

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Shenhua Energy Company Limited, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Shenhua Energy Company Limited.

---



**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)**

**PROPOSED REAPPOINTMENT AND APPOINTMENT OF DIRECTORS  
AND  
PROPOSED APPOINTMENT OF SUPERVISORS**

---

A letter from the Board is set out on pages 3 to 17 of this Circular.

Notices convening the AGM and the H Shareholders' Class Meeting to be held at Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China on Friday, 18 June 2010 at 3:00 p.m. and 4:30 p.m., respectively, are set out on pages 18 to 31 of this circular.

Reply slips and forms of proxy for use at the said meetings are enclosed herewith. Shareholders who intend to attend the respective meetings shall complete and return the reply slip in accordance with the instructions printed thereon before Friday, 28 May 2010.

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

29 April 2010

|                          |
|--------------------------|
| <b>TABLE OF CONTENTS</b> |
|--------------------------|

|                                                                            | <i>Page</i> |
|----------------------------------------------------------------------------|-------------|
| <b>DEFINITIONS</b> .....                                                   | 1           |
| <b>LETTER FROM THE BOARD</b>                                               |             |
| 1 INTRODUCTION .....                                                       | 3           |
| 2 PROPOSED REAPPOINTMENT AND APPOINTMENT OF DIRECTORS. . . .               | 3           |
| 3 PROPOSED APPOINTMENT OF SUPERVISORS .....                                | 14          |
| 4 THE ANNUAL GENERAL MEETING .....                                         | 16          |
| 5 RECOMMENDATION .....                                                     | 17          |
| <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....                              | 18          |
| <b>NOTICE OF 2010 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES</b> . . . | 27          |

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                                 |                                                                                                                                                                                                                    |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “A Share(s)”                    | the domestic shares issued by the Company to domestic investors denominated in RMB and which are listed on the Shanghai Stock Exchange;                                                                            |
| “A Shareholder(s)”              | holders of A Share(s);                                                                                                                                                                                             |
| “AGM”                           | the annual general meeting of the Company to be held at Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People’s Republic of China on Friday, 18 June 2010 at 3:00 p.m.; |
| “Articles of Association”       | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;                                                                                                      |
| “Board”                         | the board of Directors;                                                                                                                                                                                            |
| “Company”                       | China Shenhua Energy Company Limited (中國神華能源股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Hong Kong Stock Exchange;               |
| “Company Law”                   | the Company Law of the People’s Republic of China;                                                                                                                                                                 |
| “Director(s)”                   | the director(s) of the Company;                                                                                                                                                                                    |
| “Group”                         | the Company and its subsidiaries;                                                                                                                                                                                  |
| “H Share(s)”                    | the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange;                                              |
| “H Shareholder(s)”              | holders of H Share(s);                                                                                                                                                                                             |
| “H Shareholders’ Class Meeting” | the class meeting of the H Shareholders to be held at Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People’s Republic of China on Friday, 18 June 2010 at 4:30 p.m.;   |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the People’s Republic of China;                                                                                                                                     |
| “Hong Kong Listing Rules”       | The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;                                                                                                                          |
| “Hong Kong Stock Exchange”      | The Stock Exchange of Hong Kong Limited;                                                                                                                                                                           |

## DEFINITIONS

|                           |                                                                                                                                                |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| “Latest Practicable Date” | 26 April 2010, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein; |
| “PRC”                     | the People’s Republic of China;                                                                                                                |
| “SFO”                     | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;                                          |
| “Share(s)”                | ordinary share(s) of RMB1.00 each in the share capital of the Company including A Share(s) and H Share(s);                                     |
| “Shareholder(s)”          | the shareholder(s) of the Company including A Shareholder(s) and H Shareholder(s);                                                             |
| “Shenhua Group Co”        | Shenhua Group Corporation Limited (神華集團有限責任公司), the controlling shareholder of the Company as defined under the Hong Kong Listing Rules;       |
| “Supervisor(s)”           | the supervisor(s) of the Company.                                                                                                              |

## LETTER FROM THE BOARD



# 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)

*Executive Directors:*

Zhang Xiwu  
Ling Wen

*Non-executive Directors:*

Zhang Yuzhuo  
Han Jianguo

*Independent Non-executive Directors:*

Huang Yicheng  
Anthony Francis Neoh  
Gong Huazhang

*Registered Address:*

Shenhua Tower  
22 Andingmen Xibinhe Road  
Dongcheng District  
Beijing, PRC

29 April 2010

*To the Shareholders*

Dear Sir or Madam,

## PROPOSED REAPPOINTMENT AND APPOINTMENT OF DIRECTORS AND PROPOSED APPOINTMENT OF SUPERVISORS

### INTRODUCTION

Reference is made to the announcement made by the Company on 29 April 2010 on the proposed reappointment and appointment of directors and proposed appointment of supervisors of the Company.

