

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 Sixth Meeting of the Sixth Session of the Board” as published in Chinese on the website of the Shanghai Stock Exchange (www.sse.com.cn) by China Shenhua Energy Company Limited on 22 January 2025 is enclosed hereto as overseas regulatory announcement.

By order of the Board

China Shenhua Energy Company Limited

Song Jinggang

Chief Financial Officer and Secretary to the Board of Directors

Beijing, 21 January 2025

As at the date of this announcement, the Board comprises the following: Mr. Lv Zhiren and Mr. Zhang Changyan as executive directors, Mr. Kang Fengwei and Mr. Li Xinhua as non-executive directors, Dr. Yuen Kwok Keung, Dr. Chen Hanwen and Mr. Wang Hong as independent non-executive directors, and Ms. Jiao Lei as employee director.

China Shenhua Energy Company Limited Announcement Regarding Resolutions at the Sixth Meeting of the Sixth 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 take legal responsibility as to the truthfulness, accuracy and completeness of the content herein.

The sixth meeting of the sixth session of the board of directors (the “**Board**”) of China Shenhua Energy Company Limited (the “**Company**” or “**China Shenhua**”), with meeting notices served on 10 January 2025 and meeting materials such as agenda and proposals served on 14 January 2025 by email and or paperless office system to all directors and supervisors, was held by way of on-site meeting and video at Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing on 21 January 2025. Seven out of the eight eligible directors (each a “**Director**”) attended the meeting in person, and one Director was represented by proxy. Yuen Kwok Keung and Wang Hong (both independent non-executive Director) attended the meeting via video connection. Kang Fengwei (non-executive Director) requested for leave due to business engagement and appointed Li Xinhua (non-executive Director) to attend the meeting and vote on behalf of him. The meeting was convened and chaired by Lv Zhiren (Chairman). Song Jinggang, the secretary to the Board of Directors, attended the meeting. Supervisors and senior management members attended the meeting as non-voting participants. The convening of the meeting was in compliance with the Company Law of the People’s Republic of China and other relevant laws and regulations, the listing rules of the listing venue and the Articles of Association of China Shenhua Energy Company Limited (the “**Articles of Association**”).

The following proposals were considered and approved at the meeting:

(I) PROPOSAL ON THE ACQUISITION OF 100% EQUITY INTEREST IN HANGJIN ENERGY

1. To approve the acquisition by China Shenhua of 100% equity interest in China Energy Hangjin Energy Co., Ltd. (“**Hangjin Energy**”) held by China Energy Investment Corporation Limited (“**China Energy**”) at the acquisition price of RMB852.6495 million (the “**Transaction**”).

2. To approve the signing of the Equity Transfer Agreement between China Shenhua and China Energy; and to approve the signing of the Letter from the Board of Directors Regarding Profit Forecast of Hangjin Energy.

3. To agree that upon the completion of the Transaction, the financial lease transaction between the wholly-owned subsidiaries of Hangjin Energy and Guoneng Financial Leasing Co., Ltd. will continue to be performed in accordance with the original agreement/contractual arrangement.

4. To authorize the Chief Executive Officer of the Company to be responsible for the specific matters of the Transaction including but not limited to the signing of the Equity Transfer Agreement, the Letter from the Board of Directors Regarding the Profit Forecast of Hangjin Energy and other relevant documents, to make appropriate

and necessary amendments to relevant documents, and to disclose information in accordance with the requirements of the listing rules of the two places where the Company is listed, and handling the transfer of equity interest.

All independent non-executive Directors of the Company confirmed that:

1. From the perspective of the Company, the related/connected transactions involved in the proposal were conducted by the Company in its ordinary and usual course of business; on normal commercial terms or terms better than normal commercial terms; on terms that are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

2. The voting procedures of the Board of the Company in respect of such related /connected transactions were in compliance with the laws, regulations and the Articles of Association.

Related (connected) Directors Kang Fengwei and Li Xinhua submitted a written report to the Board, and abstained from voting.

Voting result: Out of the 6 ballots carrying voting rights, 6 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Announcement on the Related Transaction of China Shenhua in relation to the Acquisition of 100% Equity Interest in China Energy Hangjin Energy Co., Ltd. disclosed simultaneously with this announcement.

(II) PROPOSAL ON THE SHAREHOLDER RETURN PLAN OF THE COMPANY FOR 2025-2027

To agree to submit to the general meeting of the Company for consideration and approval that the Company shall, subject to the requirements of the Articles of Association, distribute in cash for each of the years 2025-2027 a profit of not less than 65% of the net profit attributable to the equity holders of the Company realized in that year, and implement interim profit distribution during this period taking into account the Company's operating conditions, capital requirements and other factors.

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

For details, please refer to the Announcement on the Shareholder Return Plan of China Shenhua for 2025-2027 disclosed simultaneously with this announcement.

(III) PROPOSAL ON ESTABLISHING GUONENG YISHANG E-COMMERCE (BEIJING) CO., LTD.

1. To approve the establishment of a wholly-owned subsidiary, Guoneng Yishang E-Commerce (Beijing) Co., Ltd. (tentative name, subject to the final approval and registration with the market regulatory authority) by China Shenhua with an investment of RMB200 million in cash.

2. To approve the establishment arrangements of Guoneng Yishang E-Commerce (Beijing) Co., Ltd., including the company's registered capital, place of registration, business scope, corporate governance structure, etc..

3. To authorise the Chief Executive Officer of the Company to handle all matters related to the establishment of Guoneng Yishang E-Commerce (Beijing) Co., Ltd., including but not limited to signing relevant documents (the articles of association, etc.) and making appropriate and necessary amendments to relevant documents, completing the procedures such as industrial and commercial registration and property rights registration with the relevant government authorities.

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

Before this meeting of the Board, the Audit and Risk Management Committee of the Board has considered and approved the proposals (I), (II) and (III), and the Independent Board Committee has considered and approved the proposal (I). All proposals were unanimously approved for submission to the Board for consideration.

Announcement is hereby given.

By order of the Board

China Shenhua Energy Company Limited

Song Jinggang

Chief Financial Officer and Secretary to the Board of Directors

22 January 2025