

*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)**

**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 at the 23<sup>rd</sup> Meeting of the Fourth Session of the Board" as published in Chinese on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on 29 October 2019 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, 28 October 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.*

## **China Shenhua Energy Company Limited Announcement Regarding Resolutions at the 23<sup>rd</sup> Meeting of the Fourth 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 23<sup>rd</sup> meeting of the fourth session of the board of directors (the “**Board**”) of China Shenhua Energy Company Limited (the “**Company**” or “**China Shenhua**”), with written notice served on 16 October 2019 and meeting materials served on 21 October 2019, was held by way of on-site meeting at 22 Andingmen Xibinhe Road, Dongcheng District, Beijing on 28 October 2019. Nine out of the nine eligible directors (each a “**Director**”) attended the meeting in person. The meeting was chaired by Wang Xiangxi (Chairman), with the attendance of Huang Qing (Secretary to the Board) and all Supervisors and senior management as non-voting participants. The convening of the meeting was in compliance with relevant laws including the Company Law of the People's Republic of China, administrative regulations and departmental rules and the articles of association of the Company.

The following resolutions were considered and approved at the meeting of the Board:

### **I. Resolution on the 2019 Third Quarterly Financial Report of China Shenhua Energy Company Limited**

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

### **II. Resolution on the 2019 Third Quarterly Report of China Shenhua Energy Company Limited**

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

### **III. Resolution on Capital Contribution to Baoshen Railway Group Co., Ltd.**

The Board considered and approved:

1. to agree China Shenhua to make a capital contribution of RMB1,700 million to Baoshen Railway Group Co., Ltd. (“**Baoshen Railway**”) for capital contribution by Baoshen Railway to Shenhua Ganquan Railway Co., Ltd.

2. to authorize the Chief Executive Officer (“**CEO**”) of the Company to be responsible for specific matters in relation to capital contribution to Baoshen Railway.

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

### **IV. Resolution on Participation of China Shenhua in Phase III Fundraising Activity of Central SOEs Poverty Alleviation Fund**

The Board considered and approved:

1. to agree China Shenhua to make a contribution of RMB946 million in cash to Central SOEs Industrial Investment Fund for Poor Area Co., Ltd. (“**Fund Company**”), to subscribe 920,054,464 shares issued by Fund Company at RMB1.0282 per share; and that such contribution shall be completed by the end of 2019.

2. to agree to authorize the CEO of the Company to sign legal documents relating to the investment and execute matters thereon.

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

**V. Resolution on Entering into the Continuing Connected Transactions Framework Agreement for 2020 to 2022 with China State Railway Group Co., Ltd.**

The Board considered and approved:

1. to agree the Company to enter into the Continuing Connected Transactions Framework Agreement with China State Railway Group Co., Ltd. and the annual caps of transactions thereunder for the years of 2020 to 2022.

2. to authorize the CEO of the Company with sole discretion to execute matters thereon and to decide on and take necessary actions, for compliance with the requirements and procedures in relation to connected transactions of the Hong Kong Stock Exchange.

All of the Directors (including Independent Non-executive Directors) of the Company have confirmed that they have or hold no interest in the connected transactions as stated in the resolution.

All of the Independent Non-executive Directors of the Company confirmed that the continuing connected transactions stated in the resolution, from the perspective of the Company, are:

1. in compliance with the requirements of laws, regulations, listing rules and the articles of association of the Company in respect of consideration and voting procedures ;

2. conducted in the ordinary and usual course of business of the Company; based on normal commercial terms or better terms; and in line with the interest of the Company and its Shareholders as a whole, in view of fair and reasonable agreement, pricing principle and transaction caps.

Voting result: 9 ballots carrying voting rights, 9 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the Announcement on Continuing Connected Transactions of China Shenhua disclosed simultaneously with this announcement.

**VI. Resolution on Formulation of the Measures for Implementing the Decision-making System for the Major Issues, Major Personnel Appointments and Dismissals, Investments in Major Projects and Use of Large Sums of Money of China Shenhua Energy Company Limited (Trial)**

Voting result: 9 ballots carrying voting rights, 9 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*  
29 October 2019