.