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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)

**PROPOSED APPOINTMENT OF DIRECTORS
AND
SUPERVISORS**

A letter from the Board is set out on pages 3 to 16 of this circular.

Notice convening the EGM to be held at 9:30 a.m. on Friday, 22 August 2014 at Conference Hall, 1st Floor, Tower B, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China is set out on pages 17 to 20 of this circular.

Reply slip and form of proxy for use at the EGM are enclosed herewith. Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Friday, 1 August 2014.

Shareholders who intend to appoint a proxy to attend the EGM 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 EGM 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.

6 July 2014

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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);
“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;
“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);
“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;
“PRC”	the People’s Republic of China;
“Securities and Futures Ordinance”	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);

DEFINITIONS

“Shareholder(s)”	the shareholder(s) of the Company including A Shareholder(s) and H Shareholder(s);
“Shenhua Group Corporation”	Shenhua Group Corporation Limited;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Board”	the board of Supervisors.

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: 01088)

Executive Directors:

Zhang Yuzhuo
Ling Wen
Han Jianguo

Registered Address:

Shenhua Tower
22 Andingmen Xibinhe Road
Dongcheng District
Beijing, PRC

Non-executive Directors:

Kong Dong
Chen Hongsheng

Independent Non-executive Directors:

Fan Hsu Lai Tai
Gong Huazhang
Guo Peizhang

6 July 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTORS
AND
SUPERVISORS**

INTRODUCTION

Reference is made to the announcement made by the Company on 27 June 2014 on the proposed appointment of directors and supervisors of the Company. The purpose of this circular is to provide you with further information in relation to the proposed appointment of directors and supervisors.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF DIRECTORS

Pursuant to the Articles of Association of the Company, Company Law and applicable laws and regulations of the PRC, the Board proposes the appointments of current executive directors Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo as executive directors of the third session of the Board, a current non-executive director Mr. Chen Hongsheng as a non-executive director of the third session of the Board, and current independent non-executives directors Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang as independent non-executive directors of the third session of the Board. A current non-executive director Mr. Kong Dong will not serve as a director of the third session of the Board.

The Board also proposes the appointments of Mr. Wang Xiaolin as an executive director of the third session of the Board, and Mr. Wu Ruosi as a non-executive director of the third session of the Board.

The above proposed appointments of directors are subject to the approval of the Shareholders of the Company by way of ordinary resolution(s) at an extraordinary general meeting.

PROPOSED APPOINTMENT OF SUPERVISORS

Pursuant to the Articles of Association of the Company, Company Law and applicable laws and regulations of the PRC, the Supervisory Board proposes the appointments of Mr. Zhai Richeng as a shareholders' representative supervisor of the third session of the Supervisory Board, and a current supervisor Mr. Tang Ning as a shareholders' representative supervisor of the third session of the Supervisory Board. A current supervisor Mr. Sun Wenjian will not serve as a supervisor of the third session of the Supervisory Board.

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 an extraordinary general meeting.

BACKGROUND OF CANDIDATES FOR DIRECTORSHIP AND SUPERVISORSHIP

Dr. Zhang Yuzhuo

Zhang Yuzhuo, male, Chinese, born in January 1962. He is a researcher, a fellow of Chinese Academy of Engineering, and is experienced in enterprise management and has rich experience in enterprise management of the coal industry in China. He 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 Ph.D. degree from the University of Science and Technology of Beijing in 1989. From 1992 to 1996, Dr. Zhang conducted postdoctoral studies and research in clean coal technology at the University of Southampton in the UK and Southern Illinois University in the USA.

Dr. Zhang has served as the chairman of the second session of the board of directors of the Company since June 2014 and an executive director of the second session of the board of directors of the Company since June 2010.

LETTER FROM THE BOARD

Dr. Zhang has served as the chairman of the board of directors of Shenhua Group Corporation since May 2014, and a director of Shenhua Group Corporation since December 2008.

Dr. Zhang was the chairman of China Shenhua Coal to Liquid and Chemical Co., Ltd. from 2002 to 2010, a non-executive director of the second session of the board of directors of the Company from 2004 to 2010, the chairman of Shenhua International (Hong Kong) Company Limited from 2005 to 2010, general manager of Shenhua Group Corporation from 2008 to 2014, and the vice chairman of the board of director of the Company from 2011 to 2014.

Previously, Dr. Zhang was a non-executive director of the first session of the board of directors of the Company, deputy general manager of Shenhua Group Corporation, 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.

