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**CHINA COAL ENERGY COMPANY LIMITED\***

**中國中煤能源股份有限公司**

*(A joint stock 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 2020 annual general meeting (the “**AGM**”) of the shareholders of China Coal Energy Company Limited (the “**Company**”) will be held at 3:00 p.m. on Tuesday, 11 May 2021 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 2020.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2020.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2020.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company for the year ended 31 December 2020 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 2021.
6. To consider and, if thought fit, to approve the appointment of the Company’s domestic and international auditors for the financial year of 2021 and to authorize the board of directors of the Company to determine their respective remunerations.

\* *For identification purpose only*

7. To consider and, if thought fit, to approve the emoluments of the directors of the board and the supervisors of the supervisory committee of the Company for the year of 2021.
8. To consider and, if thought fit, to approve the request of the controlling shareholder to change its due undertaking to avoid horizontal competition.
- 9.00. To consider and, if thought fit, to approve the appointment of executive director(s) of the Company:
  - 9.01. To consider and, if thought fit, to approve the appointment of Mr. Wang Shudong as an executive director of the fourth session of the board of directors of the Company.
- 10.00. To consider and, if thought fit, to approve the appointment of shareholder representative supervisor(s) of the Company:
  - 10.01. To consider and, if thought fit, to approve the appointment of Ms. Zhang Qiaoqiao as a shareholder representative supervisor of the fourth session of the supervisory committee of the Company.

For details of the above Ordinary Resolutions No. 4, No. 6, No. 7, No. 8, No. 9.01 and No. 10.01, please refer to the Appendix to this notice.

By Order of the Board  
**China Coal Energy Company Limited**  
**Peng Yi**

*Vice Chairman of the Board, Executive Director*

Beijing, the PRC  
24 March 2021

*As at the date of this notice, the executive director of the Company is 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, 11 April 2021 shall be entitled to attend the AGM.

To qualify for attendance and vote at the AGM to be held on Tuesday, 11 May 2021, 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, 9 April 2021.

## **2. 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.

## **3. 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, 20 April 2021.
- (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.

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

The Register of Members will be closed from on Sunday, 11 April 2021 to on Tuesday, 11 May 2021 (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, 11 May 2021, 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, 9 April 2021.

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 Thursday, 20 May 2021. The Register of Members will be closed from Saturday, 15 May 2021 to Thursday, 20 May 2021 (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, 14 May 2021.

## **5. 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.

## **6. CUMULATIVE VOTING METHOD**

Cumulative voting method is adopted for voting on ordinary resolutions at the AGM in relation to the appointment of executive director(s) and shareholder representative supervisor(s) (namely Ordinary Resolutions No.9.00 and No.10.00 above). Pursuant to the cumulative voting method, each of the shares held by each shareholder shall carry the same number of votes corresponding to the number of candidates to be appointed under the same resolution, which means the total number of the votes each shareholder is entitled to cast in respect of each resolution equals to the number of shares held by the shareholder multiplied by the number of candidates to be appointed under such resolution. Each shareholder may cast all his votes for one candidate, or split his votes for several candidates. Where the total number of votes cast by a shareholder is in excess of the number of votes carried by the total number of shares held by him, the votes cast by such shareholder on such resolution shall be invalid; where the total number of votes cast by a shareholder is less than the number of votes carried by the total number of shares held by such shareholder, the votes cast by the shareholder shall be valid, but the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder and excluded from the number of actual valid votes. The resolution is passed when the votes obtained exceed half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending this general meeting.

## **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:

No. 1 Huangsidajie  
Chaoyang District  
Beijing, 100120  
the PRC  
Telephone: (+8610) 8223 6028  
Fax: (+8610) 8225 6484

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## APPENDIX DETAILS OF RELEVANT RESOLUTIONS OF THE AGM

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### Details of Ordinary Resolution No. 4

The board of directors of the Company proposed for distribution of a final dividend of RMB0.134 per share (tax inclusive) in an aggregate amount of approximately RMB1,771,250,100 for the year ended 31 December 2020, and to authorize the board of directors of the Company to implement the aforesaid distribution.

