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# 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: 1088)

### 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 3:00 p.m.  
on Friday, 18 June 2010 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 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 <sup>(Note 4)</sup>.

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 of the Company for the year ended 31 December 2009.		
2.	To consider and, if thought fit, to approve the report of the board of supervisors of the Company for the year ended 31 December 2009.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2009.		
4.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2009: i.e. final dividend for the year ended 31 December 2009 in the amount of RMB0.53 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB10,541,000,000.		
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 2009: i.e. aggregate remuneration of the executive directors is in the amount of RMB902,336.78; aggregate remuneration of the non-executive directors is in the amount of RMB1,612,500, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,612,500, the non-executive directors (other than the independent non-executive directors) are remunerated by Shenhua Group Corporation Limited and are not remunerated by the Company in cash; remuneration of the supervisors is in the amount of RMB1,262,331.32.		
6.	To consider and, if thought fit, to approve the re-appointment of external auditors of the Company for 2010: i.e. re-appointment of KPMG Huazhen and KPMG as the PRC and international auditors respectively of the Company for 2010, the term of such re-appointment shall continue until the next annual general meeting, and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being directors of the Company, to determine their remuneration.		
7.	To consider and, if thought fit, to approve the revision of annual cap of continuing connected transactions carried out pursuant to the Transportation Service Framework Agreement dated 18 December 2009 entered into between the Company and Taiyuan Railway Bureau from RMB2,600,000,000 to RMB7,000,000,000 for the year ending 31 December 2010.		
8.	To consider and, if thought fit, to approve the revision of annual cap of continuing connected transactions carried out pursuant to the Mutual Coal Supply Agreement dated 23 March 2007 entered into between the Company and Shenhua Group Corporation Limited for the supply of coal by the Company and its subsidiaries (the "Group") to Shenhua Group Corporation Limited and its subsidiaries (excluding the Group) (the "Shenhua Group") from RMB2,732,720,000 to RMB4,500,000,000 for the year ending 31 December 2010.		

9.	To consider and, if thought fit, to approve the Mutual Coal Supply Agreement dated 12 March 2010 entered into between the Company and Shenhua Group Corporation Limited, the transactions contemplated thereunder and the following proposed annual caps:  (a) proposed annual caps of RMB6,600,000,000, RMB7,000,000,000 and RMB7,500,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for the supply of coal by the Group to the Shenhua Group; and  (b) proposed annual caps of RMB11,000,000,000, RMB13,000,000,000 and RMB16,000,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for the supply of coal by the Shenhua Group to the Group.		
10.	To consider and, if thought fit, to approve the Mutual Supplies and Services Agreement dated 12 March 2010 entered into between the Company and Shenhua Group Corporation Limited, the transactions contemplated thereunder and the following proposed annual caps:  (a) proposed annual caps of RMB4,600,000,000, RMB7,300,000,000 and RMB8,600,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for production supplies and ancillary services by the Group to the Shenhua Group; and  (b) proposed annual caps of RMB5,500,000,000, RMB6,000,000,000 and RMB6,600,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for production supplies and ancillary services by the Shenhua Group to the Group.		
11.	To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and China Datang Corporation, the proposed annual caps thereto of RMB4,300,000,000, RMB4,600,000,000 and RMB4,900,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.		
12.	To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and Tianjin Jinneng Investment Company, the proposed annual caps thereto of RMB4,100,000,000, RMB4,400,000,000 and RMB4,800,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.		
13.	To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and Jiangsu Guoxin Asset Management Group Company Limited, the proposed annual caps thereto of RMB3,500,000,000, RMB3,800,000,000 and RMB4,100,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.		
14.	To consider and, if thought fit, to approve the Transportation Service Framework Agreement dated 12 March 2010 entered into between the Company and Taiyuan Railway Bureau, the proposed annual caps thereto of RMB8,100,000,000, RMB8,600,000,000 and RMB9,300,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.		
15.	To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and Shaanxi Province Coal Transportation and Sales (Group) Co Ltd, the proposed annual caps thereto of RMB6,000,000,000, RMB6,400,000,000 and RMB7,100,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.		
16.	To consider and, if thought fit, to approve the appointment or reappointment of the following candidates as directors of the second session of the board of directors of the Company:	<b>For</b> <i>(Note 4)</i>	<b>Against</b> <i>(Note 4)</i>
16(1)	to re-appoint Dr. Zhang Xiwu as an executive director of the Company;		
16(2)	to re-appoint Dr. Zhang Yuzhuo as an executive director of the Company;		
16(3)	to re-appoint Dr. Ling Wen as an executive director of the Company;		
16(4)	to re-appoint Mr. Han Jianguo as a non-executive director of the Company;		
16(5)	to appoint Mr. Liu Benrun as a non-executive director of the Company;		
16(6)	to appoint Mr. Xie Songlin as a non-executive director of the Company;		
16(7)	to re-appoint Mr. Gong Huazhang as an independent non-executive director of the Company;		
16(8)	to appoint Mr. Guo Peizhang as an independent non-executive director of the Company;		
16(9)	to appoint Ms. Fan Hsu Lai Tai as an independent non-executive director of the Company;		