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

Save as disclosed above, Dr. Zhang has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, 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.

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 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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

Dr. Ling Wen

Ling Wen, male, Chinese, born in February 1963. He has in-depth and extensive experience in financial institution and enterprise management. Dr. Ling graduated from Shanghai Jiao Tong University with a bachelor's degree in science in 1984, received a master's degree in systems engineering from Harbin Institute of Technology in 1987 and received a Ph.D. degree in management engineering in 1991. From 1992 to 1994, Dr. Ling conducted postdoctoral research in macroeconomics in the Department of Automation of Shanghai Jiao Tong University.

LETTER FROM THE BOARD

Dr. Ling has served as the vice chairman of the second session of the board of directors of the Company since June 2014, an executive director of the second session of the board of directors of the Company since June 2010, and the chairman of the board of directors of Shenhua Finance Company. In addition, Dr. Ling is a professor and mentor for doctoral students at Renmin University of China and China University of Mining and Technology.

Dr. Ling has served as the general manager of Shenhua Group Corporation since May 2014, and a director of Shenhua Group Corporation since April 2010.

Dr. Ling was the president of the Company from 2006 to 2014, and deputy general manager of Shenhua Group Corporation from 2010 to 2014.

Previously, Dr. Ling was an executive director of the first session of the board of directors of the Company, the executive vice president and chief financial officer of the Company, 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.

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

Save as disclosed above, Dr. Ling has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, 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.

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 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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

LETTER FROM THE BOARD

Mr. Han Jianguo

Han Jianguo, male, Chinese, born in April 1958. Mr. Han is a researcher and is experienced in the PRC coal industry, macroeconomics and enterprise management. He 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. In 2006, he obtained an MBA degree at the China Europe International Business School.

Mr. Han has served as an executive director and senior vice president of the Company since May 2011 and the president of the Company since June 2014.

Mr. Han is also the vice general manager of Shenhua Group Corporation since August 2003 and chief information officer of Shenhua Group Corporation since March 2009.

Mr. Han was a non-executive director of the Company from 2004 to 2011, and senior vice president of the Company from 2011 to 2014.

Previously, Mr. Han was the chairman and general manager of Shenhua Coal Trading Company Limited, and the secretary to the vice minister of the former State Development and Planning Commission.

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

Save as disclosed above, Mr. Han has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, 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.

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 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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

LETTER FROM THE BOARD

Mr. Wang Xiaolin

Wang Xiaolin, male, Chinese, born in October, 1963. Mr. Wang is a senior engineer. He has extensive knowledge about China's coal industry. Mr. Wang graduated from China University of Mining and Technology in 1983 with a bachelor's degree.

Mr. Wang has served as a senior vice president of the Company since May 2011.

Mr. Wang has served as the secretary to the board of directors of Shenhua Group Corporation Limited since December 2005 and a deputy general manager since August 2006.

Previously, Mr. Wang served as an assistant to the general manager and director of the General Dispatching Office of Shenhua Group Corporation, vice chairman and general manager of Shenhua Huanghua Harbour Administration Company Limited, and manager and deputy manager of the Planning Department of Shenhua Group Corporation.

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

Save as disclosed above, Mr. Wang has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Wang appointment by the shareholders of the Company, Mr. Wang 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. Wang will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Wang'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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

Ms. Fan Tsu Lai Tai

Fan Tsu Lai Tai, female, Chinese, born in September 1945. Ms. Fan has extensive experience in legislative and supervision affairs. She received a bachelor's degree in 1967 and a master's degree in 1973 from the University of Hong Kong respectively.

Ms. Fan has served as an independent non-executive director of the second session of the board of directors of the Company since June 2010.

LETTER FROM THE BOARD

Ms. Fan has served as an independent non-executive director of Cosco Pacific Limited since January 2009, of China Overseas Land & Investment Ltd since February 2009, and of China COSCO Holdings Company Limited since May 2011. Ms. Fan is also a member of the Standing Committee of the 12th National People's Congress of China since March 2013.

Previously, Ms. Fan was deputy to the ninth and tenth National People's Congress of China and member of the Standing Committee of the 11th National People's Congress. Ms. Fan was a member of Preliminary Working Committee for Preparatory Committee for Hong Kong Special Administrative Region, committee member of Preparatory Committee for Hong Kong Special Administrative Region, president of the Legislative Council of the Hong Kong Special Administrative Region. She served also as director of Career Centre of the University of Hong Kong and assistant dean of Hong Kong Polytechnic Institute.

