
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Shenhua Energy Company Limited, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Shenhua Energy Company Limited.



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)

PROPOSAL ON GENERAL MANDATE TO REPURCHASE H SHARES

A letter from the Board is set out on pages 3 to 6 of this Circular.

Notices convening the AGM and the H Shareholders' Class Meeting to be held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People's Republic of China at 9:00 a.m. and 10:45 a.m. on Friday, 21 June 2024 are set out on pages 11 to 20 of this circular.

Reply slips and forms of proxy for use at the meetings are enclosed herewith. Shareholders who intend to attend the respective meetings shall complete and return the reply slips in accordance with the instructions printed thereon before Tuesday, 18 June 2024.

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy forms shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting (i.e. 9:00 a.m. on 20 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

21 May 2024

CONTENTS

DEFINITIONS	1
LETTER FROM THE BOARD	3
1. INTRODUCTION	3
2. PROPOSAL ON GENERAL MANDATE TO REPURCHASE H SHARES	4
3. THE ANNUAL GENERAL MEETING AND THE CLASS MEETINGS	5
4. RESPONSIBILITY STATEMENT	6
5. RECOMMENDATION.....	6
APPENDIX I – EXPLANATORY STATEMENT	7
NOTICE OF ANNUAL GENERAL MEETING	11
NOTICE OF 2024 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES	17

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors denominated in RMB and which are listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Share(s);
“A Shareholders’ Class Meeting”	the class meeting of the A Shareholders to be held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China on Friday, 21 June 2024 at 10:00 a.m.;
“AGM”	the 2023 annual general meeting of the Company to be held on Friday, 21 June 2024;
“Articles of Association”	the articles of association of the Company;
“associate”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Board”	the board of Directors;
“China Energy”	China Energy Investment Corporation Limited (國家能源投資集團有限責任公司), the controlling shareholder of the Company as defined under the Hong Kong Listing Rules;
“Company”	China Shenhua Energy Company Limited (中國神華能源股份有限公司), a joint stock limited company incorporated in the PRC, the H shares of which are listed on the Hong Kong Stock Exchange and the A shares of which are listed on the Shanghai Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange;

DEFINITIONS

“H Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase H Shares not exceeding 10% of the number of H Shares in issue as at the date of passing the proposed resolution(s) approving the H Share Repurchase Mandate at the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting, details of which are set out in the notice of the AGM and the notice of the H Shareholders’ Class Meeting;
“H Shareholder(s)”	holder(s) of H Share(s);
“H Shareholders’ Class Meeting”	the class meeting of the H Shareholders to be held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China on Friday, 21 June 2024 at 10:45 a.m.;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	15 May 2024, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“SAFE”	State Administration of Foreign Exchange of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company, including A Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company;
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs.

LETTER FROM THE BOARD



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)

Executive Directors:

Lv Zhiren
Xu Mingjun

Non-executive Directors:

Jia Jinzhong
Yang Rongming

Independent Non-executive Directors:

Yuen Kwok Keung
Bai Chong-En
Chen Hanwen

Employee Director:

Liu Xiaolei

Registered Office:

Shenhua Tower
22 Andingmen Xibinhe Road
Dongcheng District
Beijing, PRC

21 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSAL ON GENERAL MANDATE TO
REPURCHASE H SHARES**

INTRODUCTION

The purpose of this circular is to provide you with further information in relation to the proposal on general mandate to repurchase H Shares.

LETTER FROM THE BOARD

PROPOSAL ON GENERAL MANDATE TO REPURCHASE H SHARES

The Company Law of the People's Republic of China (to which the Company is subject and has incorporated in its Articles of Association) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) cancellation of shares for the purpose of reducing its capital; (b) merging with other companies that hold shares in the Company; (c) allocating shares for the purpose of the employee stock ownership plan or share option incentive; (d) shareholders objecting to resolutions of the general meeting of shareholders concerning merger or division of the Company, requiring the Company to buy their shares; (e) allocating shares for the conversion of corporate bonds which are convertible into shares issued by the Company; or (f) as necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders.

PRC laws and regulations and the Hong Kong Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to repurchase H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign shares in separate class meetings.

As H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, and the approval of the Beijing Administrative Office of SAFE will be required.

