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CHINA COAL ENERGY COMPANY LIMITED*

中國中煤能源股份有限公司

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

(Stock code: 01898)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting (the “**AGM**”) of the shareholders of China Coal Energy Company Limited (the “**Company**”) will be held at 2:30 p.m. on Tuesday, 16 June 2020 at China Coal Building, No. 1 Huangsidajie, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”), for the purpose of 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 2019.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2019.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2019.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.127 per share (tax inclusive) in an aggregate amount of approximately RMB1,687,931,100 for the year ended 31 December 2019, and to authorize the board of directors of the Company to implement the aforesaid distribution.
5. To consider and, if thought fit, to approve the capital expenditure budget of the Company for the year ending 31 December 2020.

* For identification purpose only

6. To consider and, if thought fit, to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's domestic auditor and Deloitte Touche Tohmatsu as the Company's international auditor for the financial year of 2020 and to authorize the board of directors of the Company to determine their respective remunerations.
7. To consider and, if thought fit, to approve the emoluments of the directors of the fourth session of the board of the Company and the supervisors of the fourth session of the supervisory committee of the Company for the year of 2020.
- 8.00 To consider and, if thought fit, to approve certain continuing connected transaction framework agreements entered into by the Company and the annual caps for the three years ending 31 December 2023 for the relevant transactions contemplated thereunder.
- 8.01 To consider and, if thought fit, to approve:

“THAT

- a. the coal supply framework agreement dated 28 April 2020 (the “**2021 Coal Supply Framework Agreement**”) entered into between the Company and the Parent, and the annual caps for the three years ending 31 December 2023 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and
- b. any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the 2021 Coal Supply Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”

8.02 To consider and, if thought fit, to approve:

“**THAT**

- a. the integrated materials and services mutual provision framework agreement dated 28 April 2020 (the “**2021 Integrated Materials and Services Mutual Provision Framework Agreement**”) entered into between the Company and the Parent, and the annual caps for the three years ending 31 December 2023 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and
- b. any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the 2021 Integrated Materials and Services Mutual Provision Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”

8.03 To consider and, if thought fit, to approve:

“**THAT**

- a. the project design, construction and general contracting services framework agreement dated 28 April 2020 (the “**2021 Project Design, Construction and General Contracting Services Framework Agreement**”) entered into between the Company and the Parent, and the annual caps for the three years ending 31 December 2023 for the transactions contemplated thereunder are hereby approved, ratified and confirmed; and
- b. any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the 2021 Project Design, Construction and General Contracting Services Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”

8.04 To consider and, if thought fit, to approve:

“THAT

- a. the financial services framework agreement dated 28 April 2020 (the **“2021 Financial Services Framework Agreement”**) entered into between the Chinacoal Finance Co., Ltd.* (中煤財務有限責任公司) (**“Chinacoal Finance”**) and the Parent, and the annual caps regarding the maximum daily balance of loans and financial leasing (including accrued interests) granted by Chinacoal Finance to the Parent Group for the three years ending 31 December 2023 contemplated thereunder are hereby approved, ratified and confirmed; and
- b. any one director of the Company be and is hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the 2021 Financial Services Framework Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.”

By Order of the Board
China Coal Energy Company Limited
Li Yanjiang
Chairman of the Board, Executive Director

Beijing, the PRC

29 April 2020

As at the date of this notice, the executive directors of the Company are Li Yanjiang and Peng Yi; the non-executive directors of the Company are Du Ji'an, Zhao Rongzhe and Xu Qian; and the independent non-executive directors of the Company are Zhang Ke, Zhang Chengjie and Leung Chong Shun.

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM

Holders of H shares of the Company whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Company in Hong Kong on Sunday, 17 May 2020 shall be entitled to attend the AGM.

To qualify for attendance and vote at the AGM to be held on Tuesday, 16 June 2020, all transfers of H shares of the Company accompanied by the relevant share certificate must be lodged with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 15 May 2020.

