

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**VOTING RESULTS OF 2013 ANNUAL GENERAL MEETING,
2014 FIRST CLASS MEETING OF THE HOLDERS OF A SHARES AND
2014 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES**

The annual general meeting for the year 2013, the 2014 first class meeting of the holders of A shares and the 2014 first class meeting of the holders of H shares of China Shenhua Energy Company Limited (“Company”) were held at Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People’s Republic of China at 9:00 a.m., 9:15 a.m. and 9:30 a.m., respectively, on Friday, 27 June 2014. The Board is pleased to announce that all the resolutions set forth in the notices of the AGM, the A Share Class Meeting and the H Share Class Meeting were duly passed.

The Company published the notices of the AGM, the A Share Class Meeting and the H Share Class Meeting on the website of The Stock Exchange of Hong Kong Limited on 11 May 2014 and in the China Securities Journal, the Shanghai Securities Journal, Securities Times, Securities Daily and on the website of the Shanghai Stock Exchange on 12 May 2014.

As at the date of the AGM, the A Share Class Meeting and the H Share Class Meeting, the number of issued shares of the Company is 19,889,620,455 shares, comprising of 3,398,582,500 H shares and 16,491,037,955 A shares.

THE AGM

The AGM was convened by the board of directors of the Company (“Board”) by way of physical meeting and Dr. Zhang Yuzhuo chaired the AGM. There was no rejection or amendment of resolutions at the AGM, and no new resolution was proposed at the AGM.

24 shareholders and authorized proxies, holding in aggregate 16,332,527,990 voting shares of the Company, were present at the AGM, representing 82.115835% of the total issued shares of the Company and comprising of 14,555,057,126 A shares and 1,777,470,864 H shares. The AGM was convened and held in compliance with laws and regulations and the articles of association of the Company.

The following resolutions were considered and approved and voting was made by poll at the AGM:

Ordinary Resolutions	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
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 2013.	16,332,224,490 (99.999663%)	0 (0.000000%)	55,000 (0.000337%)
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 board of supervisors of the Company for the year ended 31 December 2013	16,332,224,490 (99.999663%)	0 (0.000000%)	55,000 (0.000337%)
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 2013.	16,327,766,490 (99.999663%)	0 (0.000000%)	55,000 (0.000337%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4. To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2013: i.e. final dividend for the year ended 31 December 2013 in the amount of RMB0.91 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB18.10 billion, and to authorise a committee comprising of Dr. Zhang Yuzhuo and Dr. Ling Wen to implement the above mentioned profit distribution plan and to deal with matters in relation to tax with-holding as required by relevant laws, regulations and regulatory authorities.	16,332,527,990 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
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 2013: i.e. aggregate remuneration of the executive directors is in the amount of RMB3,160,374.36; aggregate remuneration of the non-executive directors is in the amount of RMB1,350,000, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,350,000, the non-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 RMB2,035,864.32.	16,331,393,990 (99.999663%)	0 (0.000000%)	55,000 (0.000337%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
6. To consider and, if thought fit, to approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the PRC and international auditors respectively of the Company and to authorise a committee comprising of Mr. Zhang Yuzhuo, Mr. Ling Wen and Mr. Gong Huazhang, all being directors of the Company, to determine their 2014 remuneration.	16,331,479,847 (99.993582%)	993,143 (0.006081%)	55,000 (0.000337%)
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>7. To consider and, if thought fit, to:-</p> <p>(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, 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 additional issuance of domestic shares (A shares) even where this general mandate is approved.</p> <p>(2) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) determine the class of shares to be issued, issuance price, time of issuance, period of issuance, number of shares to be issued, allottees and use of proceeds, and whether to issue shares to existing shareholders;</p> <p>(ii) 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;</p> <p>(iii) approve and execute documents related to share issuance for submission to regulatory authorities, and to carry out relevant approval procedures;</p> <p>(iv) after share issuance, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out relevant registrations and filings.</p>	<p>14,729,754,440 (90.188444%)</p>	<p>1,597,276,785 (9.779926%)</p>	<p>5,165,800 (0.031630%)</p>

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2014;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2013; or</p> <p>(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,</p> <p>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.</p>			
As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.			
<p>8. 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):-</p> <p>(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</p>	<p>16,331,368,490 (99.999507%)</p>	<p>80,500 (0.000493%)</p>	<p>0 (0.000000%)</p>

