



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 of the Company to be held at 9.00 a.m. on Friday, 21 June 2024 at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulowai 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)
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 2023.		
2.	To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2023.		
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2023.		
4.	To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2023: (1) final dividend for the year ended 31 December 2023 in the amount of RMB2.26 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB44,903 million (inclusive of tax); (2) to authorise the chief executive officer to implement the above-mentioned profit distribution matters and to deal with all relevant matters in relation to tax withholding and foreign exchange 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 2023: (1) aggregate remuneration of executive director and chief executive officer, Lv Zhiren and executive director and executive vice president, Xu Mingjun, amounted to RMB3,424,154.02 (including a term incentive payment of RMB632,856.00 for executive directors during the 2021-2022 term); aggregate remuneration of employee director, Liu Xiaolei, amounted to RMB981,355.70; (2) aggregate remuneration of the independent non-executive directors is in the amount of RMB900,000.00, and 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) chairman of the supervisory committee of the Company, Tang Chaoxiong, and supervisor, Zhou Dayu, are remunerated by China Energy and are not remunerated by the Company in cash; aggregate remuneration of employee supervisor, Zhang Feng, amounted to RMB997,929.78.		
6.	To consider and, if thought fit, to approve the extension of appointment of KPMG and KPMG Huazhen LLP as the international and the PRC auditors of the Company for the year of 2024 until the completion of annual general meeting for 2024, the remuneration of RMB12.80 million per annum for the auditing and related special services in 2024 and to authorise a directors' committee comprising of the chief executive officer of the Company, who also serves as the executive director, and chairman of the audit and risk management committee to make adjustment to the remuneration within a reasonable range according to the actual situation during the service period.		
SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)
7.	To consider and, if thought fit, to approve the following 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 on market of The Stock Exchange of Hong Kong Limited not exceeding 10% of the number of the Company's H shares in issue at the time when this resolution is passed at the annual general meeting and the class meetings of shareholders.		

SPECIAL RESOLUTION		For^(Note 4)	Against^(Note 4)
<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> <p>(i) formulate and implement the repurchase plan, including but not limited to determining the time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc.;</p> <p>(ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law of the People's Republic of China and the articles of association of the Company;</p> <p>(iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and rules;</p> <p>(v) in accordance with applicable laws, regulations, securities regulatory requirements and listing rules of the place 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;</p> <p>(vi) execute and deal with any documents and matters related to share repurchase.</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 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> <p>(a) the conclusion of the annual general meeting for 2024; or</p> <p>(b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting, or a special resolution at a class meeting of holders of A shares or a class meeting of holders of H shares.</p>			

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 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 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 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 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 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. 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.