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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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting (the “**AGM**”) of the shareholders of China Coal Energy Company Limited (the “**Company**”) will be held at 2:30 p.m. on Tuesday, 21 June 2016 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 2015.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2015.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2015.
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company for the year ended 31 December 2015, namely the proposed non-distribution of final dividend for the year 2015 and non-transfer of capital reserves to increase share capital.
5. To consider and, if thought fit, to approve the capital expenditure budget of the Company for the year ending 31 December 2016.
6. To consider and, if thought fit, to approve the appointment of PricewaterhouseCoopers Zhong Tian LLP, as the Company's domestic auditor and PricewaterhouseCoopers, Certified Public Accountants, as the Company's international auditor for the financial year of 2016 and to authorise the board of directors of the Company to determine their respective remunerations.

* *for identification purpose only*

7. To consider and, if thought fit, to approve the emoluments of the directors of the third session of the board of the Company and the supervisors of the third session of the supervisory committee of the Company for the year of 2016.
8. To consider and, if thought fit, to approve the revision of the annual caps regarding the maximum daily balance of loans and financial leasing (including accrued interests) granted by Chinacoal Finance Co., Ltd.* (中煤財務有限責任公司) to the China National Coal Group Corporation* (中國中煤能源集團有限公司) (the “**Parent**”) and its subsidiaries (excluding the Company and its subsidiaries) as well as associates of the Parent under the 2015 Financial Services Framework Agreement for the two years ending 31 December 2017.

AS SPECIAL RESOLUTIONS

- 9.00 To consider and, if thought fit, to approve the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).
 - 9.01 To approve to add the sale of “fertilizer” into the scope of business operations of the Company in the Articles of Association.
 - 9.02 To approve to revise the “Audit Committee” in the Articles of Association and its appendix, being Terms of References of the Board, into “Audit and Risk Management Committee”.
10. To consider and, if thought fit, to approve

“THAT”

- a) the Board be and is hereby authorized to issue debt financing instruments in the aggregate amount of not more than RMB40 billion (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 People’s Bank of China on the date of such issuance) (the “**Debt Financing Instruments**”) on an one-off or multi-tranche issuances bases, including but not limited to enterprise bonds, corporate bonds, convertible bonds, exchangeable 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/or overseas debt financing instruments in RMB or foreign currency permitted to be issued by the regulatory authorities;

- b) the Board (which be and is hereby agreed to further authorize the management of the Company) be and is hereby authorized generally and unconditionally, 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, 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, transfer price, 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.

By Order of the Board
China Coal Energy Company Limited
Li Yanjiang
Chairman of the Board, Executive Director

As at the date of this notice, the executive directors of the Company are Li Yanjiang and Gao Jianjun; the non-executive directors of the Company are Peng Yi, Liu Zhiyong and Xiang Xujia; and the independent non-executive directors of the Company are Zhang Ke, Zhao Pei, and Ngai Wai Fung.

Beijing, the PRC
29 April 2016

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 Sunday, 22 May 2016 shall be entitled to attend the AGM.

To qualify for attendance and vote at the AGM to be held on Tuesday, 21 June 2016, 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, 20 May 2016.

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 Tuesday, 31 May 2016.

- (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 Sunday, 22 May 2016 to Tuesday, 21 June 2016 (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, 21 June 2016, 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, 20 May 2016.

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:

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Beijing, 100120
the PRC
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Fax: (+8610) 8225 6479