中国神华
CHINA SHENHUA

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 Nomination Committee of the Board of Directors

These rules were passed on 27 July 2006 at the 9th 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 of the Company, were revised on 22 August 2014 at the 2nd meeting of the third session of the board of directors of the Company, were revised on 28 August 2020 at the 3rd meeting of the fifth session of the board of directors of the Company, were revised 25 March 2022 at the 12th meeting of the fifth session of the board of directors of the Company and were revised on 29 August 2025 at the 13th meeting of the sixth session of the board of directors of the Company.

CHAPTER 1 GENERAL RULES

Article 1 These rules are formulated in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies and other relevant laws and regulations, and the regulatory rules of the place where the shares of the Company are listed, as well as the Articles of Association of China Shenhua Energy Company Limited (the "Company") (the "Articles of Association") and the Rules of Procedure of the Board of Directors of China Shenhua Energy Company Limited and relevant provisions, in order to improve corporate governance structure, regulate the nomination procedures for directors, chief executive officer and other senior officers of the Company, identify qualified candidates for directors, chief executive officer and other senior officers, achieve the diversity of board composition and enhance the competitiveness of the Company.

Article 2 The committee (the "Committee") is a special operating mechanism of the board of directors (the "Board") to offer advice and recommendations to the Board for decision-making and shall report to the Board. The Committee shall not make any resolution in the name of the Board without the authorisation of the Board.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Article 3 The Committee shall consist of at least three directors of the Company, and a majority of whom shall be independent non-executive directors. The Committee shall have one chairman, who shall be an independent non-executive director.

Article 4 Members of the Committee are nominated by the Chairman of the Board, and shall be appointed and dismissed by the Board. The chairman of the Committee shall be nominated by the Chairman of the Board and elected by the Board upon consideration and approval.

Article 5 The term of office of the members of the 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 of the Board and approval by the Board. During the term, if any member ceases to be a director of the Company, he/she shall also cease to hold the position of Committee member.

If the number of members of the Committee falls below two-thirds of the required number due to resignation or removal of members or for other reasons, the Board shall appoint new members as soon as possible. The Committee shall suspend the exercise of its powers under these rules until the number of its members reaches two-thirds of the required number.

Article 6 The secretary to the Board is responsible for daily liaison and meeting arrangement, material preparation and files management for the Committee.

Article 7 The human resources department of the Company is the supporting department for the work of the Committee, and its main duties are as follows:

(1) To be responsible for reporting relevant works to the Committee.

(2) To provide written materials and information in a timely, accurate and complete manner as requested by the Committee.

(3) To be responsible for organising materials for Committee meetings.

(4) To attend Committee meetings as non-voting participant, taking minutes and drafting committee's consideration opinions.

(5) To give feedback on the adoption of the recommendations made by the Committee.

(6) To be responsible for liaising with relevant departments of China Energy Investment Corporation Limited.

CHAPTER 3 DUTIES AND FUNCTIONS

Article 8 Pursuant to relevant regulations, major duties of the Committee are as follows:

(1) To formulate the Board diversity policy and regularly review the structure, size and diversity (including but not limited to, gender, age, cultural and educational backgrounds, ethnicity, skills, knowledge and professional experience) of the Board, assist the Board in maintaining a board skills matrix, and make recommendations to the Board in relation to any proposed changes. Details of the Board diversity policy of the Company are set out in the appendix.

(2) To assess the independence of independent non-executive directors.

(3) To develop standards and procedures for selection of directors, chief executive officer and other senior officers, and make recommendations to the Board, taking into account the Company's corporate strategy and the combination of skills, knowledge, experience and diversity needed in the future.

(4) To search extensively for qualified candidates of directors, chief executive officer and other senior officers; to examine the candidates of directors, chief executive officer and other senior officers and make recommendations. In identifying suitable candidates, the Nomination Committee shall consider the merits of candidates and against the objective criteria, with due regard for the benefits of diversity of the Board.

(5) To nominate the candidates of members of the special committees (excluding members of the Nomination Committee and chairmen of each special committees) of the Board.

(6) To formulate the development plans for chief executive officer, other senior officers and key backup talents, taking into account the Company's corporate strategy and the combination of skills, knowledge, experience and diversity needed in the future.

(7) To review the board diversity policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

(8) To make recommendations to the Board on the appointment or re-appointment of directors, chief executive officer and other senior officers as well as on succession planning.

(9) To support the Company to regularly evaluate the performance of the Board.

(10) Other matters as authorised by the Board.