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

Save as disclosed above, Ms. Fan has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, 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.

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.

Ms. Fan'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, 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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

Mr. Gong Huazhang

Gong Huazhang, Chinese, male, born in February 1946. Mr. Gong 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 served as an independent non-executive director of the second session of the Company since June 2010.

LETTER FROM THE BOARD

Mr. Gong is an independent non-executive director of Nanyang Commercial Bank (China) Limited since December 2007. Mr. Gong has served as an external director of Dongfang Electric Corporation Limited since April 2009 and of COFCO Corporation since April 2011. Mr. Gong is also a member of China Valuation Standards Committee, a special councilor of China Valuation Society, a consultant of the Accounting Society of China, a consultant of the Pricing Association of China, a part-time professor at Tsinghua University, Nankai University, Xiamen University, Shanghai National Accounting Institute, Xiamen National Accounting Institute, and China University of Petroleum (Beijing), and a professor of Beijing National Accounting Institute.

Mr. Gong was an independent non-executive director of the first session of the board of directors of the Company from 2009 to 2010, an independent non-executive director of China Southern Airlines Company Limited from 2007 to 2013 and an independent non-executive director of China Railway Group Limited from 2007 to 2014.

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

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

Save as disclosed above, Mr. Gong has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, 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.

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 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. Gong has satisfied the requirement of independence as set out in Rule 3.13 and requirement in Rule 3.10(2) of the Hong Kong Listing Rules.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

LETTER FROM THE BOARD

Mr. Guo Peizhang

Guo Peizhang, male, Chinese, born in August 1949. Mr. Guo is a senior economist and has extensive experience in macroeconomics and enterprise management. He graduated from Renmin University of China in 1982 with a bachelor's degree.

Mr. Guo has served as an independent non-executive director of the second session of the board of directors of the Company since June 2010.

Mr. Guo has severed as an external director of Dong Fang Electric Corporation since December 2010, an independent non-executive director of China Railroad Group Limited since June 2014, and a deputy director of the Expert Committee of China Guodian Corporation since 2010.

Mr. Guo was the chairman of the supervisory committee of Guodian Power Development Co., Ltd. from 2009 to 2010. Mr. Guo was the party member and the head of disciplinary inspection panel of China Guodian Corporation from 2005 to 2010.

Previously, Mr. Guo was the deputy director, director of Department of Regional Economic Development of State Development and Planning Commission, and the deputy supervisor of Planning Committee of Xinjiang Autonomous Region.

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

Save as disclosed above, Mr. Guo has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, 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.

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.

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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

LETTER FROM THE BOARD

Mr. Chen Hongsheng

Chen Hongsheng, male, Chinese, born in March 1950. Mr. Chen is a senior economist with rich experience in the production, operation and management of shipping. He graduated from Sichuan International Studies University in 1975 and Capital University of Economics and Business in 2001, with a postgraduate diploma in business administration.

Mr. Chen has served as a non-executive director of the second session of the board of directors of the Company since May 2012.

Mr. Chen has served as an external director of Shenhua Group Corporation since February 2012.

Mr. Chen has served as an external director of Sinotrans & CSC Holdings Corporation Limited since December 2011 and of State Development and Investment Corp. of the PRC since April 2012.

Mr. Chen was a director, chairman of the board of directors and non-executive director of COSCO Pacific Limited from 2003 to 2010 and non-executive director of China COSCO Holdings Company Limited from 2009 to 2010.

Mr. Chen's previous positions included the chairman of COSCO Shipping Co., Ltd, an executive director and the general manager of China COSCO Holdings Company Limited, a vice president of China Ocean Shipping (Group) Company, the chairman of COSCO Shipping Co., Ltd., the general manager of COSCO Beijing International Freight Forwarding Company, and the general manager of Shipping Department of China Ocean Shipping Agency Co., Ltd..

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

Save as disclosed above, Mr. Chen has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Chen does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Chen's appointment by the shareholders of the Company, Mr. Chen 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. Chen will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Chen'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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

LETTER FROM THE BOARD

Mr. Wu Ruosi

Wu Ruosi, male, Chinese, born in April 1950. Mr. Wu is a professor level senior engineer and is experienced in power industry management. He graduated from Tianjin University in 1976.

Mr. Wu has served as an external director of Shenhua Group Corporation since February 2012.

Mr. Wu has served as independent non-executive director of China First Heavy Industries since December 2011.

