



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 ANNUAL 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 annual general meeting for 2025 of the Company to be held at 2:30 p.m. on Friday, 26 June 2026 at He Meeting
Room, 2F, Gehua New Century Hotel, 19 Gulouwai Avenue, Chaoyang 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 to vote for me/us and in my/our name(s)
in respect of the resolutions as indicated below^(Note 4) at the meeting (and at any adjournment thereof).

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To consider and, if thought fit, to approve the report of the board of directors (the "Board") of the Company for the year ended 31 December 2025.			
2.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2025.			
3.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2025: final dividend for the year ended 31 December 2025 in the amount of RMB1.03 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB22,340 million (inclusive of tax).			
4.	To consider and, if thought fit, to approve the resolution on the remuneration of the Directors and supervisors of the Company for the year ended 31 December 2025: (1) the aggregate remuneration of executive director and chief executive officer, Zhang Changyan, amounted to RMB1,018,323.28 (including performance-based remuneration for one month of 2024); the aggregate remuneration of former Chairman and executive director, Lv Zhiren for his term of office amounted to RMB816,889.60 (including performance-based remuneration for 12 months of 2024); the aggregate remuneration of employee director, Jiao Lei, amounted to RMB1,001,577.82; (2) the aggregate remuneration of Yuen Kwok Keung, Chen Hanwen and Wang Hong, all independent non-executive directors, amounted to RMB900,000.00; the non-executive directors (other than the independent non-executive directors) are remunerated by China Energy Investment Corporation Limited ("China Energy") and are not remunerated by the Company in cash; (3) former chairman of the supervisory committee, Tang Chaoxiong, and former supervisor, Yuan Rui are remunerated by China Energy and its subsidiaries and are not remunerated by the Company in cash; the aggregate remuneration of former employee supervisor, Zhang Feng for his term of office, amounted to RMB748,076.24.			
5.	To consider and, if thought fit, approve the purchase of liability insurance for the directors and senior management of the Company and to authorize the chief executive officer to handle matters relating to the purchase of liability insurance for the directors and senior management.			
6.	To consider and, if thought fit, to approve the formulation of the Administrative Measures for the Remuneration of Directors and Senior Management of China Shenhua Energy Company Limited (for Trial Implementation).			
7.	To consider and, if thought fit, to approve the entering into of the 2027-2029 Mutual Coal Supply Agreement with China Energy.			
8.	To consider and, if thought fit, to approve the entering into of the 2027-2029 Mutual Supplies and Services Agreement with China Energy.			
9.	To consider and, if thought fit, to approve the entering into of the 2027-2029 Financial Services Agreement with China Energy Finance Co., Ltd.			
10.	To consider and, if thought fit, to approve the entering into of the 2027-2029 Factoring Services Agreement with Guoneng (Beijing) Commercial Factoring Co., Ltd. (國能(北京)商業保理有限公司).			
SPECIAL RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
11.	To consider and, if thought fit, to approve the proposal on the grant of the general mandate for the board of directors and the persons authorised by the board of directors to repurchase the Company's H shares: (1) the board of directors be granted a general mandate, by reference to the requirements of the relevant laws and regulations, to repurchase the Company's H shares with self-raised funds on market of The Stock Exchange of Hong Kong Limited not exceeding 10% of the total number of the Company's H shares in issue (excluding treasury shares) at the time when this resolution is passed at the annual general meeting and the class meetings of shareholders, at a repurchase price of not exceeding 5% of the average closing price of the five trading days preceding each actual repurchase.			

	<p>(2) the board of directors and the persons authorised by the board of directors be authorised to (including but not limited to the following):</p> <ul style="list-style-type: none"> (i) formulate and implement the specific repurchase plan, including but not limited to determining the time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc.; (ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as the Company Law of the People's Republic of China and the articles of association of the Company; (iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures; (iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and regulatory requirements; (v) in accordance with applicable laws, regulations, securities regulatory requirements and listing rules of the places where the Company's shares are listed, as well as the actual circumstances of the repurchase, deal with the repurchased shares, handle the cancellation or transfer of the repurchased shares (as applicable), reduce the registered capital of the Company (if involved), amend the articles of association of the Company in relation to the total amount of share capital, the structure of the capital and other relevant contents, and handle domestic and overseas registration and filing of changes in relation to the repurchase; (vi) execute and deal with any other documents and matters related to share repurchase. <p>(3) Authorisation period</p> <p>The period of above general mandate shall not exceed the relevant period (the "Relevant Period"). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution at the annual general meeting, the class meeting of holders of A shares and the class meeting of holders of H shares and ends at the earlier of:</p> <ul style="list-style-type: none"> (a) the conclusion of the annual general meeting for 2026; or (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting, a class meeting of holders of A shares and a class meeting of holders of H shares. 			
12.	<p>To consider and, if thought fit, to approve the proposal on the grant of the general mandate to issue shares to the Board and the authorised person(s) of the Board:</p> <ul style="list-style-type: none"> (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). (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 (excluding treasury shares, if any) as at the date of passing of this proposal by the general meeting. (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 places of listing. (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. (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 places of listing, and to handle all necessary filings, registrations, and filing procedures with the relevant government authorities in Hong Kong of the PRC and/or in any other relevant regions and jurisdictions (as applicable). (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. (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 of the Company 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>(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 of the People's Republic of China, 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 earlier of the following dates:</p> <p>(a) the conclusion of the annual general meeting for 2026;</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:

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. 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.**
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 YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** The voting results for each resolution 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 resolutions. 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 legal representative, 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 documents 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 signed power of attorney or other authorisation documents (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.
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.