In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company within 10 days after the passing of such resolution and also by way of the publication on a newspaper within 30 days after the passing of the resolution. Creditors then have a period of up to 30 days after the receipt of Company's written notification or if no such notification has been received, up to 45 days after the publication of the press announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements described herein, the Directors will convene the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting. A special resolution will be proposed at the AGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting to grant the Board the H Share Repurchase Mandate, details of which will be set out in the notice of the AGM and the notice of the H Shareholders' Class Meeting. The H Shares which may be repurchased pursuant to the

LETTER FROM THE BOARD

H Share Repurchase Mandate shall not exceed 10% of the number of H Shares in issue of the Company as at the date of passing of the resolution(s) approving the H Share Repurchase Mandate at the AGM and the class meetings. The period of the H Share Repurchase 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, a class meeting of holders of A Shares and a class meeting of holders of H Shares and ends at the earlier of: (a) the conclusion of the annual general meeting for 2024; or (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.

An explanatory statement giving certain information regarding the H Share Repurchase Mandate is set out in Appendix I to this circular.

THE ANNUAL GENERAL MEETING AND THE CLASS MEETINGS

The AGM will be convened and held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China at 9:00 a.m. on Friday, 21 June 2024 for the purpose of, *inter alia*, considering and approving, by the Shareholders, and by way of special resolution, the H Share Repurchase Mandate.

The A Shareholders’ Class Meeting will be convened and held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China at 10:00 a.m. on Friday, 21 June 2024 for the purpose of considering and approving by the A Shareholders, and by way of special resolution, the H Share Repurchase Mandate.

The H Shareholders’ Class Meeting will be convened and held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China at 10:45 a.m. on Friday, 21 June 2024 for the purpose of considering and approving by the H Shareholders, and by way of special resolution, the H Share Repurchase Mandate.

Votes for all resolution(s) at the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting shall be taken by way of poll.

Reply slips and forms of proxy for use at the meetings are enclosed herewith. Shareholders who intend to attend the respective meetings shall complete and return the reply slips in accordance with the instructions printed thereon before Tuesday, 18 June 2024.

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy forms shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai,

LETTER FROM THE BOARD

Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting (i.e. 9:00 a.m. on 20 June 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this document misleading.

RECOMMENDATION

The Board has resolved and approved the resolution in respect of the above matter. The Directors consider that the H Share Repurchase Mandate mentioned above is in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders, A Shareholders and H Shareholders should vote in favour of the relevant resolution to be proposed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

Yours faithfully,

By order of the Board

Song Jinggang

Chief Financial Officer and Secretary to the Board of Directors

In accordance with the Hong Kong Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting for the grant of the H Share Repurchase Mandate to the Directors.

H SHARE REPURCHASE MANDATE

Reasons for Repurchasing H Shares

To implement the Securities Law of the People's Republic of China, protect the interest of minority shareholders of the Company and respond to requests of investors of the Company, the Directors believe that the flexibility afforded by the H Share Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

Registered Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB19,868,519,955 comprising 3,377,482,000 H Shares with a nominal value of RMB1.00 each and 16,491,037,955 A Shares with a nominal value of RMB1.00 each.

Exercise of the H Share Repurchase Mandate

Subject to the passing of the relevant special resolution(s) set out in the notice of AGM, the special resolution(s) approving the grant to the Board of the H Share Repurchase Mandate at the A Shareholders' Class Meeting and H Shareholders' Class Meeting respectively, the Board will be granted the H Share Repurchase Mandate until the earlier of (a) the conclusion of the annual general meeting for 2024; or (b) 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 shares (A shares) or a class meeting of holders of overseas-listed foreign invested shares (H shares) (the "**Relevant Period**"). The exercise of the H Share Repurchase Mandate is subject to relevant approval(s) of and/or filings with SAFE and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

In accordance with the Hong Kong Listing Rules, the Company will not repurchase H Shares if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.

The exercise in full of the H Share Repurchase Mandate (on the basis of 3,377,482,000 H Shares in issue as at the Latest Practicable Date and there is no change to the total number of H Shares in issue on or prior to the date of the AGM, the A Shareholders' Class Meeting and H Shareholders' Class Meeting) would result in a maximum of 337,748,200 H Shares that may be repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

The Company may cancel the Shares bought back under the H Share Repurchase Mandate, and/or (subject to the amendments to the Hong Kong Listing Rules relating to treasury shares published by the Hong Kong Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) hold them as treasury shares subject to the conditions, for example, market conditions, purposes of share repurchase and its capital management needs, at the relevant time of the share repurchase.

Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the H Share Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2023). However, the Directors do not propose to exercise the H Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital needs of the Company or the gearing level of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

The Directors will exercise the powers of the Company to make repurchases under the H Share Repurchase Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC, insofar as the same may be applicable.

Neither this explanatory statement nor the H Share Repurchase Mandate has any unusual features.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	28.70	24.35
June	27.10	22.70
July	24.50	22.65
August	23.50	21.45
September	25.60	23.25
October	25.35	23.75
November	25.65	23.40
December	26.85	24.35
2024		
January	30.15	26.30
February	32.55	29.15
March	31.95	29.10
April	33.40	30.55
May (up to the Latest Practicable Date)	37.15	32.35

H SHARES REPURCHASED BY THE COMPANY

No repurchase of H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

If as a result of share repurchase by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, China Energy, whose interest in the Company is notifiable under Part XV (Disclosure of Interests) of the SFO, directly and indirectly through its wholly-owned subsidiary, China Energy Capital Holdings Co., Ltd., held approximately 69.58% of the Company's total number of issued Shares. In the event that the Directors exercised in full the power to repurchase H Shares in accordance with the terms of the H Share Repurchase Mandate proposed at the AGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting, the total number of issued Shares of the Company held by China Energy would increase to approximately 70.72%. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the H Share Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) presently intends to sell H Shares to the Company under the H Share Repurchase Mandate in the event that the H Share Repurchase Mandate is approved by the Shareholders and the conditions (if any) to which the H Share Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the H Share Repurchase Mandate is approved by its Shareholders and the conditions (if any) to which the H Share Repurchase Mandate is subject are fulfilled.

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for 2023 (the “**Annual General Meeting**”) of China Shenhua Energy Company Limited (the “**Company**”) will be held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China at 9:00 a.m. on Friday, 21 June 2024 for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS:

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) (“**2023 Final Dividend**”); (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.

NOTICE OF ANNUAL GENERAL MEETING

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.

AS SPECIAL RESOLUTION:

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.
 - (2) the board of directors and the persons authorised by the board of directors be authorised to (including but not limited to the following):
 - (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.;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
 - (iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and rules;
 - (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;
 - (vi) execute and deal with any documents and matters related to share repurchase.
- (3) Authorisation period

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:

- (a) the conclusion of the annual general meeting for 2024; or
- (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.

By order of the Board

China Shenhua Energy Company Limited

Song Jinggang

Chief Financial Officer and Secretary to the Board of Directors

Beijing, 21 May 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. ELIGIBILITY FOR ATTENDING THE ANNUAL GENERAL MEETING

Holders of H shares of the Company whose names appear on the register of members of the Company kept by the share registrar of the Company, Computershare Hong Kong Investor Services Limited at the close of business of 17 June 2024 (Monday) are entitled to attend the Annual General Meeting.

The register of members will be closed from 18 June 2024 (Tuesday) to 21 June 2024 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual General Meeting, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H shares at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 June 2024 (Monday) to effect the transfer of shares.

2. PROXY

- (1) Each shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (2) The proxies shall be appointed in writing by shareholders. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.
- (3) To be valid, the notarially certified power of attorney or other documents of authorisation, and the form of proxy must be delivered to the Office of the Board of Directors of the Company (at Room 1003, Block A, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China, Postal Code: 100011) for holders of domestic shares and to the H share registrar of the Company for holders of H shares not less than 24 hours before the time fixed for convening the Annual General 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. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) A proxy may exercise the right to vote by showing his hand or by poll. However, if a shareholder appointed more than one proxy, such proxies shall only exercise the right to vote by poll.