Mr. Wu was the deputy general manager of China Huaneng Group from 2005 to 2010.

Previously, Mr. Wu served as the vice chairman, the chairman of Inner Mongolia Power (Group) Corporation Limited, the general manager of Inner Mongolia Power Investment Corporation Limited, and the chief economist, a deputy general manager of China Huaneng Group.

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

Save as disclosed above, Mr. Wu has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Wu's appointment by the shareholders of the Company, Mr. Wu 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. Wu will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Wu'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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

Mr. Zhai Richeng

Zhai Richeng, male, Chinese, born in July 1964. He is a senior accountant. Mr. Zhai received a bachelor and a master degree from China University of Mining and Technology in 1987 and 2003 respectively.

Mr. Zhai has served as the general manager of financial department of Shenhua Group (ranked as the assistant to general manager of Shenhua Group).

LETTER FROM THE BOARD

Mr. Zhai served as the general manager of financial department of Shenhua Group from 2004 to 2011.

Previously, Mr. Zhai served as a deputy manager of financial department of Shenhua Group, a director of financial division and the chief accountant of Shenhua Zhungeer Coal Company.

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

Save as disclosed above, Mr. Zhai has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Zhai does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Zhai's appointment by the shareholders of the Company, Mr. Zhai 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. Zhai will be elected and appointed at general meeting of the Company and may be re-elected at general meeting of the Company.

Mr. Zhai'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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

Mr. Tang Ning

Tang Ning, male, Chinese, born in April 1955. Mr. Tang graduated from the Party School of the Central Committee of CPC in 1998.

Mr. Tang has served as a supervisor of the second session of the Supervisory Committee of the Company since June 2010.

Mr. Tang has served as the general manager of the delegated Supervisory Committee of Shenhua Group Corporation since June 2013.

Mr. Tang had served as the deputy director of Property Ownership Administration of Shenhua Group Corporation from 2010 to 2011 and the managing director of the first division of the delegated Supervisory Committee of Shenhua Group Corporation from 2011 to 2013.

Previously, Mr. Tang was a director and general manager of Shenhua International (Hong Kong) Co., Ltd., head of board office, deputy supervisor and office supervisor of Shenhua Group Corporation.

LETTER FROM THE BOARD

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

Save as disclosed above, Mr. Tang has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, 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.

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 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 for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to attention of shareholders.

THE EXTRAORDINARY GENERAL MEETING

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

- (1) by the Shareholders, and by way of ordinary resolution(s), the appointment of executive directors and non-executive directors of the third session of the board of directors of the Company;
- (2) by the Shareholders, and by way of ordinary resolution(s), the appointment of independent non-executive directors of the third session of the board of directors of the Company; and
- (3) by the Shareholders, and by way of ordinary resolution(s), the appointment of shareholder representative supervisors of the third session of the board of supervisors of the Company.

Notice convening the EGM to be held at 9:30 a.m. on Friday, 22 August 2014 at Conference Hall, 1st Floor, Tower B, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the PRC is set out on pages 17 to 20 of this circular.

Reply slip and form of proxy for use at the EGM are enclosed herewith. Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Friday, 1 August 2014.

LETTER FROM THE BOARD

Shareholders who intend to appoint a proxy to attend the EGM 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 EGM 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 EGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

RECOMMENDATION

The Directors believe that the proposed appointment of directors and 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 the appointments of directors and supervisors to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2014 (the "Extraordinary General Meeting") of China Shenhua Energy Company Limited (the "Company") will be held at Conference Hall, 1st Floor, Tower B, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China at 9:30 a.m. on Friday, 22 August 2014 for the purpose of considering, individually in succession, by cumulative voting, passing the following resolutions:

AS ORDINARY RESOLUTIONS:

1. To consider and, if thought fit, to approve the appointment of executive directors and non-executive directors of the third session of the board of directors of the Company:
 - (1) to appoint Dr. Zhang Yuzhuo as an executive director of the Company;
 - (2) to appoint Dr. Ling Wen as an executive director of the Company;
 - (3) to appoint Mr. Han Jianguo as an executive director of the Company;
 - (4) to appoint Mr. Wang Xiaolin as an executive director of the Company;
 - (5) to appoint Mr. Chen Hongsheng as a non-executive director of the Company;
 - (6) to appoint Mr. Wu Ruosi as a non-executive director of the Company.

