

*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.*



**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 2021 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 Wednesday, 15 June 2022 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 2021.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2021.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2021.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company for the year ended 31 December 2021, and to authorize the board of directors of the Company to implement the aforesaid distribution.

\* For identification purpose only

## AS SPECIAL RESOLUTION

5. To consider and, if thought fit, to approve the board of directors of the Company be and is hereby authorized generally and unconditionally to issue debt financing instruments (the “**Debt Financing Instruments**”) in the aggregate amount of not more than RMB40 billion on an one-off or multi-tranche basis and the board of directors (which be and is hereby agreed to further authorize the management of the Company) be and is hereby authorized, with full power and authority, to deal with the matters in connection with the issuances of the Debt Financing Instruments in accordance with the specific needs of the Company and other capital market conditions in the valid period of the resolutions.

## AS ORDINARY RESOLUTIONS

6. To consider and, if thought fit, to approve the capital expenditure budget of the Company for the year ending 31 December 2022.
7. To consider and, if thought fit, to approve the appointment of the Company’s domestic and international auditors for the financial year of 2022 and their remuneration.
8. To consider and, if thought fit, to approve the emoluments of the directors of the board of directors and the supervisors of the supervisory committee of the Company for the year of 2022.

For details of the above Resolutions No. 4, No. 5, No. 7 and No. 8, please refer to the Appendix to this notice.

By Order of the Board  
**China Coal Energy Company Limited**  
**Wang Shudong**  
*Chairman of the Board, Executive Director*

Beijing, the PRC

27 April 2022

*As at the date of this notice the Company’s executive directors are Wang Shudong and PengYi; non-executive directors are Zhao Rongzhe and Xu Qian; independent non-executive directors 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 Monday, 16 May 2022 shall be entitled to attend the AGM.

To qualify for attendance and vote at the AGM to be held on Wednesday, 15 June 2022, 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, 13 May 2022.

## **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 Wednesday, 25 May 2022.
- (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 Monday, 16 May 2022 to on Wednesday, 15 June 2022 (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 Wednesday, 15 June 2022, 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, 13 May 2022.

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 Monday, 27 June 2022. The register of members will be closed from Tuesday, 21 June 2022 to Monday, 27 June 2022 (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 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 Monday, 20 June 2022.

#### **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. 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

**DETAILS OF RESOLUTION NO. 4**

The board of directors (the “**Board**”) of the Company proposed for distribution of a final dividend of RMB0.301 per share (tax inclusive) in an aggregate amount of approximately RMB3,984,572,400 for the year ended 31 December 2021, and to authorize the Board of the Company to implement the aforesaid distribution.

**DETAILS OF RESOLUTION NO. 5**

On 24 March 2022, the Board resolved to propose to the shareholders at the AGM, generally and unconditionally, to authorize the Board and agree the Board to further authorize the management of the Company, with full power and authority to deal with the matters in connection with the one-off or multi-tranche issuances of the Debt Financing Instruments including but not limited to enterprise bonds, corporate bonds, ultra-short-term financing bonds, short-term financing bonds, medium-term notes, non-public targeted debt financing instruments, project return notes, project return bonds and other domestic and overseas debt financing instruments in RMB or foreign currency permitted to be issued by the regulatory authorities.

Main terms in respect of the issuance of the Debt Financing Instruments are as follows:

**1. Issuing Entity, Size of Issuance and Method of Issuance**

The Company or the subsidiaries of the Company will be the issuing entity(ies) of the domestic Debt Financing Instruments, and the Company or the overseas subsidiaries of the Company will be the issuing entity(ies) of the overseas Debt Financing Instruments.

The sizes of the issuances of the domestic and overseas Debt Financing Instruments will be no more than RMB40 billion in aggregate (including RMB40 billion, calculated based on the balance outstanding on the instruments issued and, in the case of an instrument denominated in a foreign currency, based on the median price of the exchange rate announced by the PBOC on the date of such issuance). The specific size of issuance will be determined according to capital needs and market situation under the precondition that the balance to be paid after the issuance of the Debt Financing Instruments be in compliance with relevant laws, regulations and rules of regulatory authorities. The method of issuance shall be determined in accordance with the market situation before issuing, including one-off or multi-tranche issuance, and public or non-public issuance.

**2. Targets of Issue**

The issue targets of the domestic and overseas Debt Financing Instruments shall be the domestic and overseas investors, respectively, who meet the conditions of subscription.

**3. Terms and Types of the Issuance**

The issuance term of the domestic and overseas Debt Financing Instruments shall be no longer than 15 years (including 15 years, but except for the issuances of perpetual bonds). Debt Financing Instruments may be single-term type or a portfolio of types with various terms.

#### 4. Use of Proceeds

The proceeds raised from the issuances of the domestic and overseas Debt Financing Instruments will be expected to be used to satisfy the production and operation, including but not limited to repaying the financial institutions' loans, supplementing the current capital and/or making project investments, and for other purposes of the Company and its subsidiaries.

#### 5. Valid Period of the Resolutions

The valid period of the resolutions shall be from the date of approval by the shareholders at the AGM and ending on 31 December 2024.

If the Board or the management has resolved to issue or partly issue during the valid period of authorization, and the Company and its subsidiaries have obtained the approval, permit, enrollment, filing or registration of the issuance from the regulatory authorities in the valid period of the resolution, the Company and its subsidiaries may complete the relevant issuance during the confirmed valid period of such approval, permit, enrollment, filing or registration.