### Details of Ordinary Resolution No. 6

The board of directors of the Company proposed to appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the Company's auditors to review the interim financial report and audit the annual financial report for the year of 2021 under the Generally Accepted Accounting Principles of the People's Republic of China (PRC GAAP) and the International Financial Reporting Standards (IFRS) respectively, and to authorize the board of directors of the Company to determine their respective remunerations, namely, each RMB10,350,000 (before tax) which is the same as that of the past four years.

### Details of Ordinary Resolution No. 7

The board of directors of the Company proposed that the standard emolument of the independent non-executive director for the year of 2021 is RMB300,000 while the independent non-executive director who has left the current office as head of central state-owned enterprises in the PRC shall receive standard work subsidies of RMB90,000 (both before tax, monthly paid, with income tax withheld, calculated based on the actual time of performance of duty of each independent non-executive director); other directors shall not receive emoluments from the Company; supervisors of the supervisory committee shall receive emolument from the institutions where they work.

The travelling cost incurred by the directors of the board and supervisors of the supervisory committee for their participation in the board meetings, supervisory committee's meetings and shareholders' meetings as well as relevant activities organized by the board of directors and the supervisory committee shall be undertaken by the Company.

### Details of Ordinary Resolution No. 8

According to the No. 4 Regulatory Guideline for Listed Companies – Undertakings of and Performance of Undertakings by De-facto Controllers, Shareholders, Related Parties and Acquirers of Listed Companies to the Listed Companies (“**No. 4 Guidelines**”) issued by China Securities Regulatory Commission, on 12 May 2014, China National Coal Group Corporation (“**China Coal Group**”), the controlling shareholder of the Company, provided the undertaking to avoid horizontal competition to the Company, pursuant to which, China Coal Group will, by 11 May 2021, transfer to the Company equity interests held by it in China Coal Resources Development Group Corporation (“**Resources Development Company**”), China Coal Group Shanxi Huayu Energy Co. Ltd. (“**Huayu Company**”) and China Coal Heilongjiang Coal Chemical Engineering (Group) Company Limited (“**Heilongjiang Coal Chemical Group**”) whose businesses involve horizontal competition with the Company, subject to the procedures of the board of directors or the shareholders' general meeting of the Company under the applicable laws and regulations and the Articles of Association of the Company (the “**Undertaking**”).

Recently, China Coal Group proposed to the Company that, considering that (1) Heilongjiang Coal Chemical Group has ceased production and operation, and is in the process of bankruptcy, liquidation and staff settlement, (2) the other enterprises encounter difficulties in terms of production and operation and uncertainty related to going concern, and (3) some enterprise still does not satisfy the statutory conditions for injection into the Company, the Undertaking could not be performed as scheduled. As such, China Coal Group applied to change the Undertaking as: China Coal Group will, by 11 May 2028, transfer to the Company equity interests held by it in Resources Development Company and Huayu Company whose businesses involve horizontal competition with the Company, upon satisfying the statutory conditions for injection into the Company and subject to the procedures of the board of directors or the shareholders' general meeting of the Company under the applicable laws and regulations and the Articles of Association of the Company (the “**Change Proposal**”).

The Undertaking and the Change Proposal provided by China Coal Group to the Company do not involve any change to the Non-competition Agreement entered into between the Company and China Coal Group on 5 September 2006, and do not constitute a notifiable transaction or connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”). Hence, the Undertaking and the Change Proposal are not subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules, but the Change Proposal is subject to the approval of the independent directors, the supervisory committee and the independent shareholders of the Company as well as the disclosure requirements under No. 4 Guidelines.

The board of directors and supervisory committee of the Company have considered and approved the Change Proposal, and agreed to submit the same to the shareholders' general meeting for consideration. Independent non-executive directors of the Company have expressed their opinions on the Change Proposal, and are of the view that the Change Proposal is in compliance with laws and regulations, and does not impair the interests of the Company and its shareholders.

