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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: 01088)

Second 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 of the Company to be held at 9:30 a.m. on Friday, 29 May 2015 at Conference Room, 1st Floor, Block B, Shenhua Tower, 22 Andingmen 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 ^(Note 4).

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
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 2014.		
2.	To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2014.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2014.		
4.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2014: (1) final dividend for the year ended 31 December 2014 in the amount of RMB0.74 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB14.718 billion (inclusive of tax); (2) to authorise a committee comprising of Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo to implement the above mentioned profit distribution plan and to deal with matters in relation to tax with-holding as required by relevant laws, regulations and regulatory authorities.		
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 2014: (1) aggregate remuneration of the executive directors is in the amount of RMB2,990,313; (2) aggregate remuneration of the non-executive directors is in the amount of RMB1,350,000, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,350,000, 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; (3) aggregate remuneration of the supervisors is in the amount of RMB2,065,833.		

6.	To consider and, if thought fit, to approve the extension of appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the PRC and international auditors respectively of the Company for 2015 until the completion of the next annual general meeting, and to authorise a committee comprising of Mr. Zhang Yuzhuo, Mr. Ling Wen, Mr. Han Jianguo and Mr. Gong Huazhang, all being directors of the Company, to determine their 2015 remuneration.		
SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
7.	<p>To consider and, if thought fit, to approve to general mandate for the board of directors to issue additional A shares and 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 allot, issue, 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 additional 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) determine the class of shares to be issued, issuance price, time of issuance, period of issuance, number of shares to be issued, allottees and use of proceeds, and whether to issue shares to existing shareholders;</p> <p>(ii) 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>(iii) approve and execute documents related to share issuance for submission to regulatory authorities, and to carry out relevant approval procedures;</p> <p>(iv) after share issuance, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out relevant registrations and filings.</p> <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 of shareholders at a general meeting and ends at the earlier of :–</p> <p>(a) the conclusion of the annual general meeting for 2015;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2014; 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>		

8.	<p>To consider and, if thought fit, to approve the following general mandate for the board of directors to repurchase the Company's A shares and 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 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 holders of domestic share (A share) or holders of overseas-listed foreign invested share (H share).</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 class meetings of shareholders.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) determine time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc;</p> <p>(ii) notify creditors and issue announcements;</p> <p>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval procedures and to carry out filings with the China Securities Regulatory Commission;</p> <p>(v) carry out cancellation procedures for repurchased shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, carry out modification Registrations, and to deal with any other documents and matters related to share repurchase.</p> <p>(4) 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 of shareholders at a general meeting and ends at the earlier of :-</p> <p>(a) the conclusion of the annual general meeting for 2015;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2014, the first A shareholders' class meeting in 2015 and the first H shareholders' class meeting in 2015; 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, or a special resolution of shareholders at a class meeting of holders of domestic share (A share) or a class meeting of holders of overseas-listed foreign invested share (H share),</p> <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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9.	<p>To consider and, if thought fit, to approve the following mandate and authorise the board of directors of the Company to carry out the following:–</p> <p>(1) To determine the proposed issue of debt financing instruments of the Company within the limit of issuance, including but not limited to short-term debentures, medium-term notes, super short-term commercial papers, corporate bonds and enterprise bonds in domestic market as well as Renminbi denominated bonds and foreign currency denominated bonds, etc. in overseas market (excluding convertible bonds that may be converted into equity securities).</p> <p>(2) To determine and finalise, based on the Company’s needs and market conditions, the specific terms and conditions of and all relevant matters in connection with the proposed issue of debt financing instruments, including but not limited to type, principal, interest rate, term, issuance timing, targets and use of proceeds of such debt financing instruments to be issued within the aforesaid limit and the production, execution and disclosure of all necessary documents.</p> <p>(3) To satisfy the following criteria for any corporate bonds to be issued through a domestic exchange: the principal shall not exceed RMB50 billion; the term shall not exceed 10 years; and such corporate bonds may be issued to the Company’s shareholders by way of placing, arrangement details of which (availability of placing, placing ratio, etc.) shall be determined by the board of directors according to market conditions and the terms and conditions of the proposed issue.</p> <p>(4) To delegate the mandate to the president and the chief financial officer of the Company, within the scope of this mandate for determining other matters related to such issuance and implementing specific measures upon determining the type, principal, term and use of proceeds of each issuance of the debt financing instruments by the board of directors of the Company.</p> <p>(5) After this resolution is approved by shareholders at the general meeting, it will remain effective for two years.</p> <p>The effective period of the resolution on granting a mandate to the board of directors of the Company to issue debt financing instruments as approved at the annual general meeting for 2013 on 27 June 2014 will expire on the date on which this authorization is approved at the annual general meeting for 2014.</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, 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.
10. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (“FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 10 APRIL 2015 SHOULD NOTE THAT:**
 - (a) **If no Second Proxy Form is lodged with the Company’s H Share Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated 10 April 2015 and the First Proxy Form, including resolution on granting a mandate to the board of directors of the Company to issue debt financing instruments set out in the supplement notice of AGM of the Company dated 8 May 2015.
 - (b) **If the Second Proxy Form is lodged with the Company’s H Share Registrar not less than 24 hours before the time fixed for convening the AGM (“Closing Time”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.**
11. If a shareholder has any queries about the validity of his/her proxy form deposited, he/she may contact the Company’s H Share Registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

As at the date of this announcement, the Board comprises Dr. Zhang Yuzhuo, Dr. Ling Wen, Mr. Han Jianguo and Mr. Wang Xiaolin as executive Directors, Mr. Chen Hongsheng as non-executive Director, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang as independent non-executive Directors.