The authorizations are as follows:

It is proposed to the shareholders at the AGM, generally and unconditionally, to authorize the Board and agree the Board to further authorize the management of the Company, with full power and authority to deal with the matters in connection with the issuances of the Debt Financing Instruments (excluding convertible bonds and exchangeable bonds) in accordance with the specific needs of the Company and other capital market conditions in the valid period of the resolutions, including but not limited to:

- (i) to decide whether to issue and to determine, modify and adjust the type of issuance, size of issuance, specific term, type and size, detailed terms, conditions and other matters relating to the issuance of the Debt Financing Instruments (including but not limited to, the issue amount, actual total amount, face value, currency, issue price, interest rate or mechanism for determining the interest rate and whether or not to adjust the interest rate during the duration of the bonds, issue place, issue targets, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set repurchase, redemption and extension terms, priorities for repayment of creditors, credit rating, security matter, terms and method of repayment of the principal and interests, online and offline issue proportion, specific methods of subscription, whether or not to be listed, where to be listed, specific arrangement of proceeds raised within the scope of use approved by the general meeting, detailed placing arrangements, underwriting arrangements, bonds' listing and all other matters relating to the issuance);

- (ii) to carry out all necessary and ancillary actions and procedures relating to the application, issuance, trading and circulation of the Debt Financing Instruments (including but not limited to, to engage intermediary institutions, handle all approval, enrollment, registration and filing procedures with the relevant regulatory authorities in connection with application, issuance, trading and circulation on behalf of the Company, formulate, sign, execute, revise and complete all necessary documents, contracts/agreements, deeds and other legal documents in connection with application, issuance, trading and circulation, approve, execute and dispatch announcements and circulars relevant to this issuance in accordance with the regulatory rules of the place of listing of the Company as well as make related disclosure in accordance with applicable laws and regulations, select bonds trustee manager for the issuance, formulate rules for the bondholders' meeting and handle any other matters relating to application, issuance, trading and circulation);
- (iii) to approve, confirm and ratify the actions and procedures, if any action or procedure in connection with the issuances of the Debt Financing Instruments as mentioned above had been already taken by the Board or the management of the Company;
- (iv) to make corresponding adjustments to the detailed proposals and other related matters for the issuance of the Debt Financing Instruments in accordance with the comments from the relevant regulatory authorities or then market conditions within the authorities granted at a general meeting, in the case of any change in policies of regulatory authorities in relation to the issuance or any change of market conditions, except where re-voting at a general meeting is required by any relevant laws and regulations and the Articles of Association;
- (v) to determine and handle all relevant matters relating to the trading and circulation of the Debt Financing Instruments upon the completion of the issuance, to formulate, sign, execute, revise and complete all necessary documents, contracts/agreements and deeds in connection with the trading and circulation, and to make related disclosure in accordance with applicable laws and regulations;
- (vi) in the case of issuance of corporate bonds, during duration of the corporate bonds, to determine not to distribute dividends to the shareholders and make other decisions to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to fail, or does fail to pay the principal and coupon interests of such bonds as they fall due; and
- (vii) to deal with other matters in relation to the application, issuance, trading and circulation of the domestic and overseas Debt Financing Instruments.

**DETAILS OF RESOLUTION NO. 7**

Pursuant to the Circular on the Issues Relating to Accounting Firms Undertaking Audit of Final Financial Accounts of Central State-Owned Enterprises (Cai Kuai [2011] No. 24) (《關於會計師事務所承擔中央企業財務決算審計有關問題的通知》(財會[2011]24號)) issued by the Ministry of Finance of the People's Republic of China and the State-owned Assets Supervision and Administration Commission of the State Council and relevant requirements, as Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP have provided audit service to the Company for a number of consecutive years, the Company proposed to change accounting firms for the year of 2022.

On 27 April 2022, after fulfillment of the bidding procedures, the Board proposed to appoint Ernst & Young Hua Ming LLP and Ernst & Young as the Company's auditor to review the interim financial report and audit the annual financial report and the internal control of financial report for the year of 2022 under the Generally Accepted Accounting Principles of the People's Republic of China (PRC GAAP) and the International Financial Reporting Standards (IFRS) respectively, with a total remuneration of RMB10,300,000 (tax inclusive) for the year of 2022. The appointment of the above domestic auditor and international auditor and their remuneration are subject to shareholders' approval at the AGM.

Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu will retire as the domestic auditor and international auditor of the Company, respectively, upon expiration of its current term of office at the conclusion of the forthcoming AGM. Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu have confirmed that there were no circumstances connected with the above proposed change in auditors that they consider should be brought to the attention of the shareholders and creditors of the Company. The Board is not aware of any matter regarding the above proposed change in auditors that should be brought to the attention of the shareholders and creditors of the Company. The Board and the Audit and Risk Management Committee of the Company confirmed that there were no disagreements or unresolved matters between the Company and Deloitte Touche Tohmatsu Deloitte and Touche Tohmatsu Certified Public Accountants LLP regarding the above proposed change in auditors.

The Board would like to take this opportunity to express its sincere gratitude to Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu for its their professional services rendered to the Company in the past years.

**DETAILS OF RESOLUTION NO. 8**

The Board of the Company proposed that the standard emolument of the independent non-executive director for the year of 2022 is RMB300,000 while the independent non-executive director who has left the current office as head of central state-owned enterprises in PRC shall receive standard work subsidies of RMB90,000 (both before tax, monthly paid, with individual 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 and the supervisory committee shall be undertaken by the Company.