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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting for 2015 (the “**Annual General Meeting**”) of China Shenhua Energy Company Limited (the “**Company**”) will be held at Conference Room, 1st Floor, Block B, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People’s Republic of China at 3:00 p.m. on Friday, 17 June 2016 for the purpose of considering and, if thought fit, 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 board 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 Company’s profit distribution plan for the year ended 31 December 2015: (1) final dividend for the year ended 31 December 2015 in the amount of RMB0.32 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB6.365 billion (inclusive of tax); (2) to authorise a directors’ committee comprising of the Chairman, Vice Chairman and President (Director) to implement the above-mentioned profit distribution plan and to deal with matters in relation to tax withholding as required by relevant laws, regulations and regulatory authorities.

5. To consider and, if thought fit, to approve the remuneration of the directors and supervisors of the Company for the year ended 31 December 2015: (1) aggregate remuneration of the executive directors is in the amount of RMB1,274,008; (2) aggregate remuneration of the non-executive directors is in the amount of RMB1,350,000, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,350,000, the non-executive directors (other than the independent non-executive directors) are remunerated by Shenhua Group Corporation Limited (“**Shenhua Group Co.**”) and are not remunerated by the Company in cash; (3) aggregate remuneration of the supervisors is in the amount of RMB1,261,493.
6. To consider and, if thought fit, to approve the extension of appointment of external auditors of the Company for 2016. The appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the PRC and international auditors respectively of the Company for 2016 until the completion of the next annual general meeting and to authorise a directors’ committee comprising of the Chairman, Vice Chairman, President (Director) and Chairman of the Audit Committee to determine their 2016 remuneration.
7. To consider and, if thought fit, to approve the Company entering into the Mutual Coal Supply Agreement with Shenhua Group Co. and the terms, proposed annual caps and the transactions contemplated thereunder.
8. To consider and, if thought fit, to approve the Company entering into the Mutual Supplies and Services Agreement with Shenhua Group Co. and the terms, proposed annual caps and the transactions contemplated thereunder.
9. To consider and, if thought fit, to approve the Company entering into the Financial Services Agreement with Shenhua Group Co. and the terms, proposed annual caps and the transactions contemplated thereunder.

AS ORDINARY RESOLUTIONS (BY CUMULATIVE VOTING METHOD):

10. To consider and, if thought fit, to elect Dr. Li Dong and Mr. Zhao Jibin as directors of the third session of the board of directors.
 - 10.01 to elect Dr. Li Dong as an executive director of the Company;
 - 10.02 to elect Mr. Zhao Jibin as a non-executive director of the Company.

11. To consider and, if thought fit, to elect Mr. Zhou Dayu as a shareholder representative supervisor of the third session of the supervisory board.

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

Beijing, 29 April 2016

Notes:

1. ELIGIBILITY FOR ATTENDING THE ANNUAL GENERAL 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 17 May 2016 (Tuesday) are entitled to attend the annual general meeting.

The register of members will be closed from 18 May 2016 (Wednesday) to 17 June 2016 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the annual general meeting. In order to be eligible for attending and voting at the annual general 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 17 May 2016 (Tuesday) to effect the transfer of shares.

2. PROXY

- (1) Each shareholder entitled to attend and vote at the annual general 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 authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.
- (3) To be valid, the notarially certified power of attorney or other documents of authorisation, 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 shares 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 shares 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 ANNUAL GENERAL MEETING

- (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 authorised 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 annual general meeting should return the reply slip of such meeting to the Company on or before 27 May 2016 (Friday).
- (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

- (1) The register of members will be closed from 18 May 2016 (Wednesday) to 17 June 2016 (Friday) (both days inclusive) to determine the identity of the shareholders of H Shares who are entitled to attend and vote at the annual general meeting. In order to be eligible for attending and voting at the annual general 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 17 May 2016 (Tuesday) to effect the transfer of shares.
- (2) The register of members will be closed from 27 June 2016 (Monday) to 1 July 2016 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to the proposed final dividend for the year 2015. In order to be eligible for receiving the proposed 2015 final dividend, 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 June 2016 (Friday) 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 listed, 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 authorised 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. CUMULATIVE VOTING METHOD

When adopting the cumulative voting method for electing directors as proposed in Resolution 10, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of directors to be elected. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of directors corresponding to the number of shares he holds; or by casting all his votes carried by each of his shares corresponding to the number of directors to be elected for a particular candidate of directors; or by casting a portion of his votes carried by each of his shares corresponding to the number of directors to be elected for a certain number of candidates of directors.

For example: under the cumulative voting method, the maximum valid votes that a shareholder is entitled to cast are calculated on the basis of the total number of shares held by such shareholder times the number of directors to be elected (2 persons). If such shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) x 2 = 200. The shareholder could use his discretion to cast 200 votes evenly among 2 candidates, or to place all his votes on one particular candidate, or to split his votes to several candidates.

Where the total number of votes cast by a shareholder for one or several of the candidate(s) of directors is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidate(s) of directors by a shareholder is less than the number of votes carried by the total number of shares held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder.

The aforementioned voting method adopted for electing directors as proposed in Resolution 10 shall also be applied to electing a shareholder representative supervisor as proposed in Resolution 11.

The Resolution is passed when the votes for the Resolution exceed half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending this general meeting.

7. MISCELLANEOUS

- (1) The annual general meeting is expected to be held for less than half a day. Shareholders who attend the meeting, personally or by proxy, 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:

Department: Board Affairs and Investor Relations Department
Shenhua Tower
22 Andingmen Xibinhe Road
Dongcheng District
Beijing, the People's Republic of China
Postal Code: 100011
Contact Person: Mr. Qu
Telephone: (+86) 10 5813 1088
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 of this announcement, the Board comprises Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo 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.