中国神华
CHINA SHENHUA

# 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(ies) to attend and act for me/us at the third extraordinary general meeting for 2026 of the Company to be held at 2:30 p.m. on Wednesday, 23 September 2026 at He Meeting Room, 2F, Gehua New Century Hotel, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People's Republic of China (the "**Extraordinary General Meeting**" or "**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 at the Meeting (and at any adjournment thereof).

| | **ORDINARY RESOLUTION** | **For**(Note 4) | **Against**(Note 4) | **Abstain**(Note 4) |
|---|---|---|---|---|
| 1. | To consider and, if thought fit, to approve the resolution regarding the interim profit distribution of the Company for the six months ended 30 June 2026: the proposed distribution of an interim dividend for the six months ended 30 June 2026 of RMB0.98 per share (tax inclusive), totalling approximately RMB21,256 million (tax inclusive). | | | |

| | | **ORDINARY RESOLUTION** | **By Cumulative Voting Method**(Note 5) **Votes** |
|---|---|---|---|
| 2. | | To consider and, if thought fit, to approve the election of independent non-executive directors of the sixth session of the Board of the Company for a term commencing from the date of appointment (23 September 2026) until the expiry of the tenure of the sixth session of the Board of the Company: | |
| | 2.01 | to elect Mr. Yih, Dieter Lai Tak as an independent non-executive director of the Company; | |
| | 2.02 | to elect Ms. Zhang Mengjiao as an independent non-executive director of the Company. | |

Date:______________________ Signature(s)(Note 6):______________________

*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 form of 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 of the Company entitled to attend and vote at the Meeting convened according to the above notice may appoint one or more proxies to attend and vote in his/her 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 RESOLUTION 1, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST RESOLUTION 1, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON RESOLUTION 1, TICK IN THE BOX MARKED "ABSTAIN".** The voting results for resolution 1 considered and, if thought fit, passed at the Meeting include the number of votes cast "For", "Against" and "Abstain", of which "Abstain" votes are not included in the calculation of the majority required for the passing of the resolution. If no direction is given, your proxy may vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. When adopting the cumulative voting method for electing directors as proposed in resolution 2, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of directors to be elected in resolution 2. A shareholder may exercise his voting rights by splitting his votes evenly for each of the director candidates 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 to be elected for a particular director candidate; or by casting a portion of his votes carried by each of his shares corresponding to the number of directors to be elected for a certain number of director candidates. 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 (2 persons). If such shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) x 2 = 200. The shareholder could use his discretion to cast 200 votes evenly among 2 candidates, or to place all his votes on one particular candidate, or to split his votes to 2 candidates.

   Where the total number of votes cast by a shareholder for one or several director candidate(s) 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 director candidate(s) 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.

   A director candidate shall be duly elected if the number of votes obtained by such candidate exceeds half of the number of voting shares (on the basis of non-cumulative number of shares) represented by the shareholders (including their proxies) attending the Extraordinary 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 legal representative, director(s) or other 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 share as if he/she is solely entitled thereto. However, if more than one of such joint holders is 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed 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/she so wishes.
9. Shareholders or their proxies attending the Meeting shall produce their identity documents.
10. Non-registered H shareholders who hold shares of the Company through Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult them directly for assistance in the appointment of proxy.
11. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.