The purpose of this circular is to provide you with further information in relation to such proposed reappointments and appointments.

### PROPOSED REAPPOINTMENT AND APPOINTMENT OF DIRECTORS

Pursuant to the articles of association of the Company, the Companies Law and applicable laws and regulations of the People's Republic of China, Dr. Zhang Xiwu, Dr. Zhang Yuzhuo, Dr. Ling Wen, Mr. Han Jianguo, Mr. Gong Hua Zhang, Mr. Huang Yicheng and Mr. Anthony Francis Neoh will retire as directors of the Company upon conclusion of the AGM.

## LETTER FROM THE BOARD

Of the above retiring directors, Dr. Zhang Xiwu, Dr. Zhang Yuzhuo, Dr. Ling Wen, Mr. Han Jianguo and Mr. Gong Huazhang will stand for re-election as directors of the Company at the AGM, and Mr. Huang Yicheng and Mr. Anthony Francis Neoh will not stand for re-election at the AGM.

The Board has on 29 April 2010 resolved to propose that the following candidates be appointed as directors of the Company:

- (1) Mr. Liu Benren (“**Mr. Liu**”), as a non-executive director;
- (2) Mr. Xie Songlin (“**Mr. Xie**”), as a non-executive director;
- (3) Mr. Guo Peizhang (“**Mr. Guo**”), as an independent non-executive director; and
- (4) Ms. Fan Hsu Lai Tai (“**Ms. Fan**”), as an independent non-executive director.

The above proposed appointments of directors are subject to the approval of the shareholders of the Company by way of ordinary resolution(s) at the AGM.

### BACKGROUND OF THE DIRECTORS STANDING FOR RE-ELECTION

#### Zhang Xiwu

Dr. Zhang Xiwu (“**Dr. Zhang**”), aged 51, Chinese, is a researcher and has in-depth industry knowledge of, and has over 20 years of operational and management experience in the coal industry in China. He obtained a master’s degree and a PhD degree from Liaoning University of Engineering and Technology in 1997 and 2003 respectively.

Dr. Zhang Xiwu has served as the chairman and an executive director of the Company since 30 December 2008.

Dr. Zhang previously served as a non-executive director of the Company. He also held the positions of general manager and deputy general manager of Shenhua Group Co, chairman and general manager of Shenhua Shenfu Dongsheng Coal Company, chairman of Shenhua Dongsheng Coal Company, and manager of the Fine Coal Business Department of Shenhua Group Co. Prior to joining Shenhua Group Co in August 1995, Dr. Zhang was the deputy chief of the Bureau of Coal Industry of Jilin province, deputy general manager of the Northeast Inner Mongolia Coal Industry United Company, and department head and an assistant to chief of Inner Mongolia Dayan Mining Bureau.

As at the Latest Practicable Date, Dr. Zhang is the chairman of Shenhua Group Co and chairman of Beijing Guohua Power Co., Ltd.

Save as disclosed above, Dr. Zhang has not held any directorship in other listed companies in the past 3 years.

## LETTER FROM THE BOARD

Save as disclosed above, Dr. Zhang has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Dr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Dr. Zhang's appointment by the shareholders of the Company, Dr. Zhang will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Dr. Zhang will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Dr. Zhang's annual remuneration package will be determined at the general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Dr. Zhang's proposed appointment as an executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Zhang Yuzhuo**

As of the Latest Practicable Date, Dr. Zhang Yuzhuo is a non-executive director of the Company. Dr. Zhang Yuzhuo will stand for re-election as an executive director of the Company at the AGM.

Dr. Zhang Yuzhuo, aged 48, Chinese, graduated in 1982 from Shandong University of Science and Technology with a bachelor's degree, received a master's degree from China Coal Research Institute in 1985 and a PhD degree from the University of Science and Technology of Beijing in 1989. From 1992 to 1996, Dr. Zhang Yuzhuo conducted postdoctoral research and study of clean coal technology at the University of Southampton and Southern Illinois University at Carbondale. Dr. Zhang Yuzhuo is a researcher, and is experienced in management of research and development and has approximately 20 years of enterprise management experience in the coal industry in China.

Dr. Zhang Yuzhuo has served as a non-executive director of the Company since November 2004.

Prior to these positions, Dr. Zhang Yuzhuo was a vice general manager of Shenhua Group Co. Prior to joining Shenhua Group Co in December 2001, Dr. Zhang Yuzhuo served as the president of the China Coal Research Institute, chairman of China Coal Technology Corporation, chairman of Tiandi Science & Technology Co. Ltd. and deputy general manager of Shandong Yankuang Group Co. Ltd.