Article 9 Duties and powers of the chairman of the Committee are as follows:

(1) To convene and chair the meetings of the Committee.

(2) To supervise and inspect the implementation of consideration opinions of the Committee.

(3) To sign on relevant documents of the Committee.

(4) To report to the Board on a regular basis or in line with the arrangements of the Board.

(5) Other duties and powers as authorised by the Board.

Article 10 The working procedures of the Committee are as follows:

(1) To conduct a comprehensive assessment and analysis of the existing directors, chief executive officer and other senior officers based on the development needs of the Company, and make recommendations on requirements for seeking opinions of other Directors and relevant parties.

(2) To do a wide search for candidates through a number of channels.

(3) To collect information on the candidate's occupation, academic qualifications, title, work experience, part-time employment, affiliation, whether he/she holds shares in the Company, whether he/she has been punished or disciplined by the securities regulator, etc., and form written materials.

(4) To convene a meeting of the Committee to examine the qualifications of candidates in accordance with the terms of appointment.

(5) To make recommendations to the Board for candidates of election.

(6) To commence other follow-up work based on the Board's decision and feedback.

CHAPTER 4 CONVENING OF THE MEETING

Article 11 Meetings of the Committee are divided into regular meetings and extraordinary meetings. The regular meeting plan of the Committee throughout the year is determined by the chairman in combination with the regular meeting plan of the Board, which is consolidated into the regular meeting plan of the Board.

The chairman shall hold extraordinary meetings within 10 days in any of the following circumstances:

(1) when two or more members of the Committee propose.

(2) when the chairman considers necessary.

(3) when the Board considers necessary.

Article 12 The topics of the meetings of the Committee shall be determined by the chairman of the Committee based on the request of the Board, the proposal of two or more members, or the proposal of the Chairman of the Board or the chief executive officer, etc.

Article 13 The human resources department, under the leadership of the secretary to the Board, is specifically responsible for the notification and arrangement of the meetings of the Committee.

Notice of regular meetings of the Committee shall be issued 5 days before the meeting, and notice of extraordinary meetings shall be issued 3 days before the meeting. Notice of the meeting can be sent in writing, e-mail, fax and other forms, and the object of the notice includes all members and other attending staff.

The notice of the meeting shall include the manner, time, place, session, topic, agenda and participants of the meeting.

Upon receipt of the notice of the meeting, members of the Committee shall provide the human resources department with information on their availability and itinerary in a timely manner.

Article 14 The meetings of the Committee are normally held on site. With the consent of the chairman, meetings may also be held by video, telephone or communication, etc.

Article 15 The meetings of the Committee shall be held with the presence of at least two-thirds of the members. The Committee may, if necessary, invite other directors, senior management, relevant business departments, social experts and representatives of intermediaries to attend the meetings of the Committee as non-voting participants to explain the proposal, provide consultation or express opinions.

Article 16 Members of the Committee shall attend the meeting of the Committee in person. If a member is unable to attend a meeting in the event of such special circumstances in person, he/she may appoint other members in writing to give opinion on his/her behalf. The instrument of proxy shall contain the name of the principal, name of the proxy, scope and validity period of authorisation and the advice and suggestions.

If a member fails to attend two consecutive meetings in person or to appoint another member to attend on his/her behalf without proper reason, he/she shall be deemed as unable to perform the duties of the Committee, and the Board shall adjust the membership of the Committee in accordance with these rules.

CHAPTER 5 RULES OF PROCEDURES

Article 17 The Committee meetings shall be chaired by the chairman. In the event that the chairman is unable to attend meetings, another member (being an independent non-executive Director) may be appointed to chair the meeting.

Article 18 Relevant issues shall be discussed at the Committee meetings, and the results of which shall be reported by senior officers or the person-in-charge of the supportive department.

Article 19 The Committee shall study and discuss matters within the scope of its duties at its meetings, and members shall express their opinions clearly and independently based on their own judgement. Consideration opinions of the Committee shall be valid if being passed by two-thirds of the members or more. The Committee shall vote by a show of hands or by ballot, and each member shall have one vote.

Article 20 To ensure the performance of duties of the Committee on a fair and just basis, a member of the Committee shall be deemed as an interested party and shall make prior disclosure to the Committee and abstain from voting on relevant resolutions in respect of the selection of directors, chief executive officer and other senior officers in any of the following circumstances:

(1) where the member is proposed to be nominated.

(2) where a close relative of the member is proposed to be nominated.

(3) other circumstances that may have an impact on objective and fair judgement of the member.

