



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 second extraordinary general meeting for 2025 of the Company to be held at 2:30 p.m.
on Friday, 24 October 2025 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 Extraordinary General Meeting and to vote
for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4) at the Extraordinary General Meeting (and at any
adjournment thereof).

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)
1.	To consider and approve the resolution regarding the interim dividend distribution of the Company for the six months ended 30 June 2025: the Board proposed the distribution of interim dividend for the six months ended 30 June 2025 of RMB0.98 per share (tax inclusive), totalling approximately RMB19,471 million (tax inclusive) (the "2025 Interim Dividend").		
SPECIAL RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
2.	<p>To consider and, if thought fit, to approve the grant of the General Mandate to issue Shares to the Board and the authorised person(s) of the Board;</p> <p>(i) Subject to the conditions set out in paragraph (ii) below, to grant a general mandate to the Board during the Relevant Period (as defined below) to, having regard to market conditions and the needs of the Company, resolve to issue, either separately or concurrently, additional shares of the issued A shares and/or H shares of the Company, and to resolve, or to delegate authority to resolve, on such matters as may be required for the exercise of such mandate (including authorising the Board, during the Relevant Period, to resolve, or to delegate authority to resolve, on such matters for the exercise of such mandate which may need to be exercised after the expiry of the Relevant Period).</p> <p>(ii) The aggregate number of A shares and/or H shares which the Board may resolve to issue, either conditionally or unconditionally (whether pursuant to the exercise of share options or otherwise), shall not in each case exceed 20% of the total number of the relevant class of shares of the Company in issue as at the date of passing of this proposal by the general meeting.</p> <p>(iii) To authorise the Board, when exercising the aforesaid general mandate, to formulate and implement specific issuance plans, including but not limited to: (1) the class and number of shares to be issued; (2) the pricing method and/or issue price (including any price range); (3) the commencement and termination dates of the issue; (4) the specific use of proceeds; (5) the power to resolve, or to delegate authority to resolve, such matters as may be required for the exercise of the aforesaid mandate; and (6) any other matters which are required to be included in a specific issuance plan pursuant to applicable laws, regulations, other normative documents, and the requirements of the relevant regulatory authorities and stock exchanges of the place of listing.</p> <p>(iv) To authorise the Board to approve and execute all acts, documents, and other matters necessary for, or in connection with, the issuance; and to consider, approve, and execute on behalf of the Company agreements relating to the issuance, including but not limited to subscription agreements and underwriting agreements.</p> <p>(v) To authorise the Board to consider, approve, and execute on behalf of the Company the statutory documents required to be submitted to the relevant regulatory authorities in connection with the issuance, to complete the relevant approval procedures in accordance with the requirements of regulatory authorities and the Company's place of listing, and to handle all necessary filings, registrations, and filing procedures with the relevant government authorities in Hong Kong and/or any other relevant regions and jurisdictions (as applicable).</p>		

	<p>(vi) To authorise the Board to make such amendments to the agreements and statutory documents referred to in paragraphs (iv) and (v) above as may be required by the domestic and overseas regulatory authorities.</p> <p>(vii) To authorise the Board to approve the increase of the Company's registered capital following the issuance of new shares, to make such appropriate and necessary amendments to the Articles of Association relating to the total share capital, shareholding structure, and other related matters, to complete the statutory approval, registration, and filing procedures domestically and abroad, and to take any other necessary actions and handle any necessary formalities to implement the share issuance and the increase of the Company's registered capital pursuant to this proposal.</p> <p>(viii) To approve that the Board, subject to obtaining the aforesaid mandate, may, unless otherwise required by laws and regulations, sub-delegate the aforesaid mandate to authorised person(s) of the Board to jointly or severally sign, execute, amend, complete, and deliver all agreements, contracts, and documents in relation to the issuance of shares under the general mandate.</p> <p>(ix) The Board may only exercise the aforesaid mandate in accordance with all applicable laws, regulations, and rules, including the Company Law, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the requirements of any other government or regulatory authority.</p> <p>Save where the Board has resolved, or has delegated authority to resolve, during the Relevant Period, on matters in relation to the issuance of A shares and/or H shares for the exercise of such mandate and such resolutions may need to continue to be carried out or implemented after the expiry of the Relevant Period, the aforesaid mandate shall only be valid during the Relevant Period. The "Relevant Period" as referred to in this proposal shall be the period commencing from the date of passing of this proposal by the general meeting by way of a special resolution until the earliest of the following dates:</p> <p>(a) the date falling 12 months after the date of passing of this proposal by the general meeting;</p> <p>(b) the date on which the mandate set out in this proposal is revoked or varied by a special resolution passed at any general meeting of the Company.</p> <p>If, during the Relevant Period, the Board or its authorised person(s) has signed necessary documents, completed necessary procedures or taken the relevant actions, and such documents, procedures or actions may need to be performed, carried out or continued at or after the end of the aforesaid Relevant Period until completion, the Relevant Period shall be extended accordingly.</p>		
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Date: _____

Signature(s)^(Note 5): _____

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, 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. If no name and address is inserted, the Chairman of the Extraordinary General Meeting will act as your proxy. A shareholder 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 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.
- 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.
- 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).
- 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, 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 so wishes.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.
- 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 appointment of proxy.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.