

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting for 2020 (the “**Annual General 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 9:30 a.m. on Friday, 25 June 2021 for the purpose of considering and, if thought fit, 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 Company's profit distribution plan for the year ended 31 December 2020: (1) final dividend for the year ended 31 December 2020 in the amount of RMB1.81 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB35,962 million (inclusive of tax) (“**2020 Final Dividend**”); (2) to authorise the Chairman and the Chief Executive Officer to implement the above-mentioned profit distribution matters and to deal with relevant matters in relation to tax withholding and foreign exchange as required by relevant laws, regulations and regulatory authorities.

5. To consider and, if thought fit, to approve the remuneration of the directors and supervisors of the Company for the year ended 31 December 2020: (1) chairman and executive director, Wang Xiangxi, and former executive directors, Li Dong, Gao Song and Mi Shuhua are remunerated by China Energy Investment Corporation Limited (“**China Energy**”) and are not remunerated by the Company in cash; aggregate remuneration of the executive directors, Yang Jiping, Xu Mingjun, employee director, Wang Xingzhong, amounted to RMB1,433,303; (2) aggregate remuneration of the independent non-executive directors is in the amount of RMB1,350,000, and the non-executive directors (other than the independent non-executive directors) are remunerated by China Energy and are not remunerated by the Company in cash; (3) chairman of the supervisory committee of the Company, Luo Meijian, shareholder representative supervisor, Zhou Dayu, and former chairman of the supervisory committee of the Company, Zhai Richeng, are remunerated by China Energy and are not remunerated by the Company in cash. Aggregate remuneration of employees’ representative supervisor, Zhang Changyan, amounted to RMB846,632.
6. To consider and, if thought fit, to approve the extension of appointment of KPMG and KPMG Huazhen LLP as the international and the PRC auditors of the Company for the year of 2021 until the completion of the next annual general meeting and to authorise a directors’ committee comprising of the Chairman and Chairman of the Audit Committee to determine their 2021 remuneration.
7. To consider and, if thought fit, to approve the Company entering into the 2021-2023 Financial Services Agreement with China Energy Finance Co., Ltd. and the terms, proposed annual caps and the transactions contemplated thereunder.
8. To consider and, if thought fit, to elect Mr. Yang Rongming as a non-executive director of the fifth session of the board of directors of the Company, with a term of office from the date of election and approval at the annual general meeting to the date of expiry term of the fifth session of the board of directors of the Company, being 28 May 2023.

AS SPECIAL RESOLUTIONS:

9. To consider and, if thought fit, to decrease registered capital of the Company and approve the amendments to the articles of association of the Company.
10. 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 the requirements of the relevant laws and regulations, to repurchase the Company's H shares on market of The Stock Exchange of Hong Kong Limited not exceeding 10% of the number of the Company's H shares in issue at the time when this resolution is passed at the annual 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 of the People's Republic of China 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 cancelation 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 annual general meeting, the class meeting of holders of A shares and the class meeting of holders of H shares and ends at the earlier of:

- (a) the conclusion of the annual general meeting for 2021; 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, 14 May 2021

Notes:

1. ELIGIBILITY FOR ATTENDING THE ANNUAL GENERAL 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 June 2021 (Monday) are entitled to attend the annual general meeting.

The register of members will be closed from 22 June 2021(Tuesday) to 25 June 2021 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the annual general meeting. In order to be eligible for attending and voting at the annual general 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 June 2021 (Monday) to effect the transfer of shares.

2. PROXY

- (1) Each shareholder entitled to attend and vote at the annual general 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 Office of the Board of Directors of the Company (at Room 1805, Block A, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China, Postal Code: 100011) for holders of domestic shares and to the H share registrar of the Company for holders of H shares not less than 24 hours before the time fixed for convening the annual general 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 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 ANNUAL GENERAL MEETING

- (1) A shareholder or his proxy should produce proof of identity when attending the annual general 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 annual general meeting should return the reply slip of such meeting to the Company on or before 22 June 2021(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

- (1) The register of members will be closed from 22 June 2021(Tuesday) to 25 June 2021 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the annual general meeting. In order to be eligible for attending and voting at the annual general 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 June 2021 (Monday) to effect the transfer of shares.
- (2) The register of members will be closed from 3 July 2021(Saturday) to 9 July 2021 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to the 2020 Final Dividend. In order to be eligible for receiving the 2020 Final Dividend, 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 2 July 2021 (Friday) 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 resolutions 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. In accordance with the Articles of Association of the Company, shareholder(s) individually or jointly holding more than 3% shares of the Company may submit provisional motions in a general meeting. The contents of the provisional motions shall meet the requirements of the Articles of Association of the Company and regulatory rules in the place where the shares are listed (including review on qualifications of serving as independent non- executive directors).

7. MISCELLANEOUS

- (1) The annual general 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, China
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 Room 1805, Block A Shenhua Tower, 22 Andingmen Xibinhe Road Dongcheng District, Beijing, the People's Republic of China
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 expressions shall have the following meanings unless the context otherwise requires:

“PRC”	the People's Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

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 as non-executive director, Dr. Yuen Kwok Keung, Dr. Bai Chong-En and Dr. Chen Hanwen as independent non-executive directors, and Mr. Wang Xingzhong as employee director.