## LETTER FROM THE BOARD

As of the Latest Practicable Date, Dr. Zhang Yuzhuo is a director and a general manager of Shenhua Group Co, chairman of China Shenhua Coal Liquefaction Company Limited, the chairman of Shenhua International (Hong Kong) Company Limited and an executive director of Shenhua Hulunbeier Coal Processing Company Limited.

Save as disclosed above, Dr. Zhang Yuzhuo has not held any directorship in other listed companies in the past 3 years.

Save as disclosed above, Dr. Zhang Yuzhuo has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As of the Latest Practicable Date, Dr. Zhang Yuzhuo does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Dr. Zhang Yuzhuo's appointment by the shareholders of the Company, Dr. Zhang Yuzhuo will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Dr. Zhang Yuzhuo will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Dr. Zhang Yuzhuo's annual remuneration package will be determined at the general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Dr. Zhang Yuzhuo's proposed appointment as an executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Ling Wen**

Dr. Ling Wen ("**Dr. Ling**"), aged 47, Chinese, graduated from Shanghai Jiaotong University with a bachelor's degree in science in 1984, received a master's degree in system engineering from Harbin Institute of Technology in 1987 and received a PhD degree in management engineering in 1991. From 1992 to 1994, Dr. Ling conducted post-doctoral research in macroeconomics in the Department of Automation of Shanghai Jiaotong University. Dr. Ling has in-depth and extensive experience in financial institution and enterprise management.

Dr. Ling has served as an executive director of the Company since November 2004 and the president of the Company since August 2006. Dr. Ling Wen is a professor and mentor for doctoral students at Renmin University of China and China University of Mining and Technology.

## LETTER FROM THE BOARD

Dr. Ling had previously served as the executive vice president and chief financial officer of the Company and a vice general manager of Shenhua Group Co. Prior to joining Shenhua Group Co in December 2001, Dr. Ling served as the deputy general manager of the International Business Department of the Industrial and Commercial Bank of China, deputy general manager of Industrial and Commercial Bank of China (Asia) Limited and chairman of UB China Business Management Company Limited.

As of the Latest Practicable Date, Dr. Ling is the chairman of Shenhua Finance Co., Ltd.

Save as disclosed above, Dr. Ling has not held any directorship in other listed companies in the past 3 years.

Save as disclosed above, Dr. Ling has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As of the Latest Practicable Date, Dr. Ling does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Dr. Ling's appointment by the shareholders of the Company, Dr. Ling will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Dr. Ling will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Dr. Ling's annual remuneration package will be determined at the general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Dr. Ling's proposed appointment as an executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Han Jianguo**

Mr. Han Jianguo ("**Mr. Han**"), aged 52, Chinese, graduated from Fuxin College of Mining and Technology in Liaoning Province with a bachelor's degree in 1983 and received a master's degree from Tongji University in 1999. From 2004 to 2006, he studied at the EMBA Sino-European International Business School and obtained an MBA degree. He is a senior engineer and is experienced in the PRC coal industry, macroeconomics and enterprise management.

Mr. Han has served as a non-executive director of the Company since November 2004.

## LETTER FROM THE BOARD

Previously, Mr. Han served as chairman and general manager of Shenhua Coal Trading Company Limited. Prior to joining Shenhua Group Co in April 1998, Mr. Han also served as the secretary to the former vice minister of the State Development and Planning Commission.

As of the Latest Practicable Date, Mr. Han is the vice general manager of Shenhua Group Co.

Save as disclosed above, Mr. Han has not held any directorship in other listed companies in the past 3 years.

Save as disclosed above, Mr. Han has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As of the Latest Practicable Date, Mr. Han does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Han's appointment by the shareholders of the Company, Mr. Han will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Mr. Han will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Han's annual remuneration package will be determined at the general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Han's proposed appointment as a non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Gong Huazhang**

Mr. Gong Huazhang ("**Mr. Gong**"), aged 64, Chinese, graduated from Jiangsu Yangzhou Business School in 1965. He is a professor-level senior accountant and has over 40 years' experience in accounting.

Mr. Gong has been an independent non-executive director of the Company since June 2009, a director of China Yangtze Power Co., Ltd. since September 2002, an independent director of China Southern Airlines Co., Ltd. since June 2007, an independent director of China Railway Group Limited since September 2007, an independent director of Nanyang Commercial Bank (China) Limited since December 2007, and an external director of Dongfang Electric Corporation Limited since April 2009.

## LETTER FROM THE BOARD

Mr. Gong is also a member of the Accounting Standards Committee of the Ministry of Finance, a member of China Valuation Standards Committee, vice chairman of the Accounting Society of China and the special councilor of China Appraisal Society. He is a part-time professor at Tsinghua University, Nankai University, Xiamen University, Shanghai National Accounting Institute, Xiamen National Accounting Institute, and a professor of Beijing National Accounting Institute.

