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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The "Announcement Regarding Resolutions of the 4th Meeting of the Third Session of the Board" as published in Chinese in the China Securities Journal, the Shanghai Securities News, the Securities Times and the Securities Daily and on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 27 December 2014 is enclosed hereto as overseas regulatory announcement.

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

Beijing, 28December, 2014

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

China Shenhua Energy Company Limited Announcement Regarding Resolutions of the 4th Meeting of the Third Session of the Board

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

The 4th meeting of the third session of the board of directors (the “Board”) of China Shenhua Energy Company Limited (the “Company”), with written notice and meeting materials served on 19 December 2014, was held on site on 26 December 2014 at Shenhua Management Institute in Beiqijia Town, Changping District, Beijing. Eight out of the eight eligible directors attended the meeting in person and all members of the supervisory committee were in-attendance at the meeting. 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 was chaired by Chairman Zhang Yuzhuo. The following resolutions were passed after due consideration by the participating directors:

I. Resolution on the 2015 Production Plan of China Shenhua Energy Company Limited

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

II. Resolution on the 2015 Investment Scheme of China Shenhua Energy Company Limited

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

III. Resolution on the 2015 Business Plan of China Shenhua Energy Company Limited

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

IV. Resolution on the 2015 Capital Budget and Debt Financing Plan of China Shenhua Energy Company Limited

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

V. Resolution on the Proposed Value of Assessment Indicators for the Management of China Shenhua Energy Company Limited in respect of the 2015 Operating Results

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

VI. Resolution on the Establishment of Shenhua Guohua Qingyuan Power Generation Company Limited as a Joint Venture

The Board considered and approved the following:

1. The Company, Qingyuan City Yanhu Investment Company Limited, China Energy Construction (Group) Company Limited and Yingde City Zhenyang Electricity Investment Company Limited will jointly contribute capital for the establishment of Shenhua Guohua Qingyuan Power Generation Company Limited (tentative name subject to business registration), into which the Company will contribute RMB153 million and receive 51% equity interest in the joint venture.

2. The Company will enter into a joint venture agreement with the cooperating parties.

3. A committee comprising Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo, all being directors of the Company, is authorized to sign the relevant documents, including but not limited to the joint venture agreement and articles of association, in respect of the registration and establishment of the company, and to make appropriate and necessary amendments to those documents.

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

VII. Resolution on the Amendment of the Manual on Internal Management Authorization of China Shenhua Energy Company Limited”

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

VIII. Resolution on the Issuance of US\$ Denominated Bonds Outside of the PRC by China Shenhua Energy Company Limited”

Pursuant to the resolution on Authorizing the Board of Directors to Determine the Issuance of Debt Financing Instruments passed by the 2013 Annual General Meeting of the Company on 27 June 2014, the general meeting granted the Board the general mandate to determine the issuance of debt financing instruments, including offshore bonds.

The Board considered and approved the following:

1. The Company will provide Shenhua Hong Kong Limited (a wholly-owned subsidiary of the Company) and the issuer (a wholly-owned subsidiary of Shenhua Hong Kong Limited) with the benefit of a keepwell deed, and that the issuer will issue US\$ denominated bonds not exceeding US\$1.5 billion with a term from 3 to 10 years outside of the PRC, the proceeds of which will be used for the repayment of loans of overseas subsidiaries, approved overseas projects and other uses in compliance with applicable rules.

2. Vice Chairman Dr. Ling Wen and Chief Financial Officer Ms. Zhang Kehui are given full authority with regard to all matters in relation to the issuance of US\$ denominated bonds outside of the PRC on the basis of safeguarding the interests of the Company to the fullest extent possible, including but not limited to:

(1) determining the specific terms and conditions, transaction documents and other matters of the issuance (including but not limited to specific types, currency and offering size of the bonds to be issued, offer structure, updates on the bonds issuance, market for the offering, duration, issue price, coupon rate or the method for its determination, whether to issue in tranches and, if so, the number of tranches, matters related to the signing of the Keepwell, Liquidity Support and Equity Interest Purchase Covenant Deed, deciding on the specific arrangements on the use of proceeds within the scope of approved uses, listing of the bonds and all other matters related to the issuance);

(2) other matters in relation to the issuance, including but not limited to, engaging underwriters and intermediaries, handling matters in relation to making applications to approval authorities for the issuance, the rating of the bonds, the issuance and trading and the application for listing of the bonds, reviewing, amending and publishing offering circulars and roadshow materials, signing all necessary legal documents (by either Vice Chairman Dr. Ling Wen or Chief Financial Officer Ms. Zhang Kehui), listing application documents and other ancillary documents in relation to the issuance and listing of the bonds, including but not limited to, notices, announcements, letters, certificates, statements and engagement letters, as well as making amendments and supplements to the foregoing documents based on the situation and making information disclosure in accordance with applicable regulatory rules;

(3) making appropriate adjustments to relevant matters including the specific proposals for the issuance based on the views of the regulatory authorities on the issuance if there are changes in the issuance policies of the regulatory authorities or changes in market conditions, except where such adjustments require a re-voting by the Board or the general meeting of the shareholders pursuant to the relevant laws, regulations and the Articles of Association of the Company; and

(4) handling other matters in relation to this bonds issuance outside of the PRC.

The above authorization will be valid from the date of approval by the Board until the date of completion of the above authorized matters or the date of expiry of the resolution of the Board, whichever is earlier.

3. The resolution in respect of the issuance will be valid from the date of approval by the Board until 13 September 2016.

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

IX. Resolution on the Establishment of a Finance Leasing Company

The Board considered and approved the following:

1. The Company and Shenhua Hong Kong Limited will jointly establish a finance leasing company with registered capital of RMB1,000 million, into which the Company will contribute RMB510 million.

2. The Company will enter into a joint venture agreement with Shenhua Hong Kong Limited.

3. A committee comprising Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo, all being directors of the Company, is authorized to sign the relevant documents, including but not limited to, the joint venture agreement and articles of association, in respect of the registration and establishment of the company, and to make appropriate and necessary amendments to those documents.

Voting result: 8 ballots carrying voting rights, 8 assenting votes, 0 dissenting vote, 0 abstained vote.

By order of the Board
China Shenhua Energy Company Limited
Huang Qing
Secretary to the Board of Directors
26 December 2014