3. REGISTRATION PROCEDURES FOR ATTENDING THE ANNUAL GENERAL MEETING

- (1) A shareholder or his proxy should produce proof of identity when attending the Annual General Meeting. If a corporate shareholder appoints its legal representative or other person authorised by the board of directors or other governing body to attend the meeting, such legal representative or the person shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders who intend to attend the Annual General Meeting should return the reply slip of such meeting to the Company on or before 18 June 2024 (Tuesday).
- (3) Shareholders of the Company may return the reply slip personally, by post, email or by facsimile to the Company.
- (4) 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. In order to qualify to attend and vote at the Annual General Meeting, non-registered shareholders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 17 June 2024 (Monday). Shareholders of H shares whose names are recorded in the register of members of the Company at the close of business of 17 June 2024 (Monday) are entitled to attend the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

4. CLOSURE OF REGISTER OF MEMBERS

- (1) The register of members will be closed from 18 June 2024 (Tuesday) to 21 June 2024 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the annual general meeting. In order to be eligible for attending and voting at the annual general meeting, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H shares at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 June 2024 (Monday) to effect the transfer of shares.
- (2) The register of members will be closed from 29 June 2024 (Saturday) to 5 July 2024 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to the 2023 Final Dividend. In order to be eligible for receiving the 2023 Final Dividend, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H shares at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 28 June 2024 (Friday) to effect the transfer of shares.

5. PROCEDURES ON DEMANDING A POLL

Subject to the listing rules of the stock exchange on which the shares of the Company have been listed, a poll may be demanded in respect of any resolution by the following persons before or after a vote is carried out by a show of hands:

- (1) the chairman of the meeting; and
- (2) at least two shareholders or their proxies entitled to vote thereat; or
- (3) one or more shareholders (including their authorised proxies) separately or jointly representing 10% or more of all shares carrying the right to vote at the meeting.

Unless a poll is demanded, the chairman of the meeting shall declare the result of a proposal put to vote on a show of hands. A demand for a poll may be withdrawn by the person who made the demand.

6. In accordance with the articles of association of the Company, shareholder(s) individually or jointly holding more than 3% shares of the Company may submit provisional motions in a general meeting. The contents of the provisional motions shall meet the requirements of the articles of association of the Company and regulatory rules in the place where the shares are listed (including review on qualifications of serving as independent non-executive directors).

7. MISCELLANEOUS

- (1) The Annual General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting, personally or by proxy, shall bear their own travelling and accommodation expenses.
- (2) The share registrar of the Company for H shares is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered address of the Company:

22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the PRC
Postal Code: 100011
Telephone: (+86) 10 5813 3355/(+86) 10 5813 3399
Facsimile: (+86) 10 5813 1814

NOTICE OF ANNUAL GENERAL MEETING

- (4) Contact methods for the meeting:

Department: Office of the Board of Directors
Room 1003, Block A
Shenhua Tower, 22 Andingmen Xibinhe Road
Dongcheng District, Beijing, the PRC

Postal Code: 100011

Contact Person: Ms. Cheng

Telephone: (+86) 10 5813 1088

Facsimile: (+86) 10 5813 1814

Email: ir@csec.com

- (5) In this notice, the following expressions shall have the following meanings unless the context otherwise requires:

“PRC” the People’s Republic of China

“RMB” Renminbi, the lawful currency of the PRC

As at the date of this notice, the Board comprises the following: Mr. Lv Zhiren and Mr. Xu Mingjun as executive directors, Mr. Jia Jinzhong and Mr. Yang Rongming as non-executive directors, Dr. Yuen Kwok Keung, Dr. Bai Chong-En and Dr. Chen Hanwen as independent non-executive directors, and Ms. Liu Xiaolei as employee director.

NOTICE OF 2024 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF 2024 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the 2024 first class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) of China Shenhua Energy Company Limited (the “**Company**”) will be held at International Press Hall (Hall A), 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China at 10:45 a.m. on Friday, 21 June 2024 for the purpose of considering and, if thought fit, passing the following resolution:

AS SPECIAL RESOLUTION:

1. 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.
 - (2) the board of directors and the persons authorised by the board of directors be authorised to (including but not limited to the following):
 - (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.;

NOTICE OF 2024 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

- (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;
 - (iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and rules;
 - (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;
 - (vi) execute and deal with any documents and matters related to share repurchase.
- (3) Authorisation period

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:

- (a) the conclusion of the annual general meeting for 2024; or
- (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.

