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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 2011 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Extraordinary General 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 9:30 a.m. on Friday, 25 February 2011 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 following agreements and the transactions contemplated thereunder:
 - (1) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 56.61% equity interest of Shenhua Baorixile Energy Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;
 - (2) the equity transfer agreement dated 20 December 2010 entered into between the Company and Beijing Guohua Power Co Ltd, pursuant to which the Company agreed to purchase 80.00% equity interest of Inner Mongolia Guohua Hulunbeier Power Generation Co Ltd from Beijing Guohua Power Co Ltd, and the transactions contemplated thereunder;
 - (3) the equity transfer agreement dated 20 December 2010 entered into between the Company, Shenhua International Trading Co Ltd and Shenhua Baorixile Energy Co Ltd, pursuant to which the Company agreed to purchase 39.10% and 21.00% equity interest of Hulunbeier Shenhua Clean Coal Co Ltd from Shenhua International Trading Co Ltd and Shenhua Baorixile Energy Co Ltd respectively, and the transactions contemplated thereunder;

- (4) the equity transfer agreement dated 20 December 2010 entered into between the Company, Guohua Energy Investment Co Ltd and Beijing Jihua Industry Coal Co Ltd, pursuant to which the Company agreed to purchase 80.00% and 15.00% equity interest of Shaanxi Jihua Chaijiagou Mining Co Ltd from Guohua Energy Investment Co Ltd and Beijing Jihua Industry Coal Co Ltd respectively, and the transactions contemplated thereunder;
- (5) the equity transfer agreement dated 20 December 2010 entered into between the Company, Shenhua Group Corporation Limited, Guohua Energy Investment Co Ltd and China Shenhua Coal-to-liquid Chemical Co Ltd, pursuant to which the Company agreed to purchase 39.29%, 12.86% and 7.14% equity interest of Shenhua Finance Co Ltd from Shenhua Group Corporation Limited, Guohua Energy Investment Co Ltd and China Shenhua Coal-to-liquid Chemical Co Ltd respectively, and the transactions contemplated thereunder;
- (6) the equity transfer agreement dated 20 December 2010 entered into between the Company, Shenhua Group Corporation Limited and Shenhua International Trading Co Ltd, pursuant to which the Company agreed to purchase 98.71% and 1.29% equity interest of Shenhua Material Trading Co Ltd from Shenhua Group Corporation Limited and Shenhua International Trading Co Ltd respectively, and the transactions contemplated thereunder;
- (7) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 100.00% equity interest of Shenhua Tianhong Trading Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;
- (8) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 80.00% equity interest of Shenhua Hollysys Information Technology Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;
- (9) the equity transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to purchase 100.00% equity interest of Shenhua (Beijing) Remote Sensing Exploration Co Ltd from Shenhua Group Corporation Limited, and the transactions contemplated thereunder;
- (10) the assets transfer agreement dated 20 December 2010 entered into between the Company and Shenhua Group Baotou Mining Co Ltd pursuant with the Company agreed to purchase certain assets and their related liabilities (details of which are disclosed in the announcement of the Company dated 20 December 2010) from Shenhua Group Baotou Mining Co Ltd, and the transactions contemplated thereunder;

(11) the financial services agreement dated 20 December 2010 entered into between the Company and Shenhua Group Corporation Limited, pursuant to which the Company agreed to provide financial services to Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries) through Shenhua Finance Co Ltd, and the transactions contemplated thereunder and the following proposed caps:

(a) the following annual caps on amount of guarantee provided by Shenhua Finance Co Ltd to or for the benefit of Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries):

(i) RMB2,500,000,000 for the year ending 31 December 2011;

(ii) RMB2,500,000,000 for the year ending 31 December 2012;

(iii) RMB2,500,000,000 for the year ending 31 December 2013;

(b) the following annual caps on amount of bill acceptance and discount services provided by Shenhua Finance Co Ltd to Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries):

(i) RMB9,000,000,000 for the year ending 31 December 2011;

(ii) RMB12,000,000,000 for the year ending 31 December 2012;

(iii) RMB15,000,000,000 for the year ending 31 December 2013;

(c) the following caps on maximum daily balance (including interests accrued thereon) of deposits placed by Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries) with Shenhua Finance Co Ltd:

