



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)

CHINA SHENHUA ENERGY COMPANY LIMITED
Rules of Procedures of the Safety, Health, Environment and ESG
Working Committee of the Board of Directors

These rules were passed on 26 August 2005 at the 5th meeting of the first session of the board of directors of the Company, were revised on 17 August 2007 at the 16th meeting of the first session of the board of directors, were revised on 28 August 2020 at the 1st meeting of the fifth session of the board of directors of the Company, were revised on 28 March 2021 at the 3rd meeting of the fifth session of the board of directors of the Company, were revised on 25 March 2022 at the 12th meeting of fifth session of the board of directors of the Company, and were revised on 27 October 2023 at the 24th meeting of the fifth session of the board of directors of the Company.

Article 1 Objectives

(1) To standardise the discussion procedures of the Safety, Health, Environment and ESG Working Committee of the board of directors of China Shenhua Energy Company Limited (the “**Company**”) and fully protect the legitimate rights and interests of the Company and its shareholders, these rules are formulated in accordance with the provisions of relevant laws, regulations, rules, normative documents of the Company Law of the People’s Republic of China (the “**Company Law**”), Securities Law of the People’s Republic of China (“**Securities Law**”), Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Listing Rules of the Main Board of the Hong Kong Stock Exchange, the Guidelines on Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies (as amended in 2018), the Rules of General Meetings of Listed Companies (as amended in 2022), the provisions and listing rules of the securities regulatory authority where the Company’s shares are listed, the Articles of Association of China Shenhua Energy Company Limited (the “**Articles of Association**”) and the Rules of Procedure of the Board of Directors of China Shenhua Energy Company Limited, and in combination with the actual situation of the Company;

(2) The Safety, Health, Environment and ESG Working Committee is a special committee of the board of directors of the Company (the “**Board**”), responsible to the Board and shall report to the Board;

(3) The Safety, Health, Environment and ESG Working Committee is mainly responsible for supervising the implementation of plans on safety, health and environmental protection of the Company.

Article 2 Composition of the Safety, Health, Environment and ESG Working Committee

(1) The Safety, Health, Environment and ESG Working Committee shall consist of three directors of the Company;

(2) Members of the Safety, Health, Environment and ESG Working Committee shall be appointed and dismissed by the Board;

(3) The term of office of the members of the Safety, Health, Environment and ESG Working Committee shall be the same as that of the directors. Upon expiry of the term of office, a member may be re-elected upon nomination by the chairman and approval by the Board. During the period, if a member no longer serves as a director of the Company, he/she no longer serves as a member at the same time.

Members of the Committee may submit their resignation to the Board before the expiry of their term of office, and their written resignation report shall provide necessary explanations on the reasons for resignation and matters requiring the attention of the Board;

(4) The Safety, Health, Environment and ESG Working Committee shall have one chairman who shall be nominated by the Chairman of the Board and considered and approved by the Board.

Article 3 Operations of the Safety, Health, Environment and ESG Working Committee

(1) The meeting of the Safety, Health, Environment and ESG Working Committee shall be convened at least twice a year. When proposed by one half or more of its members or by the chairman of the Safety, Health, Environment and ESG Working Committee, an extraordinary meeting may be convened;

(2) The meetings of the Safety, Health, Environment and ESG Working Committee shall be chaired by the chairman who, if unable to attend the meeting, may appoint another member to chair the meeting;

(3) The quorum of the meetings of the Safety, Health, Environment and ESG Working Committee shall be two-thirds or more of all its members, each having one vote. Resolutions of the meetings shall be passed by a majority of all members. Where a member fails to be present, he/she may appoint in writing another member to attend the meeting on his/her behalf;

(4) The directors, supervisors, chief executive officer and other senior officers of the Company may be invited by the Safety, Health, Environment and ESG Working Committee to attend its meeting as non-voting participants when necessary. The Safety, Health, Environment and ESG Working Committee may hire an intermediary to provide professional advice for its decision-making if necessary;

(5) Records shall be produced for meetings of the Safety, Health, Environment and ESG Working Committee, with minutes and resolutions produced if necessary. Any objection to the resolutions by a member present at the meetings shall be recorded in the meeting records or minutes;

(6) A meeting of the Safety, Health, Environment and ESG Working Committee may be held on site or by way of telecommunications including telephone conference, video conference and written proposal meeting, etc.;

(7) When a meeting of Safety, Health, Environment and ESG Working Committee is convened by way of telephone or video conference, it shall be ensured that the members present at the meeting can hear the speeches of other members clearly and communicate with each other. Committee meetings convened in such ways shall be taped. Where the directors are unable to sign the resolutions of the meetings immediately at such meetings, oral voting shall be adopted. The oral voting of the members has the same effect as written signatures, but the resolutions and minutes of the meetings shall be signed afterwards;

(8) When a meeting of the Safety, Health, Environment and ESG Working Committee is convened by way of a written proposal, the written proposal shall be despatched by facsimile, e-mail, courier or by hand or otherwise to all members, and shall be returned in original copies to the Company for filing after voting by the members. A proposal signed by consenting members satisfying the threshold hereunder shall become a resolution of the committee;

(9) The resolutions passed by and voting results of the meeting of the Safety, Health, Environment and ESG Working Committee shall be reported to the Board in writing.

Article 4 Duties of the Safety, Health, Environment and ESG Working Committee

(1) To supervise the implementation of the Safety, Health, Environment and ESG Work Plans of the Company;

(2) to provide recommendations to the Board or chief executive officer on major issues affecting the aspects in safety, health, environmental protection and ESG of the Company, including but not limited to risks and opportunities in respect of climate change, biodiversity, water resources management and development of employees;

(3) to fully consider and measure the sustainable risks and opportunities in the aspects of the formulation of strategies, major transactions and investment decisions of the Company;

(4) to raise enquiries about major accidents and responsibilities that occur on the production and operation, property assets, employees or other facilities of the Company, and inspect and supervise the corresponding follow-up actions on such accidents;

(5) to review the Company's annual ESG report;

(6) to review the Statement of the Board disclosed in the Company's annual ESG report;

(7) to supervise and inspect the identification, evaluation, management process and progress in the advancement of relevant objectives in respect of matters relating to the Company's ESG governance activities, including but not limited to climate change, biodiversity, water resources management and development of employees;

(8) other matters authorised by the Board.

Article 5 Duties and Powers of the Chairman of the Safety, Health, Environment and ESG Working Committee

(1) To convene and chair the meetings of the Safety, Health, Environment and ESG Working Committee;

(2) to supervise and inspect the implementation of resolutions of meetings of the Safety, Health, Environment and ESG Working Committee;

(3) to supervise the governance of sustainable risks and opportunities of the Company, and urge the development of skills training in the aspects of sustainable risks and opportunities;

(4) to sign on important documents of the Safety, Health, Environment and ESG Working Committee;

(5) to report to the Board on a regular basis;

(6) other duties and powers authorised by the Board.

Article 6 Miscellaneous

(1) Unless otherwise specified, the term “above” herein shall include the underlying number;

(2) In case of matters not covered in the rules or in conflict with the provisions of laws, administrative regulations, other relevant normative documents and the Articles of Association issued from time to time, the provisions of laws, administrative regulations, other relevant normative documents and the Articles of Association shall prevail;

(3) These rules shall come into effect from the date of approval by the Board;

(4) These rules shall be interpreted by the Board.