Article 21 The Committee shall be provided with sufficient resources to exercise its functions and powers. The Committee has the right to request adequate supports for its work and responses to its questions from the Board, chief executive officer and other senior officers of the Company. Chief executive officer and other senior officers shall provide supports and the information necessary for the Committee to perform its duties. The chairman of the Committee may arrange relevant staff of the Company to conduct an in-depth study on the contents of resolutions in accordance with the needs of the work.

If necessary, the Committee may engage external experts or intermediaries to provide professional opinions at expenses of the Company.

Article 22 Where a meeting of the Committee is held by way of telephone conference or video conference, it shall be ensured that the participating members can hear each other clearly and communicate with each other. Meetings convened in such ways shall be recorded. Where the participating members unable to sign the consideration opinions of the Committee immediately at such meetings, oral voting shall be adopted, and the results of which shall be valid, but the consideration opinions of the Committee and minutes of the meeting shall be signed after the meeting as soon as practicable. The oral voting of the members has the same effect as written signatures. However, the resolutions and minutes of the meetings signed afterwards shall be consistent with the oral voting.

Where a meeting of the Committee is held by way of written proposal, the written proposal shall be despatched by facsimile, email, 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.

CHAPTER 6 MEETING MATERIALS

Article 23 The Committee shall convene a meeting and shall take minutes of its meetings, including minutes of the meeting and the Committee's consideration opinions. The human resources department is responsible for organising the minutes of the meetings and drafting the Committee's consideration opinions.

Any objection to the resolutions by a member present at the meetings shall be recorded in the meeting documents.

Article 24 The minutes of the Committee meeting shall include the following:

(1) the manner, time and place of the meeting and the name of the presider of the meeting.

(2) attendance and absence and delegated attendance.

(3) name of attendees attending meetings.

(4) meeting topics and agenda.

(5) key points and opinions of members of the Committee and attendees.

(6) other relevant contents of the meeting.

(7) signature pages.

Minutes of the meetings shall be signed by members present at the meetings and the secretary to the Board or the person-in-charge of the Office of the Board attending the meeting as non-voting participants. If a member has any objection to the minutes, he/she may request to revise or make a written explanation.

Article 25 The consideration opinions of the Committee shall be reported to the Board after being considered by the chairman in the light of the meeting.

Article 26 Minutes, consideration opinions, powers of attorney and other meeting materials of the Committee shall be filed by the Office of the Board.

Article 27 Members attending the meeting, those present and other officers in the know shall be liable for keeping the issues being discussed at the meeting confidential, and no unauthorised disclosure of relevant information is allowed.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 28 The Committee shall make available its terms of reference, explaining its role and powers authorised by the Board.

Article 29 Unless otherwise specified, the term "above" herein shall include the underlying number.

Article 30 For matters not covered in these rules or in conflict with the provisions of laws, administrative regulations, other relevant regulatory documents and the Articles of Association promulgated from time to time, the provisions of the laws, administrative regulations, other relevant regulatory documents and the Articles of Association shall prevail.

Article 31 These rules shall be interpreted by the Board of the Company.

Article 32 These rules shall come into effect from the date of approval by the Board.

Appendix: Board Diversity Policy of China Shenhua Energy Company Limited

BOARD DIVERSITY POLICY OF CHINA SHENHUA ENERGY COMPANY LIMITED

I. PURPOSE

This policy aims to set out the approach to achieve diversity on the Board of the Company.

II. VISION

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

III. POLICY STATEMENT

With a view to achieving a sustainable and balanced development, the Company considers the increasing diversity at Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In deciding the Board's composition, Board diversity shall be considered from various aspects, including but not limited to gender, age, cultural and educational backgrounds, ethnicity, skills, knowledge and professional experience. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, with due regard for the benefits of diversity on the Board.

IV. MEASURABLE OBJECTIVES

Selection of candidates will be based on a range of diversified perspectives, including but not limited to gender, age, cultural and educational backgrounds, ethnicity, skills, knowledge and professional experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, ethnicity, age, term of office) will be disclosed in the Corporate Governance Report annually.

V. MONITORING AND REPORTING

The Nomination Committee will report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of this policy.

VI. REVIEW OF THIS POLICY

The Nomination Committee will review this policy, as appropriate, to ensure the effectiveness of this policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

VII. DISCLOSURE OF THIS POLICY

This policy will be published on the Company's website as public information. A summary of this policy together with the measurable objectives set for implementing this policy, and the progress made towards achieving these objectives will be disclosed in the Corporate Governance Report annually.