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 Remuneration and Assessment 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 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, were revised on 24 March 2023 at the 20th 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, the Articles of Association of China Shenhua Energy Company Limited (the "Company") (the "Articles of Association") and Rules of Procedure of the Board of Directors of China Shenhua Energy Company Limited and relevant laws with reference to the Company's actual situation in order to ensure regulated operations, establish effective monitoring and incentive mechanisms and improve corporate governance structure.

Article 2 The Remuneration and Assessment Committee (the "Committee") is a special operating mechanism of the board of directors (the "Board") to provide 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 directors. The Committee shall have one chairman, who shall be an independent director. Members of the Committee are appointed and dismissed by Board, while the chairman of the Committee is nominated by the Chairman of the Board and elected by the Board upon consideration and approval. The chairman of the Committee shall not concurrently serve as the chairman of the Audit and Risk Committee of the Board. The Board may adjust the composition of the Committee as necessary.

Article 4 The term of office of members of the Committee shall be the same as that of Directors, renewable upon nomination by the chairman of the Board and consideration and approval of the Board at its expiry. If during the term, a member of the Committee no longer serves as a director of the Company, the Board shall fill the vacancy in time in accordance with these rules in order to meet the requirements herein on the composition of the Committee. Members of the Committee may resign from the Board before expiry of his/her term of office and his/her written resignation report shall include the necessary explanation of the reasons for his/her resignation and the matters that need to be brought into the Board's attention.

Article 5 The secretary to the Board is responsible for daily liaison, meeting arrangement, material preparation and files management for the Committee.

Article 6 The human resources department, the corporate governance and legal affairs department of the Company are the supporting department for the work of the Committee and their main duties are as follows:

(1) to be responsible for reporting related 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, taking minutes and drafting consideration opinions of the Committee;

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

CHAPTER 3 DUTIES AND FUNCTIONS

Article 7 Pursuant to relevant regulations, duties of the Committee are as follows:

(1) to make recommendations to the Board on the remuneration plans and packages for directors, chief executive officer and other senior officers, including but not limited to standards and procedures of performance assessment and key assessment system as well as major scheme and system of incentive and punishment;

(2) to study the standards of assessment on directors, chief executive officer and other senior officers, review their performance of duties and conduct annual performance assessment on them;

(3) to monitor the implementation of the Company's remuneration polices, and review and approve the performance-based remuneration by reference to corporate goals resolved by the Board;

(4) to determine, as authorised by the Board, the remuneration packages of all executive directors, chief executive officer and other senior officers, including benefits in kind, pension rights and compensation payments, including compensation payable for loss or termination of their office or appointment;

(5) to review and approve the compensation payable to executive directors, chief executive officer and other senior officers in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive to the Company;

(6) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;

(7) to make recommendations to the Board on the remuneration of non-executive directors (considering factors such as remuneration paid by comparable companies, time commitment and duties of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration);

(8) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;

(9) to communicate with China Energy Investment Group Co., Ltd. regarding the remuneration and assessment matters of the Company;

(10) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on the Main Board of the Hong Kong Stock Exchange;

(11) other matters as authorised by the Board.

Article 8 The chairman of the Committee may exercise the following duties and powers:

(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 the work of the Committee to the Board;

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

CHAPTER 4 CONVENING OF THE MEETING

Article 9 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 10 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 11 The human resources department, the corporate governance and legal affairs department and other departments of the Company, under the cooperation with the Office of the Board, are 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 attendees of the meeting.

Upon receipt of the notice of the meeting, members of the Committee shall give feedback on their availability and itinerary in a timely manner.

Article 12 Meetings of the Committee shall normally be held on site, or with the consent of the chairman, by way of video, telephone, written proposal, correspondence, etc.

Article 13 The quorum of the meetings of the Committee shall be two-thirds or more of all its members. The Committee may invite (as necessary) other directors, the chief executive officer and other senior management to attend the meetings when convening a meeting. The secretary to the Board, the Office of the Board, and the person-in-charge of the supportive department and relevant staff may attend the meeting.

Article 14 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 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 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 15 The Committee shall be chaired by the chairman. In the event that the chairman is unable to attend meetings, another member (independent executive director) may be appointed to chair the meeting.

Article 16 Relevant issues shall be discussed at the Committee meetings, and the results of which shall be reported by senior management or the person-in-charge of the supportive department.

Article 17 For matters within the Committee's remit, the members shall provide definite and independent opinions based on their judgment.

Consideration opinions of the Committee shall be effective subject to the passing by more than half of the members. The Committee shall be voting by a show of hands or by poll, and each member shall have one vote.

For proposals not authorised for decision-making by the Board, the Committee is only required to provide advisory opinions on the contents of the proposals to the Board.

Article 18 The Committee may, if required, invite relevant business departments of the Company, social experts, representatives of intermediaries, etc., to attend at the meeting as non-voting participants to explain the proposal, provide consultation or express opinions.

Article 19 The Committee shall be provided with sufficient resources to exercise its functions and powers. 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. The Committee may engage external experts or intermediaries to provide professional advisory opinions at expenses of the Company.

Article 20 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 of the Committee convened in such way shall be recorded. Where the participating members are not able to sign the consideration opinions of the Committee immediately at such meetings, oral voting shall be adopted, the results of which shall be valid with the consideration opinions of the Committee and minutes of the meeting 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 consideration opinion of the Committee.

CHAPTER 6 MEETING MATERIALS

Article 21 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 supporting department for the work of the Committee is responsible for organising the minutes of the meetings and drafting the Committee's opinions.

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

Article 22 The minutes of the Committee meeting shall include the following:

(1) the manner, time and place of the meeting and the name of the presiding officer;

(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 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 23 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 24 Minutes, consideration opinions, resolutions, powers of attorney and other meeting materials of the Committee shall be filed by the Office of the Board.

Article 25 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 26 Unless otherwise specified, the term "above" herein shall include the underlying number.

Unless otherwise specified, terms used herein shall have the same meanings ascribed thereto under the Articles of Association.

Article 27 These rules shall be interpreted and amended by the Board of the Company.

Article 28 These rules shall come into effect from the date of approval by the Board.