By order of the Board
China Shenhua Energy Company Limited
Song Jinggang
Chief Financial Officer and Secretary to the Board of Directors

Beijing, 21 May 2024

NOTICE OF 2024 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

Notes:

1. ELIGIBILITY FOR ATTENDING THE H SHAREHOLDERS' CLASS MEETING

Holders of H shares of the Company whose names appear on the register of members of the Company kept by the share registrar of the Company, Computershare Hong Kong Investor Services Limited at the close of business of 17 June 2024 (Monday) are entitled to attend the H Shareholders' Class Meeting.

The register of members will be closed from 18 June 2024 (Tuesday) to 21 June 2024 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the H Shareholders' Class Meeting. In order to be eligible for attending and voting at the H Shareholders' Class Meeting, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H shares at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 June 2024 (Monday) to effect the transfer of shares.

2. PROXY

- (1) Each shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (2) The proxies shall be appointed in writing by shareholders. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.
- (3) To be valid, the notarially certified power of attorney, or other documents of authorisation, and the form of proxy must be delivered to the H share registrar of the Company not less than 24 hours before the time fixed for convening the H Shareholders' Class 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 H Shareholders' Class Meeting if he so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) A proxy may exercise the right to vote by showing his hand or by poll. However, if a shareholder appointed more than one proxy, such proxies shall only exercise the right to vote by poll.

3. REGISTRATION PROCEDURES FOR ATTENDING THE H SHAREHOLDERS' CLASS MEETING

- (1) A shareholder or his proxy should produce proof of identity when attending the H Shareholders' Class Meeting. If a corporate shareholder appoints its legal representative or other person authorised by the board of directors or other governing body to attend the meeting, such legal representative or the person shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders who intend to attend the H Shareholders' Class Meeting should return the reply slip of such meeting to the Company on or before 18 June 2024 (Tuesday).
- (3) Shareholders of the Company may return the reply slip personally, by post, email or by facsimile to the Company.
- (4) 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. In order to qualify to attend and vote at the H Shareholders' Class Meeting, non-registered shareholders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 17 June 2024 (Monday). Shareholders of H shares whose names are recorded in the register of members of the Company at the close of business of 17 June 2024 (Monday) are entitled to attend the H Shareholders' Class Meeting.

NOTICE OF 2024 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 18 June 2024 (Tuesday) to 21 June 2024 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the H Shareholders' Class Meeting. In order to be eligible for attending and voting at the H Shareholders' Class Meeting, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H shares at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 June 2024 (Monday) to effect the transfer of shares.

5. PROCEDURES ON DEMANDING A POLL

Subject to the listing rules of the stock exchange on which the shares of the Company have been listed, a poll may be demanded in respect of any resolution by the following persons before or after a vote is carried out by a show of hands:

- (1) the chairman of the meeting; and
- (2) at least two shareholders or their proxies entitled to vote thereat; or
- (3) one or more shareholders (including their authorised proxies) separately or jointly representing 10% or more of all shares carrying the right to vote at the meeting.

Unless a poll is demanded, the chairman of the meeting shall declare the result of a proposal put to vote on a show of hands. A demand for a poll may be withdrawn by the person who made the demand.

6. MISCELLANEOUS

- (1) The H Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who attend the meeting, personally or by proxy, shall bear their own travelling and accommodation expenses.
- (2) The share registrar of the Company for H shares is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered address of the Company:

22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the PRC
Postal Code: 100011
Telephone: (+86) 10 5813 3355/(+86) 10 5813 3399
Facsimile: (+86) 10 5813 1814

- (4) Contact methods for the meeting:

Department: Office of the Board of Directors
Room 1003, Block A
Shenhua Tower, 22 Andingmen Xibinhe Road
Dongcheng District, Beijing, the PRC
Postal Code: 100011
Contact Person: Ms. Cheng
Telephone: (+86) 10 5813 1088
Facsimile: (+86) 10 5813 1814
Email: ir@csec.com

- (5) In this notice, the following expression shall have the following meaning unless the context otherwise requires:

“PRC” the People's Republic of China

As at the date of this notice, the Board comprises the following: Mr. Lv Zhiren and Mr. Xu Mingjun as executive directors, Mr. Jia Jinzhong and Mr. Yang Rongming as non-executive directors, Dr. Yuen Kwok Keung, Dr. Bai Chong-En and Dr. Chen Hanwen as independent non-executive directors, and Ms. Liu Xiaolei as employee director.