(i) RMB35,000,000,000 for the year ending 31 December 2011;

(ii) RMB40,000,000,000 for the year ending 31 December 2012;

(iii) RMB45,000,000,000 for the year ending 31 December 2013;

(d) the following caps on maximum balance of loans, consumer credit facilities, buyer's credit and financial leasing (including interests accrued thereon) at any one point of time provided by Shenhua Finance Co Ltd to Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries):

(i) RMB24,000,000,000 for the year ending 31 December 2011;

(ii) RMB28,000,000,000 for the year ending 31 December 2012;

- (iii) RMB28,000,000,000 for the year ending 31 December 2013;
- (e) the following caps on maximum balance of entrustment loan (including interests accrued thereon) at any one point of time between members of Shenhua Group Corporation Limited and its subsidiaries and associates (other than the Company and its subsidiaries) handled by Shenhua Finance Co Ltd:
 - (i) RMB80,000,000,000 for the year ending 31 December 2011;
 - (ii) RMB100,000,000,000 for the year ending 31 December 2012;
 - (iii) RMB100,000,000,000 for the year ending 31 December 2013;
- (f) the following caps on amount of interest payable by the Company and its subsidiaries to Shenhua Group Corporation Limited and its subsidiaries in respect of entrustment loans advanced by Shenhua Group Corporation Limited and its subsidiaries to the Company and its subsidiaries through Shenhua Finance Co Ltd:
 - (i) RMB70,000,000 for the year ending 31 December 2011;
 - (ii) RMB70,000,000 for the year ending 31 December 2012;
 - (iii) RMB70,000,000 for the year ending 31 December 2013;
- (12) A committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo, Mr. Ling Wen and Mr. Gong Huazhang, all being directors of the Company, is hereby approved and authorized to take required actions in connection with the above transactions, including but not limited to execute, supplement, amend and implement documents in relation to the above transactions, carry out procedures for the obtaining of government approvals, authorise and make disclosure pursuant to the listing rule requirements of venues in which the Company is listed, and proceed with all registration matters on change of ownership of relevant assets ownership at their absolute discretion.

AS SPECIAL RESOLUTIONS:

2. To consider and, if thought fit, to approve the amendments to the articles of association of the Company as set out in the announcement of the Company dated 20 December 2010 and a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being directors of the Company, is hereby authorized to make amendments to the proposed amendments of the articles of association of the Company deemed as necessary and appropriate in accordance with the amendment requirements made by the relevant regulatory authorities from time to time when reporting to the relevant regulatory authorities for approving the articles of association of the Company upon the passing of this resolution.

AS ORDINARY RESOLUTIONS:

3. To consider and, if thought fit, to approve the amendments to the rules of procedure of general meeting of the Company as set out in the announcement of the Company dated 20 December 2010 and a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being directors of the Company, is hereby authorized to make amendments to the proposed amendments of the rules of procedure of general meeting of the Company deemed as necessary and appropriate in accordance with the amendment requirements made by the relevant regulatory authorities from time to time when reporting to the relevant regulatory authorities for approving the rules of procedure of general meeting of the Company upon the passing of this resolution.

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

Beijing, 29 December 2010

Notes:

1. Eligibility for attending the extraordinary 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 Wednesday, 26 January 2011 are entitled to attend the extraordinary general meeting.

To qualify for attendance and vote at the extraordinary general meeting to be held on Friday, 25 February 2011, all transfers of H shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 25 January 2011.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the extraordinary 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 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 extraordinary 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 extraordinary general meeting

- (1) A shareholder or his proxy should produce proof of identity when attending the extraordinary 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 extraordinary general meeting should return the reply slip of such meeting to the Company on or before Friday, 4 February 2011.
- (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 of the Company will be closed from Wednesday, 26 January to Friday, 25 February 2011 (both dates inclusive).

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 extraordinary general 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 register of members will be closed from Wednesday, 26 January 2011 to Friday, 25 February 2011 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the extraordinary general meeting must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4:30 p.m. on Tuesday, 25 January 2011 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.
- (3) 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.
- (4) 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

- (5) 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

- (6) 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 the following: Dr. Zhang Xiwu, Dr. Zhang Yuzhuo and Dr. Ling Wen as executive directors, Mr. Han Jianguo, 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.