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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: 1088)

**NOTICE OF 2012 FIRST CLASS MEETING OF THE HOLDERS
OF H SHARES**

NOTICE IS HEREBY GIVEN that a class meeting of the holders of H Shares (the "H Shareholders' Class Meeting") of China Shenhua Energy Company Limited (the "Company") will be held at Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China at 10:15 a.m. on Friday, 25 May 2012 for the purpose of considering and, if thought fit, passing the following resolutions:

AS SPECIAL RESOLUTIONS:

1. To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):—
 - (1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders' approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.
 - (2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders.

- (3) the board of directors be authorised to (including but not limited to the following):–
- (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc;
 - (ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company;
 - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission;
 - (v) carry out cancellation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;
 - (vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.

The above general mandate will expire on the earlier of (“Relevant Period”):–

- (a) the conclusion of the annual general meeting of the Company for 2012;
- (b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2011, the first A shareholders’ class meeting in 2012 and the first H shareholders’ class meeting in 2012; or
- (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,

except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.

By Order of the Board
China Shenhua Energy Company Limited
Huang Qing
Secretary to the Board of Directors

Beijing, 5 April 2012

Notes:

1. ELIGIBILITY FOR ATTENDING THE H SHAREHOLDERS' CLASS 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 Wednesday, 25 April 2012 are entitled to attend the H Shareholders' Class Meeting.

The register of members will be closed from 25 April 2012 (Wednesday) to 25 May 2012 (Friday) (both days inclusive) to determine the identity of the shareholders of H Shares who are entitled to attend and vote at the H Shareholders' Class Meeting. In order to be eligible for attending and vote at the H Shareholders' Class 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 24 April 2012 (Tuesday) to effect the transfer of shares.

2. PROXY

- (1) Each shareholder entitled to attend and vote at the H Shareholders' Class 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 authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other documents of authorization must be notarized.
- (3) To be valid, the notarially certified power of attorney, or other documents of authorization, and the form of proxy must be delivered to the Company's office address (at Room 310, Block B, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China, Postal Code: 100011) for holders of domestic shares and at the H share 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 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 CLASS MEETING OF THE HOLDERS OF H SHARES

- (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 authorized 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 H Shareholders' Class Meeting should return the reply slip of such meeting to the Company on or before Friday, 4 May 2012.
- (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

The register of members will be closed from 25 April 2012 (Wednesday) to 25 May 2012 (Friday) (both days inclusive) to determine the identity of the shareholders of H Shares who are entitled to attend and vote at the H Shareholders' Class Meeting. In order to be eligible for attending and vote at the H Shareholders' Class 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 24 April 2012 (Tuesday) 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 listing, 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 authorized 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. MISCELLANEOUS

- (1) The H Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who attend the meeting 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (3) The registered address of the Company:

Shenhua Tower
22 Andingmen Xibinhe Road
Dongcheng District
Beijing, China
Postal Code: 100011
Telephone: (+86) 10 5813 3355/(+86) 10 5813 3399
Facsimile: (+86) 10 5813 1804/(+86) 10 5813 1814

(4) Contact methods for the meeting:

Contact Department: Investment Relations Department,
Room 310, Block B, Shenhua Tower,
22 Andingmen Xibinhe Road,
Dongcheng District,
Beijing, the People's Republic of China
Postal Code: 100011
Contact Person: Qu Junda
Telephone: (+86) 10 5813 1088/(+86) 10 5813 3363
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 People's Republic of China

As at the date hereof, the Board comprises Dr. Zhang Xiwu, Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo, as executive Directors, Mr. Liu Benren and Mr. Xie Songlin, as non-executive Directors, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang, as independent non-executive Directors.