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## APPENDIX DETAILS OF RELEVANT RESOLUTIONS OF THE AGM

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### Details of Ordinary Resolution No. 9.01

The biographical details of Mr. Wang Shudong (“**Mr. Wang**”) are set out as follows:

Wang Shudong, born in 1964, is the Secretary of the Party Committee and Chairman of China National Coal Group Corporation. He graduated from the Department of Power Engineering in North China Electric Power University majoring in power plant thermal energy and power engineering and obtained a bachelor’s degree in engineering in July 1986. In June 1996, Mr. Wang obtained a master’s degree from the Department of Engineering in North China Electric Power University majoring in power plant thermal energy and power engineering. Mr. Wang is qualified as a Senior Engineer and entitled to the special government allowance of the State Council. Mr. Wang has served as the member of the Party Committee, Deputy General Manager and Chief Engineer of China Power Investment Corporation (CPI) Northeast China Branch, the Deputy General Manager of CPI Huolinhe Coal Power Co., Ltd., the Chairman and Secretary of the Party Committee of CPI Huolinhe Coal-Power Group Co., Ltd., the Chairman and Secretary of the Party Committee of CPI Mengdong Energy Group Co., Ltd., the Director of the General Office of China Power Investment Corporation Limited, the Assistant to General Manager and Director of the General Office of China Power Investment Corporation Limited, the Assistant to General Manager of State Power Investment Corporation Limited, the member of Party Committee and Deputy General Manager of State Power Investment Corporation Limited. Mr. Wang has long been engaged in the coal and power industry, and has extensive experience in corporate strategic planning, operation and management, etc.

Save as disclosed above and as at the date of this notice, Mr. Wang does not have any relationship with any directors, supervisors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company or hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

As at the date of this notice, Mr. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Wang’s appointment at the AGM, Mr. Wang will enter into a service contract with the Company for a term commencing from the date of appointment until the date of constitution of the fifth session of the Board. Mr. Wang will not receive any emolument from the Company.

Save as disclosed above and as at the date of this notice, the Board is not aware of any other matters in relation to Mr. Wang’s proposed appointment as an executive director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### Details of Ordinary Resolution No. 10.01

The biographical details of Ms. Zhang Qiaoqiao (“**Ms. Zhang**”) are set out as follows:

Zhang Qiaoqiao, born in 1972, is the General Manager of the Legal Affairs Department of China National Coal Group Corporation, the General Manager of the Legal Affairs Department of the Company, the member of the Legal Expert Committee of the Coal Industry Committee of Technology and the Standing Director of the Energy Law Research Committee of the China Law Society. Ms. Zhang graduated from the Capital University of Economics and Business majoring in economic laws and obtained a bachelor’s degree in law in July 1995. In September 2003, Ms. Zhang obtained a master degree in international commercial law from the University of Nottingham in England, and qualified as a Senior Economist, Practitioner as Corporate Legal Advisor and Senior Risk Manager. In 2015, she was awarded as the Top 10 Legal Advisor in State-owned Enterprises, and served as the Deputy Office Chief in the Legal Affairs Department of China National Coal Group Corporation. Ms. Zhang is familiar with civil and commercial laws, company laws, energy laws and international commercial laws, and has extensive experience in corporate legal compliance and management.

Save as disclosed above and as at the date of this notice, Ms. Zhang does not have any relationship with any directors, supervisors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company or hold any other positions in the Company or any of its subsidiaries, or any directorships in other listed companies in the last three years.

As at the date of this notice, Ms. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Ms. Zhang’s appointment at the AGM, Ms. Zhang will enter into a service contract with the Company for a term commencing from the date of appointment until the date of constitution of the fifth session of the Supervisory Committee. Ms. Zhang will receive emolument from the institution where she works.

Save as disclosed above and as at the date of this notice, the Company is not aware of any other matters in relation to Ms. Zhang’s proposed appointment as a shareholder representative supervisor that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.