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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: 01088)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The "Announcement Regarding Resolutions at the 7th Meeting of the Third Session of the Board" as published in Chinese in the China Securities Journal, the Shanghai Securities News, the Securities Times and the Securities Daily and on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 25 April 2015 is enclosed hereto as overseas regulatory announcement.

By Order of the Board

China Shenhua Energy Company Limited

Huang Qing

Secretary to the Board of Directors

Beijing, 24 April, 2015

As at the date of this announcement, the Board comprises the following: Dr. Zhang Yuzhuo, Dr. Ling Wen, Mr. Han Jianguo and Mr. Wang Xiaolin as executive directors, Mr. Chen Hongsheng as non-executive director, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang as independent non-executive directors.

China Shenhua Energy Company Limited
Announcement Regarding Resolutions at the 7th Meeting of the
Third Session of the Board

The board of directors and all directors of China Shenhua Energy Company Limited guarantee that the information set out in this announcement does not contain any false statements, misleading representations or material omissions, and severally and jointly accept responsibility as to the truthfulness, accuracy and completeness of the content herein.

The 7th meeting of the third session of the board of directors (the "**Board**") of China Shenhua Energy Company Limited (the "**Company**"), with written notice served on 13 April 2015, was held on site on 24 April 2015 at 22 Andingmen Xibinhe Road, Dongcheng District, Beijing. Eight out of the eight eligible directors attended the meeting in person, and all members of the supervisory committee attended the meeting as non-voting participants. The convening of the meeting was in compliance with relevant laws, administrative regulations and departmental rules including the Company Law, and the Articles of Association of the Company.

The meeting was chaired by Chairman Zhang Yuzhuo. The following resolutions were passed after due consideration of the participating directors:

I. Resolution on the "2015 First Quarterly Financial Report of China Shenhua Energy Company Limited"

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

II. Resolution on the "2015 First Quarterly Report of China Shenhua Energy Company Limited"

The Board considered and approved:

1. the proposal that the 2015 First Quarterly Report of the Company be passed with a written confirmation; and

2. the proposal that the committee comprising Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo, all being directors of the Company, be authorised to amend the content of the 2015 First Quarterly Report as it may consider appropriate or necessary, and make disclosure in accordance with the applicable listing rules.

For details, please refer to the announcement disclosed in conjunction with this announcement.

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

III. Resolution on the Provisional Use of Proceeds as Working Capital

The Board considered and approved:

1. the proposal that RMB4.49 billion of the proceeds be provisionally used as working capital for a period of 12 months from 28 April 2015 to 27 April 2016, which

shall be returned to the designated account for proceeds after the expiry of the aforesaid period;

2. the proposal that a committee comprising Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo, all being directors of the Company, be authorised to deal with the matters in relation to the provisional use of proceeds as working capital; and

3. the Company undertakes that if the proceeds are required to be utilized due to an accelerated progress of the committed projects before the expiry of the aforesaid period of 12 months for provisional use as working capital, the Company shall return such amount to the designated account for proceeds in a timely manner to ensure the smooth implementation of the committed projects.

All independent non-executive directors of the Company confirmed the following matters in relation to the provisional use of proceeds as working capital from the perspective of the Company:

1. The proceeds of RMB4.49 billion for provisional use as working capital for a period no more than 12 months shall be only utilized in production and operation relevant to principal businesses, and shall not be utilized, either directly or indirectly, to finance any placement or subscription for new shares or any transactions on shares, derivatives or convertible corporate bonds, etc.;

2. The provisional use of proceeds as working capital will not affect the funding needs and progress of the committed projects. The provisional use of proceeds as working capital is conducive for the Company to increase the utilization efficiency of proceeds and reduce finance costs; and

3. The provisional use of proceeds as working capital does not involve any disguised change of use of proceeds, and is in the interests of the Company as a listed company and its shareholders as a whole. In this regard, all independent non-executive directors consented to such arrangement.

For details, please refer to the Announcement on Use Idle Raised Funds for Temporarily Supplementing Current Capital which is disclosed in conjunction with this announcement.

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

IV. Resolution on the audite regulatory rule on economic obligation of the management in the braches and subsidiaries of China Shenhua Energy Company Limited.

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

By order of the Board of Directors
China Shenhua Energy Company Limited
Huang Qing
Secretary to the Board of Directors
24 April 2015

China Shenhua Energy Company Limited Announcement Regarding Online Discussion Forum for Investors

The board of directors and all directors of China Shenhua Energy Company Limited guarantee that the information set out in this announcement does not contain any false statements, misleading representations or material omissions, and severally and jointly accept responsibility as to the truthfulness, accuracy and completeness of the content herein.

The first quarterly report for the year 2015 of China Shenhua Energy Company Limited (the Company) will be disclosed at 25 April 2015. In order to address investors' questions about the Company's current state of operation, the Company will hold an online discussion forum named "China Shenhua Online Discussion Forum for Investors" via the "e-interaction" platform of the Shanghai Stock Exchange on 29 April 2015, and all investors are welcome to participate. Details of the discussion forum are as follows:

1. **Time:** 3:30 p.m. to 4:30 p.m. on 29 April 2015
2. **Staff members of the Company:** the secretary to the board of directors, Board Affair and Investor Relations Department and other staff members concerned
3. **Method:** to participate in the discussion, investors may sign up and log in the "e-interaction" platform of the Shanghai Stock Exchange (website: <http://sns.sseinfo.com>) and then click the link for "China Shenhua Online Discussion Forum for Investors" under "SSE e Forum" on the homepage. Investors may submit their questions concerned online in advance.
4. **Enquiry hotline:** 010-5813 1088, 5813 3355

By order of the Board
China Shenhua Energy Company Limited
Huang Qing
Secretary to the Board of Directors
24 April 2015