Previously, Mr. Gong served as a chief accountant of China National Petroleum Corporation, a director of PetroChina Company Limited from 1999 to 2008 and chairman of China Petroleum Finance Co., Ltd. from 1999 to 2009.

Previously, Mr. Gong worked as a chief accountant of China National Petroleum Corporation from August 2000 to April 2007, a director of PetroChina Company Limited from August 2000 to May 2008, and chairman of China Petroleum Finance Co., Ltd. from May 1999 to September 2009.

Save as disclosed above, Mr. Gong has not held any directorship in other listed companies in the past 3 years.

As at the Latest Practicable Date, Mr. Gong has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Gong does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Gong's appointment by the shareholders of the Company, Mr. Gong will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Mr. Gong will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Gong's annual remuneration package will be determined at the general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

The Company is of the view that Mr. Gong has satisfied the requirement of independence as set out in Rule 3.13 of the Hong Kong Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Gong's proposed appointment as an independent non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

## LETTER FROM THE BOARD

### BACKGROUND OF THE PROPOSED CANDIDATES

#### Liu Benren

Mr. Liu Benren, aged 67, Chinese, graduated from Wuhan Institute of Metallurgy in 1965 with a bachelor's degree in steel rolling, and obtained qualification from the Central Communist Party School in 1986. Mr. Liu is a professor-level senior engineer.

Mr. Liu has been a non-executive director of Fosun International Limited since June 2007.

Mr. Liu had been an external director of Prosperity Mineral Holdings Ltd. from April 2006 to April 2009; a non-executive director and chairman of China Metallurgical Group Corporation from August 2007 to March 2010; and a non-executive director and chairman of Metallurgical Corporation of China Ltd. from November 2008 to March 2010.

Mr. Liu had served as manager of Wuhan Hot Rolling Plant, vice chief engineer, director of production department and deputy general manager of Wuhan Iron and Steel, and general manager of Wuhan Iron and Steel (Group) Corporation, and the chairman of the board of directors of Wuhan Iron and Steel Co., Ltd.

As at the Latest Practicable Date, Mr. Liu is a director of Shenhua Group Co, a controlling shareholder of the Company. Save as disclosed herein, Mr. Liu has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

Save as disclosed above, Mr. Liu has not held any directorship in other listed companies in the past 3 years.

As at the Latest Practicable Date, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Liu's appointment by the shareholders of the Company, Mr. Liu will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Mr. Liu will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Liu's annual remuneration package will be determined by shareholders at a general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

## LETTER FROM THE BOARD

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Liu's proposed appointment as a non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Xie Songlin**

Mr. Xie Songlin, aged 68, Chinese, graduated from Shaanxi Industry University (now known as Xi'an Jiaotong University) in 1965 with a bachelor's degree and is a senior economist, senior accountant and engineer.

Mr. Xie has been an independent director of Datang International Power Generation Co., Ltd. since June 2005 and an external director of China Electronics Corporation Holdings Co., Ltd. since May 2006.

Mr. Xie had been a member of the 10th National Committee of Chinese People's Political Consultative Conference from 2003 to March 2008; a director of China Merchants Fund Management Co., Ltd. from 2003 to June 2007; a senior consultant of State Power Grid Corporation from 2003 to June 2009; and an independent director of Dongfang Electric Corporation Ltd. from 2003 to June 2009.

Mr. Xie had been deputy head of Electricity Department of Hunan Province, deputy head of Power Administration Bureau of Central China, deputy head of Auditing Bureau of Energy Ministry, director of Economic Moderation and State Asset Supervision Office of Ministry of Power, chief officer of Electricity Department, head of office of Ministry of Power, chief economist and supervisor of financial and economic department, chief accountant of State Power Corporation, and deputy general manager of State Grid Corporation of China.

As at the Latest Practicable Date, Mr. Xie is a director of Shenhua Group Co. Save as disclosed herein, Mr. Xie has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

Save as disclosed above, Mr. Xie has not held any directorship in other listed companies in the past 3 years.

As at the Latest Practicable Date, Mr. Xie does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Xie's appointment by the shareholders of the Company, Mr. Xie will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Mr. Xie will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

## LETTER FROM THE BOARD

Mr. Xie's annual remuneration package will be determined by shareholders at a general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Xie's proposed appointment as a non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Guo Peizhang**

Mr. Guo Peizhang, aged 60, Chinese, graduated from Renmin University of China in 1982 with a bachelor's degree. He is a senior economist and has extensive experience in macro economics and enterprise management.

