



**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)**

**VOTING RESULTS OF  
ANNUAL GENERAL MEETING FOR 2005 HELD ON 12 MAY 2006**

The Company is pleased to announce the poll results in respect of the Annual General Meeting (“AGM”) of the Company in respect of the year ended 31 December 2005 held at 9 a.m. on Friday, 12 May 2006 at The Atrium Room, 39th Floor, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong. The Chairman of the AGM demanded that voting be made by poll on all the proposed resolutions. All resolutions were approved by shareholders and the voting details are as follows:

<b>Ordinary Resolutions</b>	<b>Number of valid Votes (% of total valid votes cast)</b>	
	<b>For</b>	<b>Against</b>
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 2005.	16,385,481,986 (100.0000%)	1,000 (0.0000%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
2. To consider and, if thought fit, to approve the report of the supervisory board of the Company for the year ended 31 December 2005.	16,385,481,986 (100.0000%)	1,000 (0.0000%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2005.	16,385,321,986 (99.9990%)	161,000 (0.0010%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

<p>4. To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2005, namely: (1) the transfer of 10% of the combined net profits, calculated on the basis of the PRC accounting rules and regulations and "Accounting Regulations for Business Enterprises", to the statutory surplus reserve and the statutory public welfare fund respectively in accordance with the Articles of Association, in the aggregate amount of RMB2,897,971,788; (2) the Company's proposal for distribution of the final dividend of RMB0.125 per share (after tax) for 2005, in the aggregate amount of RMB2,261,202,557, and to authorise a committee comprising Messrs. Chen Biting, Wu Yuan and Ling Wen, all being directors of the Company, as appointed by the board of directors, to implement the aforesaid distribution.</p>	<p>16,458,620,986 (100.0000%)</p>	<p>2,000 (0.0000%)</p>
<p>As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.</p>		
<p>5. To consider and, if thought fit, to approve the remuneration of the directors and supervisors of the Company, which shall be apportioned on the following basis: the aggregate remuneration of all executive directors for 2005 shall be RMB2,271,501, comprising basic salaries, retirement scheme contributions, performance remuneration and various social security insurances; the aggregate remuneration of all independent non-executive directors for 2005 shall be RMB1,200,000; and the aggregate remuneration of all supervisors for 2005 shall be RMB1,397,307, comprising basic salaries; retirement scheme contributions, performance remuneration and various social security insurances; and to authorise the board of directors of the Company to determine the remuneration of each director and supervisor in 2005.</p>	<p>16,399,461,086 (99.9990%)</p>	<p>161,500 (0.0010%)</p>
<p>As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.</p>		

<p>6. To consider and, if thought fit, to approve: (1) the “Status List of the Initial Long-term Incentives Plan of China Shenhua Energy Company Limited”, the “Share Appreciation Rights Scheme of China Shenhua Energy Company Limited” (the “Share Appreciation Rights Scheme”), the “Implementation Rules on the First Granting of Share Appreciation Rights Scheme of China Shenhua Energy Company Limited” (the “First Granting Implementation Rules”) and the “Adjustment Proposal on the Exercise Price and Number of the Share Appreciation Rights of China Shenhua Energy Company Limited” (the “Adjustment Proposal”) ; (2) the authorisation of the remuneration committee under the board of directors of the Company to grant the Share Appreciation Rights to relevant members of the senior management of the Company in accordance with the First Granting Implementation Rules; (3) authorisation of the board of directors of the Company to formulate implementation rules for every grant of the Share Appreciation Rights in accordance with the Share Appreciation Rights Scheme; (4) authorisation of the remuneration committee under the board of directors of the Company to make corresponding adjustments in accordance with the rules and methods set out in the Share Appreciation Rights Scheme and the Adjustment Proposal in the event that adjustments on the exercise prices or number of the Share Appreciation Rights are necessary due to the changes in the total share capital or other reasons arising from the issue of new shares, capitalisation, or merger and demerger; and (5) authorisation of the board of directors of the Company to amend the Share Appreciation Rights Scheme, and to decide and formulate any matters relating to the Share Appreciation Rights Scheme within the scope applicable to the Share Appreciation Rights.</p>	<p>15,497,103,681 (94.8504%)</p>	<p>841,357,305 (5.1496%)</p>
<p>As more than 50% of the votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.</p>		
<p>7. To consider and, if thought fit, to approve the re-appointment of KPMG Huazhen and KPMG as the domestic and overseas auditors of the Company for 2006 respectively, and to authorize a committee comprising Messrs. Chen Biting, Wu Yuan and Ling Wen, all being directors of the Company, as appointed by the board of directors to determine their remunerations.</p>	<p>16,458,621,986 (100.0000%)</p>	<p>1,000 (0.0000%)</p>
<p>As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.</p>		

