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中国神华能源股份有限公司
CHINA SHENHUA ENERGY COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01088)

**ANNOUNCEMENT MADE PURSUANT TO RULE 13.09
OF THE LISTING RULES**

The board of directors and all directors of China Shenhua Energy Company Limited guarantee that this announcement does not contain any false representations, misleading statements or material omissions and shall jointly and severally accept responsibility as to the truthfulness, accuracy and completeness of the content of this announcement.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The 34th meeting of the second session of the board of directors of China Shenhua Energy Company Limited (the "Company", or , together with its subsidiaries, the "Group"), with written notice served on 11 December 2012, was held at Shenhua Tower, 22 Anwai Xibinhe Road, Beijing on 21 December 2012. Nine out of nine eligible directors attended the meeting in person. The meeting was chaired by Zhang Xiwu, the chairman of the Company. All members of the supervisory committee attended the meeting as non-voting participants. The convening of the meeting was in compliance with relevant laws including the Company Law, administrative regulations and departmental rules and the Articles of Association of China Shenhua Energy Company Limited.

The meeting has passed the Resolution in relation to Define the Scope for the Fifth Capital Investment by 9 assenting votes, 0 dissenting vote and 0 abstained vote, approving that the proposed scope for acquisition for the fifth capital investment be the equity interests or assets in relation to the sector of the coal to olefins business of China Shenhua Coal Liquefaction and Chemical Co., Ltd., a wholly-owned subsidiary of Shenhua Group Corporation Limited ("Shenhua Group Co"), the controlling shareholder of the Company ("Proposed Acquisition"). The fifth capital investment commenced after the approval of the 26th meeting of the second session of the board of directors of the Company on 23 May 2012. Details of which are set out in the announcement dated 23 May 2012.

According to the status of the development, and after taking into account of the substantial size of the original proposed acquisition and the stability of the Company's cash flow position, the meeting resolved to define the scope for the Proposed Acquisition to be the equity interests or assets in relation to the sector of the coal to olefins business. Details of the Proposed Acquisition are as follows:

- (1) Scope:** equity interests or assets in relation to the sector of the coal to olefins business of China Shenhua Coal Liquefaction and Chemical Co., Ltd., a wholly-owned subsidiary of Shenhua Group Co;
- (2) Size:** it is preliminarily estimated that the equity of the Proposed Acquisition attributable to owners of the parent company as at 30 June 2012 is lower than 6% of the equity attributable to shareholders of the Company as recorded in the consolidated financial statements of the Group as at 30 June 2012; and the net profit of the Proposed Acquisition attributable to owners of the parent company for the first half of 2012 is lower than 3% of the net profit attributable to shareholders of the Company as recorded in the consolidated financial statements of the Group for the first half of 2012;
- (3) Nature:** the acquisition of certain assets from the controlling shareholder will constitute a connected transaction under the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and a connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, but will not constitute a substantial assets reorganisation under the Administrative Rules on Material Asset Reorganisation of Listed Companies of the China Securities Regulatory Commission;
- (4) Financing of the Acquisition:** the acquisition will be financed by the proceeds of the initial public offering of A shares of the Company and by the internal financial resources of the Company in case of any deficiency.

Given that the above acquisition is still in progress, there are uncertainties involved and the information disclosed herein may substantially differ from the final acquisition proposal. Investors should be aware of the investment risks in relation thereto. The Company will strictly comply with the requirements of the domestic and overseas securities regulations and the listing rules of the places where the shares of the Company are listed, make timely disclosure on the further development of the transaction and comply with the relevant approval procedures in accordance with the final acquisition proposal.

By order of the board of directors
China Shenhua Energy Company Limited
Huang Qing
Secretary to the Board of Directors

Beijing, 21 December 2012

As at the date of this announcement, the board of directors comprises the following: Dr. Zhang Xiwu, Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo as executive directors, Mr. Kong Dong and Mr. Chen Hongsheng as non-executive directors, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang as independent non-executive directors.