Mr. Guo has been a discipline supervision leader of China Guodian Corporation since 2005, the chairman of the supervisory committee of GD Power Development Co., Ltd. since September 2009 and the chairman of China Guodian Material Corporation since 2007.

Mr. Guo served as deputy director of Department of Planning and Policies of State Economy Commission and Bureau of Economy, director of Division of Integrated Utilization under Department of Resource Conservation and Integrated Utilization of State Planning Commission, director of Division of Integrated Resource Utilization under the Department of Raw Materials and Integrated Resource Utilization of State Planning Commission, deputy supervisor of Planning Committee of Xinjiang Autonomous Region, assistant counsel of Department of Raw Materials and Integrated Resource Utilization of State Planning Commission, deputy director and director of Department of Regional Economic Development of State Planning Commission and director of Department of Regional Economy of National Development and Reform Commission.

Save as disclosed above, Mr. Guo has not held any directorship in other listed companies in the past 3 years.

As at the Latest Practicable Date, Mr. Guo has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Guo does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Guo's appointment by the shareholders of the Company, Mr. Guo will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Mr. Guo will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

## LETTER FROM THE BOARD

Mr. Guo's annual remuneration package will be determined by shareholders at a general meeting pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

The Company is of the view that Mr. Guo has satisfied the requirement of independence as set out in Rule 3.13 of the Hong Kong Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Guo's proposed appointment as an independent non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Fan Hsu Lai Tai**

Ms. Fan Hsu Lai Tai, aged 64, graduated from the University of Hong Kong with a bachelor's degree in 1967 and received a master's degree from the University of Hong Kong in 1973. She has served the president of the Legislative Council of the Hong Kong Special Administrative Region ("HKSAR") and has extensive experience in legislative and supervision affairs.

Ms. Fan has served as a member of the Standing Committee of the 11th National People's Congress of China since 2008 and as an independent non-executive director of Cosco Pacific Limited and China Overseas Land & Investment Ltd. since 2009.

Ms. Fan previously served as director of Career Centre of the University of Hong Kong, assistant dean of Hong Kong Polytechnic Institute, member of Preliminary Working Committee for Preparatory Committee for HKSAR, committee member of Preparatory Committee for HKSAR, president of the Legislative Council for HKSAR and deputy to the 9th and 10th National People's Congress of China.

Save as disclosed above, Ms. Fan has not held any directorship in other listed companies in the past 3 years.

As at the Latest Practicable Date, Ms. Fan has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Ms. Fan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Ms. Fan's appointment by the shareholders of the Company, Ms. Fan will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Ms. Fan will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

## LETTER FROM THE BOARD

Ms. Fan's annual remuneration package will be determined by shareholders at a general meeting of the Company pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, her duties and responsibilities.

The Company is of the view that Ms. Fan has satisfied the requirement of independence as set out in Rule 3.13 of the Hong Kong Listing Rules.

Save as disclosed above, the Board is not aware of any other matters in relation to Ms. Fan's proposed appointment as an independent non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### PROPOSED APPOINTMENT OF SUPERVISORS

Pursuant to the articles of association of the Company, the Companies Law and applicable laws and regulations of the People's Republic of China, Mr. Xu Zufa, Mr. Wu Gaoqian and Mr. Li Jianshe will retire as supervisors of the Company upon conclusion of the AGM and will not stand for re-election at the AGM.

The Supervisory Board has today resolved to propose that the following candidates be appointed as shareholders' representative supervisors of the Company:

- (1) Mr. Sun Wenjian ("**Mr. Sun**"); and
- (2) Mr. Tang Ning ("**Mr. Tang**").

The above proposed appointments of shareholders' representative supervisors are subject to the approval of the shareholders of the Company by way of ordinary resolution(s) at the AGM.

As of the Latest Practicable Date, Mr. Li Jianshe is an employees' representative supervisor of the Company and will retire upon conclusion of the AGM.

### BACKGROUND

#### Sun Wenjian

Mr. Sun Wenjian, aged 55, Chinese, graduated from Beijing Normal University with a master's degree in law in January 1985.

Mr. Sun held the position of supervisor of the 8th disciplinary and supervisory division of Central Commission for Discipline Inspection from December 2004 to December 2008 and has served as the leader of disciplinary team and union chairman of Shenhua Group Co since December 2008.

## LETTER FROM THE BOARD

Previously, Mr. Sun served as committee member of education division of Central Commission for Discipline Inspection, deputy director and director of training branch under education division of Central Commission for Discipline Inspection, deputy supervisor of education division of the Central Commission for Discipline Inspection, deputy supervisor of the 2nd disciplinary and supervisory division of Central Commission for Discipline Inspection, director-general level disciplinary and supervisory officer and deputy supervisor, and head of foreign affairs of supervisory department of Central Commission for Discipline Inspection.