2. RECOMMENDATION OF FINAL DIVIDEND, WITHHOLDING AND PAYMENT OF INCOME TAX FOR NON-RESIDENT LEGAL PERSONS AND OVERSEAS RESIDENT INDIVIDUAL SHAREHOLDERS

The board of directors of the Company has recommended a final dividend of RMB0.127 per share (tax inclusive) in an aggregate amount of approximately RMB1,687,931,100 for the year ended 31 December 2019. If the above profit distribution proposal is approved by the shareholders at the AGM by way of Ordinary Resolution No. 4, the final dividend will be paid to the holders of H share whose names appear on the register of members for H shares of the Company on Saturday, 27 June 2020.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China which came into effect on 1 January 2008 and its implementing rules and other relevant rules, the Company is required to withhold enterprise income tax at a rate of 10% before distributing the final dividend to non-resident enterprise Shareholders whose names appear on the Company's H Share register of members. Any shares registered in the name of the non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organisations, will be treated as being held by non-resident enterprise Shareholders and therefore an enterprise income tax shall be withheld for their dividends receivables.

Pursuant to The Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 issued by the State Administration of Taxation on 28 June 2011, the dividend received by the overseas resident individual Shareholders from the stocks issued by domestic non-foreign invested enterprises in Hong Kong is subject to individual income tax at a rate of 10% in general. If an Individual H Shareholder considers that his/her individual income tax withheld by the Company does not comply with the tax rate stipulated in the tax treaties between country(ies) or region(s) in which he/she is domiciled and the PRC, he/she should engage or mandate agency after receiving the dividends according to requirements set out in tax treaties notice, register with the competent tax authority for subsequent taxation handling.

Pursuant to the above mentioned notice, the Company will withhold 10% of the final dividend as individual income tax unless otherwise required by the relevant tax agreements, tax treaties or notices, while distributing the final dividend to the H shareholders whose names appear on the Company's register of members on Saturday, 27 June 2020.

Pursuant to the "Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets" (Cai Shui [2014] No. 81) and the "Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets" (Cai Shui [2016] No. 127) jointly promulgated by the Ministry of

Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends derived by Mainland individual investors from investing in H-share listed on the Hong Kong Stock Exchange through Shanghai Hong Kong Stock Connect or Shenzhen Hong Kong Stock Connect, the Company shall withhold individual income tax at a tax rate of 20% for the investors. For Mainland securities investment funds investing in shares listed on Hong Kong Stock Exchange through Shanghai Hong Kong Stock Connect or Shenzhen Hong Kong Stock Connect, individual income tax shall be levied on dividends derived therefrom in accordance with the above rules. Dividends derived by Mainland enterprise investors from investing in shares listed on Hong Kong Stock Exchange through Shanghai Hong Kong Stock Connect or Shenzhen Hong Kong Stock Connect shall be reported and paid by the enterprise investors themselves.

The Company will not withhold or pay enterprise income tax on their behalf in the distribution of dividends. The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding.

3. PROXY

- (1) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorised attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorisation of such attorney shall be notarised.
- (3) To be valid, the notarized power of attorney or other document(s) of authorisation (if any) and the form of proxy shall be delivered to (i) the registered office address of Company for holders of A shares of the Company; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares of the Company, no less than 24 hours before the time fixed for convening the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

4. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

- (1) A shareholder or his proxy shall produce his identification document when attending the AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorised by its board of directors or other governing body 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) Holders of H shares of the Company intending to attend the AGM shall return to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong the reply slip stating their attendance on or before Tuesday, 26 May 2020.
- (3) Holders of A shares of the Company intending to attend the AGM shall return to the registered office of the Company at No. 1 Huangsidajie, Chaoyang District, Beijing, 100120, the PRC the reply slip stating their attendance.
- (4) A shareholder may return the above reply slip in person, by post or by facsimile to the Company.

5. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Sunday, 17 May 2020 to Tuesday, 16 June 2020 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attendance and vote at the AGM to be held on Tuesday, 16 June 2020, all transfers of H shares of the Company

accompanied by the relevant share certificate must be lodged with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 15 May 2020.

The Register of Members will be closed from Monday, 22 June 2020 to Saturday, 27 June 2020 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for receiving the dividend, all transfer documents of the holders of H shares of the Company must be lodged at our H shares Registrar at Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 19 June 2020.

6. METHOD OF VOTING AT THE AGM

Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to the resolutions to be proposed at the AGM.

7. MISCELLANEOUS

- (1) The AGM of the Company is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of the Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong is situated at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered office and the contact details of the Company are:

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Beijing, 100120
the PRC
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