



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, 21 June 2019 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 (the “ Board ”) of the Company for the year ended 31 December 2018.		
2.	To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2018.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2018.		
4.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2018: (1) final dividend for the year ended 31 December 2018 in the amount of RMB0.88 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB17.503 billion (inclusive of tax) (“ 2018 Final Dividend ”); (2) to authorise the Chairman and the President to implement the above-mentioned profit distribution matters and to deal with relevant matters in relation to tax withholding and foreign exchange as required by relevant laws, regulations and regulatory authorities.		

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
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 2018: (1) the executive directors are remunerated by China Energy Investment Corporation Limited (“ China Energy ”) and are not remunerated by the Company in cash; (2) aggregate remuneration of the independent non-executive directors is in the amount of RMB1,875,000, and the non-executive directors (other than the independent non-executive directors) are remunerated by China Energy and are not remunerated by the Company in cash; (3) aggregate remuneration of the supervisors is in the amount of RMB1,605,834.		
6.	To consider and, if thought fit, to approve the purchase of liability insurance for directors, supervisors and senior management with liability limit amounting to RMB100 million, total premium not more than RMB260,000 and an insurance term of one year from the date of execution of the insurance policy, and to authorise the President to handle the matters in relation to the purchase of such liability insurance within the above scope of authorisation (including but not limited to determination of the scope of insurant, selection of insurance company, determination of insurance amount, execution of relevant insurance documents and handling of other insurance-related matters).		
7.	To consider and, if thought fit, to approve the appointment of KPMG and KPMG Huazhen (Special General Partnership) as the international and the PRC auditors of the Company for the year of 2019 until the completion of the next annual general meeting and to authorise a directors’ committee comprising of the Chairman and Chairwoman of the Audit Committee to determine their 2019 remuneration.		
8.	To consider and, if thought fit, to approve the Company entering into the Mutual Coal Supply Agreement with China Energy and the terms, proposed annual caps and the transactions contemplated thereunder.		
9.	To consider and, if thought fit, to approve the Company entering into the Mutual Supplies and Services Agreement with China Energy and the terms, proposed annual caps and the transactions contemplated thereunder.		
10.	To consider and, if thought fit, to approve the Company entering into the Financial Services Agreement with China Energy and the terms, proposed annual caps and the transactions contemplated thereunder		

SPECIAL RESOLUTIONS		For <small>(Note 4)</small>	Against <small>(Note 4)</small>
11.	To consider and, if thought fit, to approve the amendments to the Articles of Association.		
12.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure of General Meeting.		
13.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure of the Board.		
14.	To consider and, if thought fit, to approve the amendments to the Rules of Procedure of the Supervisory Committee.		
ORDINARY RESOLUTION		For <small>(Note 4)</small>	Against <small>(Note 4)</small>
15.	To consider and, if thought fit, to approve the election of Mr. Wang Xiangxi as an executive director of the fourth session of the board of directors of the Company.		

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 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 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 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 6 MAY 2019 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 6 May 2019 and the First Proxy Form, including resolution on electing Mr. Wang Xiangxi as an executive director of the fourth session of the board of directors of the Company set out in the supplement notice of AGM of the Company dated 10 May 2019.
 - (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.