Save as disclosed above, Mr. Sun has not held any directorship in other listed companies in the past 3 years.

Save as disclosed above, Mr. Sun has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Sun does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Sun's appointment by the shareholders of the Company, Mr. Sun will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Mr. Sun will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Sun's annual remuneration package will be determined by shareholders at a general meeting of the Company pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Sun's proposed appointment as a shareholders' representative supervisor of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **Tang Ning**

Mr. Tang Ning, aged 55, Chinese, graduated from the Party School of the Central Committee of CPC in 1998 with a degree in politics and law.

Mr. Tang has since August 2002 served as a director and general manager of Shenhua International (Hong Kong) Co., Ltd..

Previously, Mr. Tang served as director of the office to control the purchasing power of social entities under the Ministry of Finance, head of board office, deputy supervisor and office supervisor of Shenhua Group Co.

## LETTER FROM THE BOARD

Save as disclosed above, Mr. Tang has not held any directorship in other listed companies in the past 3 years.

Save as disclosed above, Mr. Tang has no relationship with any directors, senior management or substantial or controlling shareholder(s) of the Company.

As at the Latest Practicable Date, Mr. Tang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of Mr. Tang's appointment by the shareholders of the Company, Mr. Tang will enter into a service contract with the Company for a term of three years commencing from the date of appointment. Pursuant to the articles of association of the Company, Mr. Tang will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Tang's annual remuneration package will be determined by shareholders at a general meeting of the Company pursuant to the articles of association of the Company and with reference to recommendation of the remuneration committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Tang's proposed appointment as a shareholders' representative supervisor of the Company that need to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### THE ANNUAL GENERAL MEETING

An AGM will be held for the purpose of, inter alia, considering and approving:

- (1) by the Shareholders, and by way of ordinary resolution(s), the proposed reappointment and appointment of Directors as set out in this circular; and
- (2) by the Shareholders, and by way of ordinary resolution(s), the proposed appointment of Supervisors as set out in this circular.

Notices convening the AGM and the H Shareholders' Class Meeting to be held at Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China on Friday, 18 June 2010 at 3:00 p.m. and 4:30 p.m., respectively, are set out on pages 18 to 31 of this circular.

Reply slips and forms of proxy for use at the said meetings are enclosed herewith. Shareholders who intend to attend the respective meetings shall complete and return the reply slip in accordance with the instructions printed thereon before Friday, 28 May 2010.

## LETTER FROM THE BOARD

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors believe that the proposed reappointment and appointment of Directors and the proposed appointment of Supervisors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolution(s) in relation to such reappointments and appointments to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Huang Qing**  
*Secretary to the Board of Directors*

## NOTICE OF ANNUAL GENERAL MEETING

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.*



# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for 2009 (the "Annual 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 3:00 p.m. on Friday, 18 June 2010 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 2009.
2. To consider and, if thought fit, to approve the report of the board of supervisors of the Company for the year ended 31 December 2009.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2009.
4. To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2009: i.e. final dividend for the year ended 31 December 2009 in the amount of RMB0.53 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB10,541,000,000.
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 2009: i.e. aggregate remuneration of the executive directors is in the amount of RMB902,336.78; aggregate remuneration of the non-executive directors is in the amount of RMB1,612,500, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,612,500, the non-

## NOTICE OF ANNUAL GENERAL MEETING

executive directors (other than the independent non-executive directors) are remunerated by Shenhua Group Corporation Limited and are not remunerated by the Company in cash; remuneration of the supervisors is in the amount of RMB1,262,331.32.

6. To consider and, if thought fit, to approve the re-appointment of external auditors of the Company for 2010: i.e. re-appointment of KPMG Huazhen and KPMG as the PRC and international auditors respectively of the Company for 2010, the term of such re-appointment shall continue until the next annual general meeting, and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Zhang Yuzhuo and Mr. Ling Wen, all being directors of the Company, to determine their remuneration.
7. To consider and, if thought fit, to approve the revision of annual cap of continuing connected transactions carried out pursuant to the Transportation Service Framework Agreement dated 18 December 2009 entered into between the Company and Taiyuan Railway Bureau from RMB2,600,000,000 to RMB7,000,000,000 for the year ending 31 December 2010.
8. To consider and, if thought fit, to approve the revision of annual cap of continuing connected transactions carried out pursuant to the Mutual Coal Supply Agreement dated 23 March 2007 entered into between the Company and Shenhua Group Corporation Limited for the supply of coal by the Company and its subsidiaries (the "Group") to Shenhua Group Corporation Limited and its subsidiaries (excluding the Group) (the "Shenhua Group") from RMB2,732,720,000 to RMB4,500,000,000 for the year ending 31 December 2010.
9. To consider and, if thought fit, to approve the Mutual Coal Supply Agreement dated 12 March 2010 entered into between the Company and Shenhua Group Corporation Limited, the transactions contemplated thereunder and the following proposed annual caps:
  - (a) proposed annual caps of RMB6,600,000,000, RMB7,000,000,000 and RMB7,500,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for the supply of coal by the Group to the Shenhua Group; and
  - (b) proposed annual caps of RMB11,000,000,000, RMB13,000,000,000 and RMB16,000,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for the supply of coal by the Shenhua Group to the Group.