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>shareholders' approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.</p> <p>(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.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) determine time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc;</p> <p>(ii) notify creditors and issue announcements;</p> <p>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval procedures and to carry out filings with the China Securities Regulatory Commission;</p> <p>(v) carry out cancellation procedures for repurchased shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, carry out modification Registrations, and to deal with any other documents and matters related to share repurchase.</p> <p>The above general mandate will expire on the earlier of ("Relevant Period"):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2014;</p>			

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2013, the first A shareholders' class meeting in 2014 and the first H shareholders' class meeting in 2014; or</p> <p>(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,</p> <p>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.</p>			
As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.			
<p>9. To consider and, if thought fit, to approve the following mandate and authorise the board of directors of the Company to carry out the following:-</p> <p>(1) To determine the proposed issue of debt financing instruments of the Company within the limit of issuance, including but not limited to short-term debentures, medium-term notes, super short-term commercial papers, corporate bonds and enterprise bonds in domestic market as well as Renminbi denominated bonds and foreign currency denominated bonds, etc. in overseas market (excluding convertible bonds that may be converted into equity securities).</p> <p>(2) To determine and finalise, based on the Company's needs and market conditions, the specific terms and conditions of and all relevant matters in connection with</p>	<p>15,352,884,876 (94.004960%)</p>	<p>979,054,649 (5.994703%)</p>	<p>55,000 (0.000337%)</p>

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>the proposed issue of debt financing instruments, including but not limited to type, principal, interest rate, term, issuance timing, targets and use of proceeds of such debt financing instruments to be issued within the aforesaid limit and the production, execution and disclosure of all necessary documents.</p> <p>(3) To satisfy the following criteria for any corporate bonds to be issued through a domestic exchange: the principal shall not exceed RMB50 billion; the term shall not exceed 10 years; and such corporate bonds may be issued to the Company’s shareholders by way of placing, arrangement details of which (availability of placing, placing ratio, etc.) shall be determined by the board of directors according to market conditions and the terms and conditions of the proposed issue.</p> <p>(4) To delegate the mandate to Dr. Ling Wen, the executive director of the Company, and Ms. Zhang Kehui, the chief financial officer, within the scope of this mandate for determining other matters related to such issuance and implementing specific measures upon determining the type, principal, term and use of proceeds of each issuance of the debt financing instruments by the board of directors of the Company.</p> <p>(5) After this resolution is approved by shareholders at the general meeting, it will remain effective from 14 September 2014 to 13 September 2016.</p>			
As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.			

The total number of shares of the Company entitling the holders to attend and vote for or against all resolutions at the AGM was 19,889,620,455. There were no shares which entitle the shareholders of the Company to attend and vote only against any resolution at the AGM.

The independent non-executive directors Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang submitted the “Work Report of the Independent Directors of the Company for the year 2013” at the AGM.

THE A SHARE CLASS MEETING

The A Share Class Meeting was convened by the Board by way of physical meeting and Dr. Zhang Yuzhuo chaired the A Share Class Meeting. There was no rejection or amendment of resolutions at the A Share Class Meeting, and there was no new resolution proposed at the A Share Class Meeting.

22 shareholders and authorized proxies, holding in aggregate 14,554,680,314 voting A shares of the Company, were present at the A Share Class Meeting, representing 88.258121% of the total issued A shares of the Company. The A Share Class Meeting was convened and held in compliance with laws and regulations and the articles of association of the Company.

The following resolution was considered and approved and voting was made by poll at the A Share Class Meeting:

Special Resolution	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>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):-</p> <p>(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.</p> <p>(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)</p>	<p>14,554,680,314 (100.000000%)</p>	<p>0 (0.000000%)</p>	<p>0 (0.000000%)</p>

Special Resolution	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>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.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) determine time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc;</p> <p>(ii) notify creditors and issue announcements;</p> <p>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval procedures and to carry out filings with the China Securities Regulatory Commission;</p> <p>(v) carry out cancellation procedures for repurchased shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, carry out modification Registrations, and to deal with any other documents and matters related to share repurchase.</p> <p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2014;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2013, the first A shareholders’ class meeting in 2014 and the first H shareholders’ class meeting in 2014; or</p> <p>(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</p>			

Special Resolution	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,</p> <p>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.</p>			
<p>As more than two-thirds 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 A shares of the Company entitling the holders to attend and vote for or against the resolution at the A Share Class Meeting was 16,491,037,955. There were no shares which entitle the shareholders to attend and vote only against any resolution at the A Share Class Meeting. There were no shares entitling the holders to attend and abstain from voting in favour of any resolution as set out in Rule 13.40 of the Hong Kong Listing Rules at the A Share Class Meeting. Further, no shareholder of the Company was required under the Hong Kong Listing Rules to abstain from voting at the A Share Class Meeting.

