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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 2022 Annual General Meeting (the “**AGM**”) of China Coal Energy Company Limited (the “**Company**”) will be held at 3:00 p.m. on Tuesday, 13 June 2023 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 2022.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2022.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company for the year ended 31 December 2022, 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 2023.
6. To consider and, if thought fit, to approve the appointment of the Company’s domestic and international auditors for the financial year of 2023 and their remuneration.

7. 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 2023.
8. To consider and, if thought fit, to approve the investment decision on the China Coal Yulin Coal Deep Processing Base Project.

For details of the above resolutions No. 4, No. 6, 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
24 May 2023

As at the date of this notice, the Company's executive directors are Wang Shudong, Peng Yi, Liao Huajun and Zhao Rongzhe; non-executive director is Xu Qian; independent non-executive directors are Zhang Chengjie, Jing Fengru and Hung Lo Shan Lusan.

* *For identification purpose only*

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 Thursday, 8 June 2023 shall be entitled to attend the AGM.

To qualify for attendance and vote at the AGM to be held on Tuesday, 13 June 2023, 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 Wednesday, 7 June 2023.

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 authorized 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 authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarized power of attorney or other document(s) of authorization (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

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 authorized by its board of directors or other governing body shall produce a copy of the written resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Thursday, 8 June 2023 to Tuesday, 13 June 2023 (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, 13 June 2023, 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 Wednesday, 7 June 2023.

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, 26 June 2023. The register of members will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023 (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, 19 June 2023.

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 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)82236028
Fax: (+8610)82256484

DETAILS OF RESOLUTION NO. 4

The board of directors (the “**Board**”) of the Company proposed for distribution of a final dividend of RMB0.413 per share (tax inclusive) in an aggregate amount of approximately RMB5,472,160,500 for the year ended 31 December 2022, and to authorize the Board of the Company to implement the aforesaid distribution.

DETAILS OF RESOLUTION NO. 6

The Board proposed to continue the appointment of Ernst & Young Hua Ming LLP and Ernst & Young to review interim financial report and audit the annual financial report for the year of 2023 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).

DETAILS OF RESOLUTION NO. 7

The Board proposed that the standard emolument of the independent non-executive director for the year of 2023 is RMB300,000 per annum 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 per annum (both before tax, with individual income tax withheld, and calculated based on the actual time of the performance of duties). Other directors shall not receive emoluments from the Company; supervisors of the supervisory committee shall receive emolument from the institutions where they work.

Pursuant to the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company will purchase liability insurance for its directors and supervisors.

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.

DETAILS OF RESOLUTION NO. 8

To adhere to the development direction of “efficiency enhancement and incremental transformation”, effectively foster the extension of its coal industry chain, promote clean and efficient conversion and utilization of coal, and help the structural adjustment of the industry and products, the Company intends to invest in constructing the China Coal Yulin Coal Deep Processing Base Project (the “**Project**”).

On 27 April 2023, the Board resolved to propose China Coal Shaanxi Yulin Energy & Chemical Company Limited, a wholly-owned subsidiary of the Company, to invest in the Project with a total investment amount of RMB23,888,132,100.

Summary of the Project**Implementing Party of the Project:**

China Coal Shaanxi Yulin Energy & Chemical Company Limited

Details of the Project:

The Project has the designed scale of 2.20 million tonnes of methanol per annum and 900,000 tonnes of polyolefin per annum, will construct one set of EVA and three sets of polyolefin devices and will manufacture a series of high-end polyolefin products.

The estimated project duration of the Project is 30 months and the estimated total investment is RMB23,888,132,100. The capital to be injected by the Company amounts to an aggregate of RMB7,166,439,600, accounting for 30% of the estimated total investment; the remaining capital to be financed by means such as loans from banks or other financial institutions amounts to RMB16,721,692,500, accounting for 70% of the estimated total investment.

In June 2022, the Project obtained the “Approval for the Environmental Impact Report of China Coal Yulin’s Coal Deep Processing Base Project” (Huan Shen [2022] No.75) (《關於中煤榆林煤炭深加工基地專案環境影響報告書的批覆》(環審[2022]75號)) issued by the Ministry of Ecology and Environment of the People’s Republic of China. In January 2023, the Project obtained the “Approval for China Coal Yulin’s Coal Deep Processing Base Project by Shaanxi Provincial Development and Reform Commission” (Shaan Fa Gai Neng Chan Ye [2023] No.135) (《陝西省發展和改革委員會關於中煤榆林煤炭深加工基地專案核准的批覆》(陝發改能產業[2023]135號)) issued by Shaanxi Provincial Development and Reform Commission.

Impact on the Company by External Investment:

The estimated total investment of the Project is RMB23,888,132,100, of which investment in construction (tax inclusive) amounts to RMB22,809,401,600, interest for the construction period amounts to RMB1,010,703,300 and initial working capital amounts to RMB68,027,200. The capital for the Project to be injected by the Company amounts to an aggregate of RMB7,166,439,600, accounting for 30% of the estimated total investment of the Project.

Based on financial evaluation result, it is anticipated that the unleveraged internal rate of return before tax for the Project is 10.60%, while the capital internal rate of return after tax is 14.88%.

The Project is in line with the Company's development direction of "efficiency enhancement and incremental transformation", represents a significant measure for the extension of its coal industry chain, helps to promote clean and efficient conversion and utilization of coal as well as the high-end and differentiated structural adjustment of coal chemical products, helps to put the synergic advantages of regional and uniform transformation into full play, and continuously enhances the value creation level of coal industry chain.

The technical proposal of the Project is viable, with a relatively sound financial evaluation and controllable investment risk.

Risk Analysis on External Investment:***(I) Environmental protection***

During the construction and production process of the Project, certain pollutants such as waste gas and waste water will be generated, and those pollutants so generated need to be treated. The Project will adopt domestic and foreign advanced and reliable production techniques to reduce the emission of "three wastes" and the impact on the environment. The Company will comply with the requirements of environmental protection authorities to conduct environment assessment and environmental protection inspection and acceptance procedures. Meanwhile, the Company will construct environmental protection and governance facilities based on the requirements to simultaneous design, simultaneous construction, simultaneous production and usage, and enhance daily management of environmental protection to avoid the adverse impact on the environment by the pollutants.

(II) “Dual carbon” policy risk

The implementation of the Project might be affected by the national “dual carbon” policy. The Project adopts advanced coal water slurry half-waster pot technique to greatly enhance energy conversion efficiency, and actively commences the collection and utilization of carbon dioxide. Meanwhile, the Company will actively develop new energy, explore the integration of coal chemical and new energy, and strive to reduce the impact of “dual carbon” policy.

(III) Market risks

The implementation of the Project might encounter market risks such as surge of raw material and auxiliary material prices and the decline in product prices. The Company will carry out measures such as timely adjustment of the proportion of high-end brands of polyolefin and enhance the synergy of its industry chains to resist market risks.