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

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

(Stock Code: 01088)

ANNOUNCEMENT
AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the resolutions of the 22nd meeting of the fourth session of the Board held on 23 August 2019, the Company proposes to make certain amendments to the Articles of Association.

The proposed amendments to the Articles of Associations must be approved by way of a special resolution of the Shareholders at the General Meeting to become effective.

INTRODUCTION

Pursuant to the resolutions of the 22nd meeting of the fourth session of the Board held on 23 August 2019, the Company proposes to make certain amendments to the Articles of Association, which are in the best interests of the Company and the Shareholders as a whole.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. Amend Article 11 of the Articles of Association

“The other senior management mentioned in the Articles of Association refers to the senior vice president, vice president, chief financial officer and the secretary to the Board of the Company.”

to:

“The other senior management mentioned in the Articles of Association refers to **the executive vice president, chief financial officer** and the secretary to the Board of the Company.”

2. Amend Article 80 of the Articles of Association

“After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled and the motions set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons therefore at least two (2) working days prior to the date on which the meeting is originally scheduled.”

to:

“After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled; **the meeting location shall not be altered;** and the motions set out in the notice shall not be cancelled without proper reasons. **In special circumstance where either a change of the meeting location, postponement or cancellation of the meeting is necessary,** the convener shall make an announcement and give the reasons therefore at least two (2) working days prior to the date on which the meeting is originally scheduled. **The convener shall also include the date of the postponed meeting in the notice of postponement.**”

3. Amend Paragraph 1 of Article 119 of the Articles of Association

“Directors shall be elected at a general meeting with a term of office of three years. Upon maturity of the current term of office, a Director shall be eligible to offer himself/herself for re-election and reappointment. Prior to the maturity of his/her term, a Director shall not be removed without reason from his/her office by a general meeting.”

to:

“Directors shall be elected **or changed** at a general meeting, **and can be removed before maturity of the term of office by the general meeting.** The term of office of Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself/herself for re-election and reappointment.”

4. Add a new paragraph under Article 130 of the Articles of Association

“Board committees shall be responsible for the board of directors and shall perform their duties as stipulated in the Articles of Association and as authorized by the board. Proposals shall be submitted to the board of directors for consideration. All members of Board committees shall be directors. Independent directors shall account for the majority of members of the Audit Committee, the Nomination Committee and the Remuneration Committee, and shall serve as the convener. The convener of the Audit Committee shall be an accounting professional.”

5. Amend the “president”, “senior vice president” and “vice president”, and “chief financial officer” in Article 152 of the Articles of Association

respectively to:

“chief executive officer”, “executive vice president”, and “chief financial officer”.

6. Pursuant to amendments of titles of certain senior management in Article 11 and Article 152 of the Articles of Association, amend the “president” in Article 9, Article 36, Article 49, Article 52, Article 55, Article 56, Article 65, Article 77, Article 131, Article 132, Article 138, Article 147, Article 149, Article 153 to 159, Article 161, Article 165, Article 169, Article 173, Article 175 to 185, Article 187, Article 189, Article 192, Article 202, Article 205, Article 213 and Article 242 of the Articles of Association

to:

“chief executive officer”.

7. If the serial numbering of the chapters and articles of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles made in this amendment, the serial numbering of the chapters and articles of the Articles of Association as so amended shall be changed accordingly, including cross-references.

GENERAL

The proposed amendments to the Articles of Associations must be approved by way of a special resolution of the Shareholders at the General Meeting to become effective. A circular containing details of the proposed amendments to the Articles of Association will be dispatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“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 A shares and H shares of which are listed on the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited respectively;
“Company Law”	the Company Law of the People’s Republic of China;
“General Meeting”	an Annual or Extraordinary General Meeting to be held as soon as practicable to approve, inter alia, the proposed amendments to the Articles of Association;
“Shareholder(s)”	holder(s) of the Company’s shares.

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

Beijing, 23 August 2019

As at the date of this announcement, the Board comprises the following: Mr. Wang Xiangxi, Dr. Li Dong, Mr. Gao Song and Mr. Mi Shuhua as executive directors, Mr. Zhao Jibin as non-executive director, and Dr. Tam Wai Chu, Maria, Dr. Peng Suping, Dr. Jiang Bo and Ms. Zhong Yingjie, Christina as independent non-executive directors.