## NOTICE OF ANNUAL GENERAL MEETING

10. To consider and, if thought fit, to approve the Mutual Supplies and Services Agreement dated 12 March 2010 entered into between the Company and Shenhua Group Corporation Limited, the transactions contemplated thereunder and the following proposed annual caps:
  - (a) proposed annual caps of RMB4,600,000,000, RMB7,300,000,000 and RMB8,600,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for production supplies and ancillary services by the Group to the Shenhua Group; and
  - (b) proposed annual caps of RMB5,500,000,000, RMB6,000,000,000 and RMB6,600,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, for production supplies and ancillary services by the Shenhua Group to the Group.
11. To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and China Datang Corporation, the proposed annual caps thereto of RMB4,300,000,000, RMB4,600,000,000 and RMB4,900,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.
12. To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and Tianjin Jinneng Investment Company, the proposed annual caps thereto of RMB4,100,000,000, RMB4,400,000,000 and RMB4,800,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.
13. To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and Jiangsu Guoxin Asset Management Group Company Limited, the proposed annual caps thereto of RMB3,500,000,000, RMB3,800,000,000 and RMB4,100,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.
14. To consider and, if thought fit, to approve the Transportation Service Framework Agreement dated 12 March 2010 entered into between the Company and Taiyuan Railway Bureau, the proposed annual caps thereto of RMB8,100,000,000, RMB8,600,000,000 and RMB9,300,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.
15. To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 12 March 2010 entered into between the Company and Shaanxi Province Coal Transportation and Sales (Group) Co Ltd, the proposed annual caps thereto of RMB6,000,000,000, RMB6,400,000,000 and RMB7,100,000,000 for the three years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, and the transactions contemplated thereunder.

## NOTICE OF ANNUAL GENERAL MEETING

16. To consider and, if thought fit, to approve the appointment or re-appointment of the following candidates as directors of the second session of the board of directors of the Company:
- (1) to re-appoint Dr. Zhang Xiwu as an executive director of the Company;
  - (2) to re-appoint Dr. Zhang Yuzhuo as an executive director of the Company;
  - (3) to re-appoint Dr. Ling Wen as an executive director of the Company;
  - (4) to re-appoint Mr. Han Jianguo as a non-executive director of the Company;
  - (5) to appoint Mr. Liu Benrun as a non-executive director of the Company;
  - (6) to appoint Mr. Xie Songlin as a non-executive director of the Company;
  - (7) to re-appoint Mr. Gong Huazhang as an independent non-executive director of the Company;
  - (8) to appoint Mr. Guo Peizhang as an independent non-executive director of the Company;
  - (9) to appoint Ms. Fan Hsu Lai Tai as an independent non-executive director of the Company.
17. To consider and, if thought fit, to approve the appointment of the following candidates as shareholders' representative supervisors of the second session of the board of supervisors of the Company:
- (1) to appoint Mr. Sun Wenjian as a shareholders' representative supervisor of the Company;
  - (2) to appoint Mr. Tang Ning as a shareholders' representative supervisor of the Company.

### AS SPECIAL RESOLUTIONS:

18. To consider and, if thought fit, to:-
- (1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to allot, issue and deal with, either separately or concurrently, additional domestic shares (A shares) and overseas-listed foreign invested shares (H shares) not exceeding 20% of each of the number of domestic shares (A shares) and the number of overseas-listed foreign invested shares (H shares) in issue at the time of passing this resolution at annual general meeting. Pursuant to PRC laws and regulations, the Company will seek further approval from its shareholders in general meeting for each issuance of domestic shares (A shares) even where this general mandate is approved.

## NOTICE OF ANNUAL GENERAL MEETING

- (2) the board of directors be authorised to (including but not limited to the following):-
- (i) formulate and implement detailed issuance plan, including but not limited to the class of shares to be issued, pricing mechanism and/or issuance price (including price range), number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to issue shares to existing shareholders;
  - (ii) approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to underwriting agreement and engagement agreements of professional advisers;
  - (iii) approve and execute, on behalf of the Company, documents related to share issuance for submission to regulatory authorities, and to carry out approval procedures required by regulatory authorities and venues in which the Company is listed;
  - (iv) amend, as required by regulatory authorities within or outside China, agreements and statutory documents referred to in (ii) and (iii) above;
  - (v) engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance;
  - (vi) increase the registered capital of the Company after share issuance, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China.