17.	To consider and, if thought fit, to approve the appointment of the following candidates as shareholders' representative supervisors of the second session of the board of supervisors of the Company:	<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
17(1)	to appoint Mr. Sun Wenjian as a shareholders' representative supervisor of the Company;		
17(2)	to appoint Mr. Tang Ning as a shareholders representative supervisor of the Company.		
<b>SPECIAL RESOLUTIONS</b>		<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
18.	<p>To consider and, if thought fit, to:-</p> <p>(1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to allot, issue and deal with, either separately or concurrently, additional domestic shares (A shares) and overseas-listed foreign invested shares (H shares) not exceeding 20% of each of the number of domestic shares (A shares) and the number of overseas-listed foreign invested shares (H shares) in issue at the time of passing this resolution at annual general meeting. Pursuant to PRC laws and regulations, the Company will seek further approval from its shareholders in general meeting for each issuance of domestic shares (A shares) even where this general mandate is approved.</p> <p>(2) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) formulate and implement detailed issuance plan, including but not limited to the class of shares to be issued, pricing mechanism and/or issuance price (including price range), number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to issue shares to existing shareholders;</p> <p>(ii) approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to underwriting agreement and engagement agreements of professional advisers;</p> <p>(iii) approve and execute, on behalf of the Company, documents related to share issuance for submission to regulatory authorities, and to carry out approval procedures required by regulatory authorities and venues in which the Company is listed;</p> <p>(iv) amend, as required by regulatory authorities within or outside China, agreements and statutory documents referred to in (ii) and (iii) above;</p> <p>(v) engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance;</p> <p>(vi) increase the registered capital of the Company after share issuance, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China.</p> <p>The above general mandate will expire on the earlier of ("Relevant Period"):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2010;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2009; or</p> <p>(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting,</p> <p>except where the board of directors has resolved to issue domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share issuance is to be continued or implemented after the Relevant Period.</p>		
19.	<p>To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):-</p> <p>(1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders' approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.</p>		

	<p>(2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <ul style="list-style-type: none"> <li>(i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc;</li> <li>(ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company;</li> <li>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</li> <li>(iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission;</li> <li>(v) carry out cancellation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;</li> <li>(vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.</li> </ul> <p>The above general mandate will expire on the earlier of ("Relevant Period"):-</p> <ul style="list-style-type: none"> <li>(a) the conclusion of the annual general meeting of the Company for 2010;</li> <li>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2009, the first A shareholders' class meeting in 2010 and the first H shareholders' class meeting in 2010; or</li> <li>(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,</li> </ul> <p>except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.</p>	
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Date: \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**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 circular, the Board comprises Dr. Zhang Xiwu and Dr. Ling Wen, as executive Directors, Dr. Zhang Yuzhuo and Mr. Han Jianguo, as non-executive Directors, and Mr. Huang Yicheng, Mr. Anthony Francis Neoh and Mr. Gong Huazhang, as independent non-executive Directors.*