8. The annual caps for certain connected transactions be revised as described in the circular to the shareholders of the Company dated 31 March 2006 and that the board of directors of the Company be and are hereby authorised to take such actions as are necessary to implement this revision.	898,222,797 (100.0000%)	0 (0.0000%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
<b>Special Resolutions</b>	<b>Number of Valid Votes (% of total valid votes cast)</b>	
	<b>For</b>	<b>Against</b>
1. To consider and, if thought fit, to approve the amendments to the Articles of Association of the Company, and to authorise a committee comprising Messrs. Chen Biting, Wu Yuan and Ling Wen, all being directors of the Company, to conduct all necessary registrations, filings and other procedures in accordance with domestic and international laws, regulations, and the listing rules of the place of listing of the Company's shares.	16,721,828,154 (100.0000%)	2,500 (0.0000%)
As more than 2/3 of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.		
2. To consider and, if thought fit, to approve the authorisation of the board of directors of the Company to amend the "Rules Governing the Proceedings of Shareholders' Meetings of China Shenhua Energy Company Limited", the "Rules Governing the Proceedings of Directors' Meetings of China Shenhua Energy Company Limited" and the "Procedures for considering Connected Transactions of China Shenhua Energy Company Limited" in accordance with relevant laws, regulations, listing rules of the exchange on which the Company's shares are listed and the revised Articles of Association; and to authorise the Board of Supervisors of the Company to amend the "Rules Governing the Proceedings of the Board of Supervisors of China Shenhua Energy Company Limited" in accordance with relevant laws, regulations, listing rules of the exchange on which the Company's shares are listed and the revised Articles of Association.	16,110,418,184 (99.9509%)	7,918,000 (0.0491%)
As more than 2/3 of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.		

<p>3. To consider and, if thought fit, to approve a general mandate to the board of directors to issue, allot and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H Shares not exceeding 20% of the H Shares of the Company in issue, and to authorize the board of directors to make such corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.</p>	<p>15,489,462,658 (96.0947%)</p>	<p>629,489,176 (3.9053%)</p>
<p>As more than 2/3 of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.</p>		

The total number of shares of the Company entitling the holders to attend and vote for or against all Special Resolutions and all Ordinary Resolutions at the AGM, other than Ordinary Resolution No. 8, was 18,089,620,455. The total number of shares of the Company entitling the holders to attend and vote for or against Ordinary Resolution No. 8 was 3,398,582,500. As explained in the supplemental AGM notice and circular to shareholders, both dated 31 March 2006, Shenhua Group Corporation Limited was required to, and did, abstain from voting in relation to Ordinary Resolution 8. As at the date of the AGM, Shenhua Group Corporation Limited held 14,691,037,955 shares in the Company. Otherwise, there were no shares which entitle the shareholders of the Company to attend and vote only against any resolution at the AGM.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as the scrutineer in respect of the voting at the AGM.

By order of the board of directors  
**China Shenhua Energy Company Limited**  
**Chen Biting**  
*Chairman*

Hong Kong, 12 May 2006

*As at the date of this announcement, the Board comprises the following: Mr Chen Biting, Mr Wu Yuan and Dr Ling Wen as executive directors, Dr Zhang Xiwu, Dr Zhang Yuzhuo and Mr Han Jianguo as non-executive directors, and Mr Huang Yicheng, Mr Anthony Francis Neoh and Dr Chen Xiaoyue as independent non-executive directors.*

“Please also refer to the published version of this announcement in South China Morning Post”