



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)

SECOND 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 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 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 (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.		

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
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.		
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.		

ORDINARY RESOLUTIONS (BY CUMULATIVE VOTING METHOD)		Votes ^(Note 5)
15.	To consider and, if thought fit, to approve the election of executive directors and non-executive directors of the fifth session of the Board of the Company for a term of three years (from 29 May 2020 to 28 May 2023):	
	15.01 To elect Mr. Wang Xiangxi as an executive director of the Company;	
	15.02 To elect Mr. Yang Jiping as an executive director of the Company;	
	15.03 To elect Mr. Xu Mingjun as an executive director of the Company;	
	15.04 To elect Mr. Jia Jinzhong as a non-executive director of the Company;	
	15.05 To elect Mr. Zhao Yongfeng as a non-executive director of the Company;	
16.	To consider and, if thought fit, to approve the election of independent non-executive directors of the fifth session of the Board of the Company for a term of three years (from 29 May 2020 to 28 May 2023):	
	16.01 To elect Dr. Yuen Kwok Keung as an independent non-executive director of the Company;	
	16.02 To elect Dr. Bai Chong-En as an independent non-executive director of the Company;	
	16.03 To elect Dr. Chen Hanwen as an independent non-executive director of the Company;	
17.	To consider and, if thought fit, to approve the election of supervisors of the fifth session of the supervisory committee of the Company for a term of three years (from 29 May 2020 to 28 May 2023):	
	17.01 To elect Mr. Luo Meijian as a shareholder representative supervisor of the Company;	
	17.02 To elect Mr. Zhou Dayu as a shareholder representative supervisor of the Company.	

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, 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 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.

5. Cumulative voting method

When adopting the cumulative voting method for electing directors/supervisors as proposed in resolutions 15, 16 and 17, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of directors/supervisors to be elected. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of directors/supervisors 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/supervisors to be elected for a particular candidate of directors/supervisors; or by casting a portion of his votes carried by each of his shares corresponding to the number of directors/supervisors to be elected for a certain number of candidates of directors/supervisors.

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 independent non-executive directors to be elected (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.

Where the total number of votes cast by a shareholder for one or several of the candidate(s) of directors/supervisors 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/supervisors 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 resolution is passed when the votes obtained 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.

6. 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.
7. 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).
8. 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 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.
9. Shareholders or their proxies attending the Meeting shall produce their identity documents.
10. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
11. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 9 APRIL 2020 SHOULD NOTE THAT:**
 - (a) If no Second Proxy Form is lodged with the Company's H Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated 9 April 2020 and the First Proxy Form, including resolutions set out in the supplemental notice of AGM of the Company dated 5 May 2020.
 - (b) If the Second Proxy Form is lodged with the Company's H Share Registrar not less than 24 hours before the time fixed for convening the AGM ("**Closing Time**"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
12. If a shareholder has any queries about the validity of his/her proxy form deposited, he/she may contact the Company's H Share Registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.