THE H SHARE CLASS MEETING

The H Share Class Meeting was convened by the Board by way of physical meeting and Dr. Zhang Yuzhuo chaired the H Share Class Meeting. There was no rejection or amendment of resolutions at the H Share Class Meeting, and there was no new resolution proposed at the H Share Class Meeting.

2 shareholder and authorized proxy, holding in aggregate 1,777,948,790 voting H shares of the Company, was present at the H Share Class Meeting, representing 52.314422% of the total issued H shares of the Company. The H Share Class Meeting was convened and held in compliance with laws and regulations and the articles of association of the Company.

The following resolution was considered and approved and voting was made by poll at the H Share Class Meeting:

Special Resolution	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>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):-</p> <p>(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.</p> <p>(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.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) determine time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc;</p> <p>(ii) notify creditors and issue announcements;</p>	<p>1,777,868,790 (99.995500%)</p>	<p>80,000 (0.004500%)</p>	<p>0 (0.000000%)</p>

Special Resolution	Number of Valid Votes (percentage of total valid votes cast)		
	For	Against	Abstain
<p>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval procedures and to carry out filings with the China Securities Regulatory Commission;</p> <p>(v) carry out cancelation procedures for repurchased shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, carry out modification Registrations, and to deal with any other documents and matters related to share repurchase.</p> <p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2014;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2013, the first A shareholders’ class meeting in 2014 and the first H shareholders’ class meeting in 2014; or</p> <p>(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,</p> <p>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.</p>			
<p>As more than two-thirds 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 H shares of the Company entitling the holders to attend and vote for or against the resolution at the H Share Class Meeting was 3,398,582,500. There were no H shares which entitle the shareholders to attend and vote only against any resolution at the H Share Class Meeting. There were no shares entitling the holders to attend and abstain from voting in favour of any resolution as set out in Rule 13.40 of the Hong Kong Listing Rules at the H Share Class Meeting. Further, no shareholder of the Company was required under the Hong Kong Listing Rules to abstain from voting at the H Share Class Meeting.

In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the representative from Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as one of the scrutineers in respect of the voting at the AGM, the A Share Class Meeting and the H Share Class Meeting.

FURTHER INFORMATION ON THE PAYMENT OF FINAL DIVIDEND

The resolution relating to payment of a final dividend of RMB0.91 per share (inclusive of tax) for the year ended 31 December 2013 to the shareholders whose names appear on the registers of members of the Company on Friday, 11 July 2014 was approved at the AGM. The final dividend of RMB0.91 (equivalent to HK\$1.146096) per share (inclusive of tax) payable to the Company's shareholders of H shares will be paid in Hong Kong dollars, with the Hong Kong dollar to RMB exchange rate being the average benchmark rate published by the Bank of China for the period of five working days immediately prior to the date of declaration of dividend. The applicable exchange rate for the purpose of the payment of the final dividend is therefore HK\$100 = RMB79.4. Accordingly, the final dividend of HK\$1.146096 per H share (inclusive of tax) of the Company is expected to be paid to shareholders of H shares of the Company on or about 8 August 2014. As specified in the relevant resolution, the Company will comply with the tax withholding obligations under the relevant laws, regulations and regulatory authorities.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Share Class Meeting”	the 2014 first class meeting of the holders of A shares of the Company
“AGM”	the annual general meeting for the year 2013 of the Company
“Board”	the board of directors of the Company
“Company”	China Shenhua Energy Company Limited (中國神華能源股份有限公司), a joint stock limited company incorporated under the laws of the PRC and the H shares of which are listed and traded on The Stock Exchange of Hong Kong Limited

“H Share Class Meeting”	the 2014 first class meeting of the holders of H shares of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the People’s Republic of China

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

Beijing, 27 June 2014

As at the date hereof, the Board comprises 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.