The above general mandate will expire on the earlier of (“Relevant Period”):-

- (a) the conclusion of the annual general meeting of the Company for 2010;
- (b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2009; or
- (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting,

except where the board of directors has resolved to issue domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share issuance is to be continued or implemented after the Relevant Period.

## NOTICE OF ANNUAL GENERAL MEETING

19. To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):-
- (1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders' approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.
  - (2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders.
  - (3) the board of directors be authorised to (including but not limited to the following):-
    - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc;
    - (ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company;
    - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
    - (iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission;
    - (v) carry out cancellation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;
    - (vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.

## NOTICE OF ANNUAL GENERAL MEETING

The above general mandate will expire on the earlier of (“Relevant Period”):-

- (a) the conclusion of the annual general meeting of the Company for 2010;
- (b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2009, the first A shareholders’ class meeting in 2010 and the first H shareholders’ class meeting in 2010; or
- (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,

except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.

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

Beijing, 29 April 2010

*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 Wednesday, 19 May 2010 are entitled to attend the annual general meeting.

To qualify for attendance and vote at the annual general meeting to be held on Friday, 18 June 2010, 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, 18 May 2010.

**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 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.

## NOTICE OF ANNUAL GENERAL MEETING

- (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 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 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 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 annual general meeting should return the reply slip of such meeting to the Company on or before Friday, 28 May 2010.
- (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, 19 May 2010 to Friday, 18 June 2010 (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.

## NOTICE OF ANNUAL GENERAL MEETING

### 6. Miscellaneous

- (1) The annual 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, 19 May 2010 to Friday, 18 June 2010 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the annual general meeting and qualify for receiving the dividend distribution for 2009 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, 18 May 2010 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company. The dividend will be paid to the shareholders whose names appear on the register of members of the Company on Wednesday, 19 May 2010.
- (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 circular, the Board comprises Dr. Zhang Xiwu and Dr. Ling Wen, as executive Directors, Dr. Zhang Yuzhuo and Mr. Han Jianguo, as non-executive Directors, and Mr. Huang Yicheng, Mr. Anthony Francis Neoh and Mr. Gong Huazhang, as independent non-executive Directors.*

## NOTICE OF 2010 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.*



# 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 2010 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of H Shares (the "H Shareholders' Class 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 4:30 p.m. on Friday, 18 June 2010 for the purpose of considering and, if thought fit, passing the following resolutions:

#### **AS SPECIAL RESOLUTIONS:**

1. To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):-
  - (1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders' approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.

## NOTICE OF 2010 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

- (2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders.
- (3) the board of directors be authorised to (including but not limited to the following):-
  - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc;
  - (ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company;
  - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
  - (iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission;
  - (v) carry out cancelation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;
  - (vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.

The above general mandate will expire on the earlier of ("Relevant Period"):-

- (a) the conclusion of the annual general meeting of the Company for 2010;
- (b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2009, the first A shareholders' class meeting in 2010 and the first H shareholders' class meeting in 2010; or

## NOTICE OF 2010 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

- (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,

except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.

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

Beijing, 29 April 2010

*Notes:*

### 1. Eligibility for attending the H Shareholders' Class 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, 19 May 2010 are entitled to attend the H Shareholders' Class Meeting.

To qualify for attendance and vote at the H Shareholders' Class Meeting to be held on Friday, 18 June 2010, 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, 18 May 2010.

### 2. Proxy

- (1) Each shareholder entitled to attend and vote at the H Shareholders' Class 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 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 share share registrar of the Company is Computershare Hong Kong Investor Services Limited.

## NOTICE OF 2010 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

- (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 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 H Shareholders' Class Meeting should return the reply slip of such meeting to the Company on or before Friday, 28 May 2010.
- (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, 19 May 2010 to Friday, 18 June 2010 (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 H Shareholders' Class 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, 19 May 2010 to Friday, 18 June 2010 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the H Shareholders' Class 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, 18 May 2010 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company. Dividend will be paid to the shareholders whose names appear on the register of members of the Company on Wednesday, 19 May 2010.

## NOTICE OF 2010 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

(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 circular, the Board comprises Dr. Zhang Xiwu and Dr. Ling Wen, as executive Directors, Dr. Zhang Yuzhuo and Mr. Han Jianguo, as non-executive Directors, and Mr. Huang Yicheng, Mr. Anthony Francis Neoh and Mr. Gong Huazhang, as independent non-executive Directors.*