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中国神华
CHINA SHENHUA

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 18th Meeting of the Third Session of the Board" as published in Chinese on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 27 August 2016 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, 26 August, 2016

As at the date of this announcement, the Board comprises the following: Dr. Zhang Yuzhuo, Dr. Ling Wen, Mr. Han Jianguo and Dr. Li Dong as executive directors, Mr. Chen Hongsheng and Mr. Zhao Jibin as non-executive directors, 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 18th 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 18th meeting of the third session of the board of directors (the "**Board**") of China Shenhua Energy Company Limited (the "**Company**" or "**China Shenhua**"), with written notice served on 16 August 2016, was held on site on 26 August 2016 at 22 Andingmen Xibinhe Road, Dongcheng District, Beijing. Nine out of the nine eligible directors attended the meeting in person and all supervisors 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 “2016 Interim Financial Report of China Shenhua Energy Company Limited”

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

II. Resolution on the “2016 Interim Report of China Shenhua Energy Company Limited”

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

III. Resolution on the Connected Transaction of the Acceptance by Shenhua Guohua (Indonesia) Jawa Power Generation Co., Ltd. of the Guarantees from Shenhua Group Corporation Limited

All directors (including independent non-executive directors) confirmed that from the Company’s point of view, the connected transaction:

(1) is conducted on normal commercial terms or terms better than normal commercial terms.

(2) does not involve any outflow of the benefits of the Company and are in the interests of the Company and its shareholders as a whole.

(3) are beneficial to the assurance of the construction progress of the relevant project and can help control the construction costs and in turn ensure the profitability and return of such project upon its operation since the acceptance of the above guarantees by Shenhua Guohua (Indonesia) Jawa Power Generation Co., Ltd. (“**Jawa**

Company”) is a necessary condition for its timely completion of the financing as stipulated under the power purchase agreement (PPA).

The Board considered and approved that:

(1) Jawa Company shall accept the guarantees from Shenhua Group Corporation Limited ("**Shenhua Group**") for project financing as stipulated under the Guarantee Agreement, including the joint-liability completion guarantee for the construction phase with a cap of approximately USD1,318.7 million for a term of approximately 5 years, the joint-liability guarantee for a sinking fund with a cap of approximately USD85 million for a term of 13 years commencing from the completion of the project and the joint-liability guarantee for the insurance premiums for China Export & Credit Insurance Corporation with an annual cap for the insurance premiums of approximately USD6.9 million for a term of 13 years commencing from the completion of the project.

(2) the connected transaction of the acceptance by Jawa Company of the guarantees from Shenhua Group as stipulated under the Guarantee Agreement shall be disclosed in compliance with regulatory requirements.

Voting result: 3 ballots carrying voting rights, 3 assenting votes, 0 dissenting vote, 0 abstained vote

The relevant announcement is disclosed alongside this announcement on the website of the Shanghai Stock Exchange.

IV. Resolution on the Adjustments to the 2016 Targets of China Shenhua and the Scope of Disclosure

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the 2016 Interim Report disclosed alongside this announcement on the website of the Shanghai Stock Exchange.

V. Resolution on the Upward Adjustment to the 2016 Investment Scale of China Shenhua

The Board considered and approved that:

(1) the total capital expenditure of China Shenhua in 2016 shall be increased from RMB20 billion to RMB27.5 billion, with the additional RMB7.5 billion as investments in coal-fired power projects.

(2) the president of the Company shall be authorized to make appropriate adjustments to the annual investment plan for various projects within the limits of the total capital expenditure of RMB27.5 billion.

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the 2016 Interim Report disclosed alongside this announcement on the website of the Shanghai Stock Exchange.

VI. Resolution on the “Amendments to the Administrative Measures (Provisional) for the Investments of China Shenhua Energy Company Limited (Revision)”

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

VII. Resolution on the Establishment of Shenhua Guohua Guangdong Power Sales Co., Ltd. on a Wholly-owned Basis

The Board considered and approved:

(1) the establishment of Shenhua Guohua Guangdong Power Sales Co., Ltd. (temporary name, subject to the industry and commercial registration) with a registered capital of RMB210 million by China Shenhua on a wholly-owned basis. China Shenhua shall make a monetary contribution of RMB210 million to acquire the 100% equity interests.

(2) the authorization to a directors' committee consisting of the chairman of the Board, the vice chairman of the Board and the president (director) to handle specific matters in relation to the establishment of Shenhua Guohua Guangdong Power Sales Co., Ltd. on a wholly-owned basis, including but not limited to signing the articles of association and the registration documents to be filed with the administration for industry and commerce, making appropriate and necessary amendments to the relevant documents as well as handling relevant procedures such as the registration and filing with the administration for industry and commerce.

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

VIII. Resolution on the Establishment of Shenhua Guohua Integrated Power Development Co., Ltd. on a Wholly-owned Basis

The Board considered and approved:

(1) the establishment of Shenhua Guohua Integrated Power Development Co., Ltd. (temporary name, subject to the industry and commercial registration) with a registered capital of RMB500 million by China Shenhua on a wholly-owned basis. China Shenhua shall make a monetary contribution of RMB500 million to acquire the 100% equity interests.

(2) the authorization to a directors' committee consisting of the chairman of the Board, the vice chairman of the Board and the president (director) to handle specific matters in relation to the establishment of Shenhua Guohua Integrated Power Development Co., Ltd. on a wholly-owned basis, including but not limited to signing the articles of association and the registration documents to be filed with the administration for industry and commerce, making appropriate and necessary amendments to the relevant documents as well as handling relevant procedures such as the registration and filing with the administration for industry and commerce.

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

IX. Resolution on the Establishment of the Shenhua Electricity Research Institute

The Board considered and approved:

(1) the establishment of Shenhua Electricity Research Institute Co., Ltd. (temporary name only, subject to the industry and commercial registration) with a

registered capital of RMB200 million by China Shenhua on a wholly-owned basis. China Shenhua shall make a monetary contribution of RMB200 million to acquire the 100% equity interests.

(2) the authorization to a directors' committee consisting of the chairman of the Board, the vice chairman of the Board and the president (director) to handle specific matters in relation to the establishment of Shenhua Electricity Research Institute Co., Ltd. on a wholly-owned basis, including but not limited to the determination of the articles of association of the company, the corporate governance structure and scope of business, the signing of the articles of association and the registration documents to be filed with the administration for industry and commerce, making appropriate and necessary amendments to the relevant documents as well as handling relevant procedures such as the registration and filing with the administration for industry and commerce.

Voting result: 9 ballots carrying voting rights, 9 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
27 August 2016