

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 ^(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 first extraordinary general meeting of 2012 of the Company to be held at 4:00 p.m. on Friday, 14 September 2012 at Oriental Bay International Hotel, 26 Anwai 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 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 ^(Note 4).

SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	<p>To consider and, if thought fit, to approve the following mandate and authorise the board of directors of the Company to carry out the following:-</p> <p>(1) To determine the proposed issue of debt financing instruments of the Company within the limit of issuance, including but not limited to short-term debentures, medium-term notes, super short-term commercial papers, corporate bonds and enterprise bonds in domestic market as well as Renminbi denominated bonds and foreign currency denominated bonds, etc. in overseas market (excluding convertible bonds that may be converted into equity securities).</p> <p>(2) To determine and finalise, based on the Company's needs and market conditions, the specific terms and conditions of and all relevant matters in connection with the proposed issue of debt financing instruments, including but not limited to type, principal, interest rate, term, issuance timing, targets and use of proceeds of such debt financing instruments to be issued within the aforesaid limit and the production, execution and disclosure of all necessary documents.</p>		

(3)	To ensure the gearing ratio (total liabilities/total assets) based on the Company's consolidated financial statements upon completion of each issuance not exceeding 50%, in addition to the compliance with the restrictions by the government and relevant regulatory authorities on the issuance size of the debt financing instruments to be issued by the Company under these authorisations. The gearing ratio is calculated based on the latest published (quarterly, interim or annual) financial statements of the Company prior to the proposed issue, taking into consideration the amount of debt financing instruments issued or repaid at the end of the reporting period up to the date of the proposed issue as well as the size of the proposed issuance.	
(4)	To satisfy the following criteria for any corporate bonds to be issued through a domestic exchange: the principal shall not exceed RMB50 billion; the term shall not exceed 10 years; and such corporate bonds may be issued to the Company's shareholders by way of placing, arrangement details of which (availability of placing, placing ratio, etc.) shall be determined by the board of directors according to market conditions and the terms and conditions of the proposed issue.	
(5)	To delegate the mandate to Dr. Ling Wen, the executive director and president of the Company, and Ms. Zhang Kehui, the chief financial officer, within the scope of this mandate for determining other matters related to such issuance and implementing specific measures upon determining the type, principal, term and use of proceeds of each issuance of the debt financing instruments by the board of directors of the Company.	
(6)	The mandate and the authorisations set out in this resolution shall remain effective within 24 months commencing from the date on which this resolution is approved by shareholders at the general meeting.	

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, 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 INITIALED 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 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 of directors comprises the following: Dr. Zhang Xiwu, 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.