2. To consider and, if thought fit, to approve the appointment of independent non-executive directors of the third session of the board of directors of the Company:
 - (1) to appoint Ms. Fan Hsu Lai Tai as an independent non-executive director of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (2) to appoint Mr. Gong Huazhang as an independent non-executive director of the Company;
 - (3) to appoint Mr. Guo Peizhang as an independent non-executive director of the Company.
3. To consider and, if thought fit, to approve the appointment of the following candidates as shareholders' representative supervisors of the third session of the board of supervisors of the Company:
- (1) to appoint Mr. Zhai Richeng as a shareholders' representative supervisor of the Company;
 - (2) to appoint Mr. Tang Ning as a shareholders' representative supervisor of the Company.

Above resolutions are all ordinary resolutions. The resolutions are approved when the votes in favour of the resolutions are more than one half of the number of the shares (as calculated according to non-cumulative shares) held by Shareholders (including proxy) attending this general meeting.

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

Beijing, 6 July 2014

Notes:

1. Eligibility for attending the Extraordinary General Meeting

Holders of H shares of the Company whose names appear on the register of members of the Company kept by the share registrar of the Company, Computershare Hong Kong Investor Services Limited at the close of business of Thursday, 24 July 2014 are entitled to attend the Extraordinary General Meeting.

The register of members will be closed from Thursday, 24 July 2014 to Friday, 22 August 2014 (both days inclusive) to determine the identity of the shareholders of H Shares who are entitled to attend and vote at the Extraordinary General Meeting. In order to be eligible for attending and vote at the Extraordinary General Meeting, transferees of H Shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H Shares at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 23 July 2014 to effect the transfer of shares.

2. Proxy

- (1) Each shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (2) The proxies shall be appointed in writing by shareholders. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other documents of authorization must be notarized.

NOTICE OF EXTRAORDINARY 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 share registrar of the Company for holders of H shares not less than 24 hours before the time fixed for convening the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so wishes. The H share share registrar of the Company is Computershare Hong Kong Investor Services Limited.
- (4) A proxy exercises the the right to vote by poll.

3. Registration procedures for attending the Extraordinary general meeting

- (1) A shareholder or his proxy should produce proof of identity when attending the Extraordinary General Meeting.

If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative or the person authorized by the board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

- (2) Shareholders who intend to attend the Extraordinary General Meeting should return the reply slip of such meeting to the Company on or before Friday, 1 August 2014.
- (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 will be closed from Thursday, 24 July 2014 to Friday, 22 August 2014 (both days inclusive) to determine the identity of the shareholders of H Shares who are entitled to attend and vote at the Extraordinary General Meeting. In order to be eligible for attending and vote at the Extraordinary General Meeting, transferees of H Shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H Shares at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 23 July 2014 to effect the transfer of shares.

5. Cumulative Voting Method

When adopting the cumulative voting method for electing independent non-executive directors as proposed in Resolution 2, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of independent non-executive directors to be elected. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of independent non-executive directors corresponding to the number of shares he holds; or by casting all his votes carried by each of his shares corresponding to the number of independent non-executive directors to be elected for a particular candidate of independent non-executive directors; or by casting a portion of his votes carried by each of his shares corresponding to the number of independent non-executive directors to be elected for a certain number of candidates of independent non-executive directors.

For example: under the cumulative voting method, the maximum valid votes that a shareholder is entitled to cast are calculated on the basis of the total number of shares held by such shareholder times the number of candidates (3 persons). If such shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) x 3= 300. The shareholder could use his discretion to cast 300 votes evenly among 3 candidates, or to place all his votes on one particular candidate, or to split his votes to several candidates.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Where the total number of votes cast by a shareholder for one or several of the candidate(s) of independent non-executive directors is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidate(s) of independent non-executive directors by a shareholder is less than the number of votes carried by the total number of shares held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder.

The aforementioned voting method adopted for electing independent non-executive directors as proposed in Resolution 2 shall also be applied to electing executive directors and non-executive directors as proposed in Resolution 1 and to electing supervisors as proposed in Resolution 3.

6. Miscellaneous

(1) The Extraordinary General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting shall bear their own travelling and accommodation expenses.

(2) The 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.

(3) 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

(4) 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

(5) In this notice, the following expressions shall have the following meanings unless the context otherwise requires:

“PRC” the People's Republic of China

“RMB” Renminbi, the lawful currency of the People's Republic of China

As at the date of this announcement, the Board comprises the following: Dr. Zhang 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.