

*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 2020 SECOND CLASS MEETING OF THE HOLDERS  
OF H SHARES**

**NOTICE IS HEREBY GIVEN** that a 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 Conference Room 1906, 19/F, Block C, Shenhua Tower, 16 Ande Road, Dongcheng District, Beijing, the People’s Republic of China at 10:15 a.m. on Friday, 25 September 2020 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 market conditions and in accordance with needs of the Company, to repurchase the Company’s H shares not exceeding 10% of the number of the Company’s H shares in issue at the time when this resolution is passed at the extraordinary general meeting and the class meetings of shareholders.
  - (2) 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.;

- (ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law 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) carry out cancellation procedures for repurchased shares, make corresponding amendments to the articles of association of the Company relating to, among others, share capital and shareholdings, and carry out modification registrations and make filings;
- (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 extraordinary general meeting, the class meeting of holders of A shares and the H Shareholders’ Class Meeting and ends at the earlier of:

- (a) the conclusion of the annual general meeting for 2020; 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**  
**Huang Qing**  
*Secretary to the Board of Directors*

Beijing, 8 September 2020

*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 21 September 2020 (Monday) are entitled to attend the H Shareholders' Class Meeting.

The register of members will be closed from 22 September 2020 (Tuesday) to 25 September 2020 (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, Hong Kong no later than 4:30 p.m. on 21 September 2020 (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 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 meeting if he so wishes. The H share share registrar of the Company is Computershare Hong Kong Investor Services Limited.
- (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 to attend the meeting, such legal representative or the person authorised by the 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) Shareholders who intend to attend the H Shareholders' Class Meeting should return the reply slip of such meeting to the Company on or before 22 September 2020 (Tuesday).
- (3) Shareholders of the Company may return the reply slip personally, by post or by facsimile to the Company.

#### **4. CLOSURE OF REGISTER OF MEMBERS**

The register of members will be closed from 22 September 2020 (Tuesday) to 25 September 2020 (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, Hong Kong no later than 4:30 p.m. on 21 September 2020 (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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, 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  
Shenhua Tower, 22 Andingmen Xibinhe Road  
Dongcheng District, Beijing, the PRC  
Postal Code: 100011  
Contact Person: Mr. He, Ms. Cheng  
Telephone: (+86) 10 5813 1088  
Facsimile: (+86) 10 5813 1814

(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. Wang Xiangxi, Mr. Yang Jiping and Mr. Xu Mingjun as executive directors, Mr. Jia Jinzhong and Mr. Zhao Yongfeng as non-executive directors, Dr. Yuen Kwok Keung, Dr. Bai Chong-En and Dr. Chen Hanwen as independent non-executive directors, and Mr. Wang Xingzhong as employee director.*