



# 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 <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 first extraordinary general meeting for 2026 of the Company to be held at 2:30 p.m. on Friday, 23 January 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 Extraordinary General Meeting and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below<sup>(Note 4)</sup> at the Extraordinary General Meeting (and at any adjournment thereof).

SPECIAL RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares complying with the relevant laws and regulations		
2.	To consider and, if thought fit, approve the resolution on the proposal in respect of the Transaction and the Proposed Issuance of A Shares		
2.1	the overall proposal of the Transaction and the Proposed Issuance of A Shares		
2.2	the Transaction – Target Assets		
2.3	the Transaction – Counterparties		
2.4	the Transaction – transaction price and payment method		
2.5	the Transaction – type, par value and listing venue of shares to be issued		
2.6	the Transaction – issue method		
2.7	the Transaction – target subscriber and subscription method		
2.8	the Transaction – issuance price and pricing basis		
2.9	the Transaction – number of shares to be issued		
2.10	the Transaction – lock-up period		

<b>SPECIAL RESOLUTIONS</b>		<b>For</b> <small>(Note 4)</small>	<b>Against</b> <small>(Note 4)</small>
2.11	the Transaction – attribution of profits and losses for the transition period		
2.12	the Transaction – arrangements for accumulated undistributed profits		
2.13	the Proposed Issuance of A Shares – type, par value and listing venue of shares to be issued		
2.14	the Proposed Issuance of A Shares – issue method, target subscribers and subscription method		
2.15	the Proposed Issuance of A Shares – pricing basis, Pricing Benchmark Date and issuance price for shares to be issued		
2.16	the Proposed Issuance of A Shares – number of shares to be issued		
2.17	the Proposed Issuance of A Shares – lock-up period		
2.18	the Proposed Issuance of A Shares – use of proceeds to be raised		
2.19	the Proposed Issuance of A Shares – arrangements for accumulated undistributed profits		
2.20	performance commitment and compensation arrangements		
2.21	validity period of the resolutions		
3.	To consider and, if thought fit, approve the resolution on the “Report (Draft) of China Shenhua on the Purchase of Assets through the Issuance of Shares and Cash Payment, the Raising of Supporting Funds, and the Related Transaction” and its summary		
4.	To consider and, if thought fit, approve the resolution on the adjustments to the proposal in respect of the Transaction and the Proposed Issuance of A Shares not constituting material adjustments		
5.	To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares constituting related transaction		
6.	To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares not constituting major asset restructuring		
7.	To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares not constituting reorganisation and listing		
8.	To consider and, if thought fit, approve the resolution on the execution of conditional agreements with the Counterparties to the Transaction		
9.	To consider and, if thought fit, approve the resolution on the independence of the valuation institutions, the reasonableness of the valuation assumptions, the relevance of the valuation methodologies to the valuation purposes, and the fairness of the valuation pricing		
10.	To consider and, if thought fit, approve the resolution on the review reports, audit reports and asset valuation reports relating to the Transaction and the Proposed Issuance of A Shares		

<b>SPECIAL RESOLUTIONS</b>		<b>For</b> <small>(Note 4)</small>	<b>Against</b> <small>(Note 4)</small>
11.	To consider and, if thought fit, approve the resolution on the circumstances regarding the dilution of immediate return arising from the Transaction and the remedial measures		
12.	To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares complying with Articles 11, 43 and 44 of the Administrative Measures for the Major Asset Restructuring of Listed Companies		
13.	To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares complying with Article 4 of the Regulatory Guidelines for Listed Companies No. 9 – Regulatory Requirements for the Planning and Implementation of Major Assets Restructurings by Listed Companies		
14.	To consider and, if thought fit, approve the resolution on the confirmation that none of the relevant parties to the Transaction and the Proposed Issuance of A Shares falls within the circumstances under Article 12 of the Regulatory Guidelines for Listed Companies No. 7 that would prohibit participation in major asset restructuring of a listed company		
15.	To consider and, if thought fit, approve the resolution on the confirmation that the Company does not fall within the circumstance under Article 11 of the Administrative Measures for the Registration of Securities Offerings of Listed Companies that would prohibit the issuance of shares to specific targets		
16.	To consider and, if thought fit, approve the resolution on the price movement of the Company's Shares prior to the information disclosure in relation to the Transaction and the Proposed Issuance of A Shares		
17.	To consider and, if thought fit, approve the resolution on the confidentiality measures and confidentiality procedures adopted in connection with the Transaction and the Proposed Issuance of A Shares		
18.	To consider and, if thought fit, approve the resolution on the circumstances of the Company's purchase and sale of assets within 12 months prior to the Transaction and the Proposed Issuance of A Shares		
19.	To consider and, if thought fit, approve the resolution on the explanation regarding the completeness and compliance of the statutory procedures performed for the Transaction and the Proposed Issuance of A Shares and the validity of the legal documents submitted		
20.	To consider and, if thought fit, approve the resolution on proposing to the general meeting of the Company to authorise the Board and its authorised persons to handle, with full discretion, all matters relating to the Transaction and the Proposed Issuance of A Shares		

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. 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/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 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/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. 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/she 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 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/she so wishes.
8. Shareholders or their proxies attending the Meeting shall produce their identity documents.
9. 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.
10. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.