



CHINA COAL ENERGY COMPANY LIMITED*

中國中煤能源股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 01898)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2015
TO BE HELD ON TUESDAY, 21 JUNE 2016**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of RMB1.00 each in the share capital of China Coal Energy Company Limited (the “Company”), hereby appoint the **THE CHAIRMAN OF THE AGM**^(Note 3),
or _____
of _____
as my/our proxy to attend and act for me/us and on my behalf/our behaves at the annual general meeting for the year 2015 (the “AGM”) of the Company to be held at 2:30 p.m. on Tuesday, 21 June 2016 at China Coal Building, No. 1 Huangsidajie, Chaoyang District, Beijing, the People's Republic of China (the “PRC”), and any adjournment thereof, for the purpose of considering, and if thought fit, passing the resolution as set out in the notice convening the AGM and at the AGM, and any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated^(Note 4).

AS 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 of the Company for the year ended 31 December 2015.			
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2015.			
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2015.			
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company for the year ended 31 December 2015, namely the proposed non-distribution of final dividend for the year 2015 and non-transfer of capital reserves to increase share capital.			
5. To consider and, if thought fit, to approve the capital expenditure budget of the Company for the year ending 31 December 2016.			
6. To consider and, if thought fit, to approve the appointment of PricewaterhouseCoopers Zhong Tian LLP, as the Company's domestic auditor and PricewaterhouseCoopers, Certified Public Accountants, as the Company's international auditor for the financial year of 2016 and to authorise the board of directors of the Company to determine their respective remunerations.			
7. To consider and, if thought fit, to approve the emoluments of the directors of the third session of the board of the Company and the supervisors of the third session of the supervisory committee of the Company for the year of 2016.			
8. To consider and, if thought fit, to approve the revision of the annual caps regarding the maximum daily balance of loans and financial leasing (including accrued interests) granted by Chinacoal Finance Co., Ltd.* (中煤財務有限責任公司) to the China National Coal Group Corporation* (中國中煤能源集團有限公司) (the “Parent”) and its subsidiaries (excluding the Company and its subsidiaries) as well as associates of the Parent under the 2015 Financial Services Framework Agreement for the two years ending 31 December 2017.			

* for identification purpose only

AS SPECIAL RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
9.00. To consider and, if thought fit, to approve the proposed amendments to the articles of association of the Company (the " Articles of Association ").			
9.01 To approve to add the sale of "fertilizer" into the scope of business operations of the Company in the Articles of Association.			
9.02 To approve to revise the "Audit Committee" in the Articles of Association and its appendix, being Terms of References of the Board, into "Audit and Risk Management Committee".			
<p>10. To consider and, if thought fit, to approve</p> <p>“THAT”</p> <p>a) the Board be and is hereby authorized to issue debt financing instruments in the aggregate amount of not more than RMB40 billion (including RMB40 billion, calculated based on the balance outstanding on the instruments issued and, in the case of an instrument denominated in a foreign currency, based on the median price of the exchange rate announced by the People’s Bank of China on the date of such issuance) (the “Debt Financing Instruments”) on an one-off or multi-tranche issuances bases, including but not limited to enterprise bonds, corporate bonds, convertible bonds, exchangeable bonds, ultra-short-term financing bonds, short-term financing bonds, medium-term notes, non-public targeted debt financing instruments, project return notes, project return bonds and other domestic and/or overseas debt financing instruments in RMB or foreign currency permitted to be issued by the regulatory authorities;</p> <p>b) the Board (which be and is hereby agreed to further authorize the management of the Company) be and is hereby authorized generally and unconditionally, with full power and authority, to deal with the matters in connection with the issuances of the Debt Financing Instruments in accordance with the specific needs of the Company and other capital market conditions in the valid period of the resolutions, including but not limited to:</p> <p>i. to decide whether to issue and to determine, modify and adjust the type of issuance, size of issuance, specific term, type and size, detailed terms, conditions and other matters relating to the issuance of the Debt Financing Instruments (including, but not limited to, the issue amount, actual total amount, face value, currency, issue price, interest rate or mechanism for determining the interest rate and whether or not to adjust the interest rate during the duration of the bonds, transfer price, issue place, issue targets, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set repurchase, redemption and extension terms, priorities for repayment of creditors, credit rating, security matter, terms and method of repayment of the principal and interests, online and offline issue proportion, specific methods of subscription, whether or not to be listed, where to be listed, specific arrangement of proceeds raised within the scope of use approved by the general meeting, detailed placing arrangements, underwriting arrangements, bonds’ listing and all other matters relating to the issuance);</p> <p>ii. to carry out all necessary and ancillary actions and procedures relating to the application, issuance, trading and circulation of the Debt Financing Instruments (including, but not limited to, to engage intermediary institutions, handle all approval, enrollment, registration and filing procedures with the relevant regulatory authorities in connection with application, issuance, trading and circulation on behalf of the Company, formulate, sign, execute, revise and complete all necessary documents, contracts/ agreements, deeds and other legal documents in connection with application, issuance, trading and circulation, approve, execute and dispatch announcements and circulars relevant to this issuance in accordance with the regulatory rules of the place of listing of the Company as well as make related disclosure in accordance with applicable laws and regulations, select bonds trustee manager for the issuance, formulate rules for the bondholders’ meeting and handle any other matters relating to application, issuance, trading and circulation);</p>			

AS SPECIAL RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
<p>iii. to approve, confirm and ratify the actions and procedures, if any action or procedure in connection with the issuances of the Debt Financing Instruments as mentioned above had been already taken by the Board or the management of the Company;</p> <p>iv. to make corresponding adjustments to the detailed proposals and other related matters for the issuance of the Debt Financing Instruments in accordance with the comments from the relevant regulatory authorities or then market conditions within the authorities granted at a general meeting, in the case of any change in policies of regulatory authorities in relation to the issuance or any change of market conditions, except where re-voting at a general meeting is required by any relevant laws and regulations and the Articles of Association;</p> <p>v. to determine and handle all relevant matters relating to the trading and circulation of the Debt Financing Instruments upon the completion of the issuance, to formulate, sign, execute, revise and complete all necessary documents, contracts/agreements, and deeds in connection with the trading and circulation, and to make related disclosure in accordance with applicable laws and regulations;</p> <p>vi. in the case of issuance of corporate bonds, during duration of the corporate bonds, to determine not to distribute dividends to the Shareholders and make other decisions to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to fail, or does fail to pay the principal and coupon interests of such bonds as they fall due; and</p> <p>vii. to deal with other matters in relation to the application, issuance, trading and circulation of the domestic and overseas Debt Financing Instruments.</p>			

Signature(s)^(Note 5): _____

Date: _____ 2016

Notes:

- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the number of shares (including A shares and H shares) registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words **"THE CHAIRMAN OF THE AGM"** and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM 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 AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** Any abstain vote shall be regarded as voting rights for the purpose of calculating the result of that resolution, while any waiver to vote shall be disregarded as voting rights for the purpose of calculating the results of resolutions. Failure to complete any of all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In the 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. If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other document(s) of authorisation must be notarized.
- In case of joint holders of any share, any one of such joint holders may vote at the AGM, 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 AGM, 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 personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- In order to be valid, the form of proxy together with the power of attorney or other document(s) of authorisation (if any) must be deposited with, (i) in the case of holders of A shares, the registered address of the Company at No. 1 Huangsidajie, Chaoyang District, Beijing, 100120, the PRC; or (ii) in the case of holders of H shares, Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM 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 AGM if he so wishes.
- Shareholders or their proxies attending the AGM shall produce their identity documents.