



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 2020 SECOND CLASS MEETING OF THE HOLDER OF H SHARES

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 2020 second class meeting of the holder of H shares of the Company to be held at 10:15 a.m. on Friday, 25 September 2020 at Conference Room 1906, 19/F, Block C, Shenhua Tower, 16 Ande 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 resolution 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 resolution as indicated below ^(Note 4) at the Meeting (and at any adjournment thereof).

SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	<p>To consider and, if thought fit, to approve the following general mandate for the board of directors and the persons authorised by the board of directors to repurchase the Company's H shares:</p> <p>(1) the board of directors be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to repurchase the Company's H shares not exceeding 10% of the number of the Company's H shares in issue at the time when this resolution is passed at the extraordinary general meeting and the class meetings of shareholders.</p> <p>(2) the board of directors be authorised to (including but not limited to the following):</p> <p>(i) formulate and implement repurchase plan, including but not limited to determining the time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc.;</p> <p>(ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law and the articles of association of the Company;</p> <p>(iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and rules;</p> <p>(v) carry out cancelation procedures for repurchased shares, make corresponding amendments to the articles of association of the Company relating to, among others, share capital and shareholdings, and carry out modification registrations and make filings;</p> <p>(vi) execute and deal with any documents and matters related to share repurchase.</p>		

SPECIAL RESOLUTION		For <small>(Note 4)</small>	Against <small>(Note 4)</small>
<p>(3) Authorisation period</p> <p>The period of above general mandate shall not exceed the relevant period (the “Relevant Period”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution at the extraordinary general meeting, the class meeting of holders of A shares and the class meeting of holders of H shares and ends at the earlier of:</p> <p>(a) the conclusion of the annual general meeting for 2020; or</p> <p>(b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting, or a special resolution at a class meeting of holders of A shares or a class meeting of holders of H shares.</p>			

Date: _____

Signature(s) (Note 5): _____

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, 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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. 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.
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 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.
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.