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**CHINA COAL ENERGY COMPANY LIMITED\***

**中國中煤能源股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 01898)**

### **NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2011**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of the shareholders of China Coal Energy Company Limited (the “Company”) will be held at 9:00 a.m. on Friday, 25 May 2012 at Gehua New Century Hotel Beijing, No. 19 Gulouwaidajie, Chaoyang District, Beijing, the People's Republic of China (“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 2011.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2011.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.215 per share (tax inclusive) in an aggregate amount of approximately RMB2,851,145,100 for the year ended 31 December 2011, and to authorise 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 ended 31 December 2012.
6. To consider and, if thought fit, to approve the emoluments of the directors and supervisors of the Company for the year ended 31 December 2012.

\* *For identification purpose only*

7. To consider and, if thought fit, to approve the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company, as the Company's domestic auditor and PricewaterhouseCoopers, Certified Public Accountants, as the Company's international auditor for the financial year of 2012 and to authorize the board of directors of the Company to determine their respective remunerations.
8. To consider and, if thought fit, to approve the guarantees to Huajin Coking Coal Company Limited for bank loan regarding resources integration and acquisition.
9. To consider and, if thought fit, to approve the guarantees to Huajin Coking Coal Company Limited for bank loan regarding gas power plant phase II project.

#### **AS SPECIAL RESOLUTIONS**

10. To consider and, if thought fit, to approve the amendments to the articles of association of the Company.
11. To consider and, if thought fit, to approve the amendments to the rules of procedures of the general meetings of the Company.
12. To consider and, if thought fit, to approve the amendments to the rules of procedures of the board of directors of the Company.

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

Beijing, the PRC, 5 April 2012

*As at the date of this announcement, the executive directors of the Company are Wang An and Yang Lieke; the non-executive directors of the Company are Peng Yi and Li Yanmeng, and the independent non-executive directors of the Company are Zhang Ke, Wu Rongkang, Zhang Jiaren, Zhao Pei and Ngai Wai Fung.*

*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 Wednesday, 25 April 2012 shall be entitled to attend the AGM.

To qualify for attendance and vote at the AGM to be held on Friday, 25 May 2012, all transfers of H shares 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 Tuesday, 24 April 2012.

**2. RECOMMENDATION OF FINAL DIVIDEND, WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR NON-RESIDENT LEGAL PERSONS AND OVERSEAS RESIDENT INDIVIDUAL SHAREHOLDERS**

The board of directors of the Company has recommended a final dividend of RMB0.215 per share (tax inclusive) in an aggregate amount of approximately RMB2,851,145,100 for the year ended 31 December 2011. 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, 31 May 2012.

Pursuant to the Law on Enterprise Income Tax of the PRC and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the 2011 final dividend to non-resident enterprise shareholders as appearing on the register of members for H Shares of the Company. Any H Shares registered in the name of non-individual registered shareholders. Including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax and therefore an enterprise income tax shall be withheld for their dividends receivables.

Pursuant to Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 Document issued by the State Administration of Taxation on 28 June 2011, the dividend received by the overseas resident individual shareholders from the stocks issued by domestic non-foreign enterprises in Hong Kong is subject to individual income tax at a tax rate of 10% in general. However, the tax rates for respective resident individual shareholders may vary, depending on the relevant tax agreements between those countries where the overseas resident individual shareholders reside and China. Pursuant to the abovementioned notice, the Company will withhold 10% of the final dividend as individual income tax unless otherwise required by the relevant tax agreements, tax treaties or notice.

### **3. 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; 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, 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.

### **4. 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 authorized 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) Shareholders intending to attend the AGM shall return to the Company the reply slip stating their attendance on or before Friday, 4 May 2012.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile to the Company.

### **5. CLOSURE OF REGISTER OF MEMBERS**

The Register of Members will be closed from Wednesday, 25 April 2012 to Friday, 25 May 2012 (both days inclusive), during which period no transfer of shares will be registered.

The Register of Members will be closed from Thursday, 31 May 2012 to Monday, 4 June 2012 (both days inclusive), during which period no transfer of shares 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 Wednesday, 30 May 2012.

## **6. 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.

## **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  
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Fax: (+8610) 8225 6479