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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 for 2026 (the “**Extraordinary General Meeting**”) of China Shenhua Energy Company Limited (the “**Company**”) will be held at He Meeting Room, 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People's Republic of China at 2:30 p.m. on Friday, 23 January 2026 for the purpose of considering and, if thought fit, passing the following resolutions:

AS SPECIAL RESOLUTIONS:

1. To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares complying with the relevant laws and regulations
2. To consider and, if thought fit, approve the resolution on the proposal in respect of the Transaction and the Proposed Issuance of A Shares
 - 2.1 the overall proposal of the Transaction and the Proposed Issuance of A Shares
 - 2.2 the Transaction – Target Assets
 - 2.3 the Transaction – Counterparties
 - 2.4 the Transaction – transaction price and payment method

- 2.5 the Transaction – type, par value and listing venue of shares to be issued
 - 2.6 the Transaction – issue method
 - 2.7 the Transaction – target subscriber and subscription method
 - 2.8 the Transaction – issuance price and pricing basis
 - 2.9 the Transaction – number of shares to be issued
 - 2.10 the Transaction – lock-up period
 - 2.11 the Transaction – attribution of profits and losses for the transition period
 - 2.12 the Transaction – arrangements for accumulated undistributed profits
 - 2.13 the Proposed Issuance of A Shares – type, par value and listing venue of shares to be issued
 - 2.14 the Proposed Issuance of A Shares – issue method, target subscribers and subscription method
 - 2.15 the Proposed Issuance of A Shares – pricing basis, Pricing Benchmark Date and issuance price for shares to be issued
 - 2.16 the Proposed Issuance of A Shares – number of shares to be issued
 - 2.17 the Proposed Issuance of A Shares – lock-up period
 - 2.18 the Proposed Issuance of A Shares – use of proceeds to be raised
 - 2.19 the Proposed Issuance of A Shares – arrangements for accumulated undistributed profits
 - 2.20 performance commitment and compensation arrangements
 - 2.21 validity period of the resolutions
3. To consider and, if thought fit, approve the resolution on the “Report (Draft) of China Shenhua on the Purchase of Assets through the Issuance of Shares and Cash Payment, the Raising of Supporting Funds, and the Related Transaction” and its summary

4. To consider and, if thought fit, approve the resolution on the adjustments to the proposal in respect of the Transaction and the Proposed Issuance of A Shares not constituting material adjustments
5. To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares constituting related transaction
6. To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares not constituting major asset restructuring
7. To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares not constituting reorganisation and listing
8. To consider and, if thought fit, approve the resolution on the execution of conditional agreements with the Counterparties to the Transaction
9. To consider and, if thought fit, approve the resolution on the independence of the valuation institutions, the reasonableness of the valuation assumptions, the relevance of the valuation methodologies to the valuation purposes, and the fairness of the valuation pricing
10. To consider and, if thought fit, approve the resolution on the review reports, audit reports and asset valuation reports relating to the Transaction and the Proposed Issuance of A Shares
11. To consider and, if thought fit, approve the resolution on the circumstances regarding the dilution of immediate return arising from the Transaction and the remedial measures
12. To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares complying with Articles 11, 43 and 44 of the Administrative Measures for the Major Asset Restructuring of Listed Companies
13. To consider and, if thought fit, approve the resolution on the Transaction and the Proposed Issuance of A Shares complying with Article 4 of the Regulatory Guidelines for Listed Companies No. 9 – Regulatory Requirements for the Planning and Implementation of Major Assets Restructurings by Listed Companies
14. To consider and, if thought fit, approve the resolution on the confirmation that none of the relevant parties to the Transaction and the Proposed Issuance of A Shares falls within the circumstances under Article 12 of the Regulatory Guidelines for Listed Companies No. 7 that would prohibit participation in major asset restructuring of a listed company

15. To consider and, if thought fit, approve the resolution on the confirmation that the Company does not fall within the circumstance under Article 11 of the Administrative Measures for the Registration of Securities Offerings of Listed Companies that would prohibit the issuance of shares to specific targets
16. To consider and, if thought fit, approve the resolution on the price movement of the Company's Shares prior to the information disclosure in relation to the Transaction and the Proposed Issuance of A Shares
17. To consider and, if thought fit, approve the resolution on the confidentiality measures and confidentiality procedures adopted in connection with the Transaction and the Proposed Issuance of A Shares
18. To consider and, if thought fit, approve the resolution on the circumstances of the Company's purchase and sale of assets within 12 months prior to the Transaction and the Proposed Issuance of A Shares
19. To consider and, if thought fit, approve the resolution on the explanation regarding the completeness and compliance of the statutory procedures performed for the Transaction and the Proposed Issuance of A Shares and the validity of the legal documents submitted
20. To consider and, if thought fit, approve the resolution on proposing to the general meeting of the Company to authorise the Board and its authorised persons to handle, with full discretion, all matters relating to the Transaction and the Proposed Issuance of A Shares

By order of the Board
China Shenhua Energy Company Limited
Chief Financial Officer and Secretary to the Board of Directors
Song Jinggang

Beijing, 24 December 2025

Notes:

1. Reference is made to the circular of the Extraordinary General Meeting of the Company dated 24 December 2025 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

2. **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 on 23 January 2026 (Friday) are entitled to attend the Extraordinary General Meeting.

The register of members will be closed from 20 January 2026 (Tuesday) to 23 January 2026 (Friday) (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 voting 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 19 January 2026 (Monday) to effect the transfer of shares.

3. **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/her 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 authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.
- (3) To be valid, the notarially certified power of attorney or other documents of authorisation, and the form of proxy must be delivered to the Office of the Board of Directors of the Company (at Room 1003, Block A, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People’s Republic of China, Postal Code: 100011) for holders of domestic shares and to the H 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/she so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- (4) A proxy may exercise the right to vote by showing his/her hand or by poll. However, if a shareholder appoints more than one proxy, such proxies shall only exercise the right to vote by poll.

4. REGISTRATION PROCEDURES FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING

- (1) A shareholder or his/her proxy should produce proof of identity when attending the Extraordinary General Meeting. If a corporate shareholder appoints its legal representative or other person authorized by the board of directors or other governing body to attend the meeting, such legal representative or the authorized person 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 20 January 2026 (Tuesday).
- (3) Shareholders of the Company may return the reply slip personally or by post, email or facsimile to the Company.
- (4) Non-registered H shareholders who hold shares of the Company through Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult them directly for assistance in appointment of proxy.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 20 January 2026 (Tuesday) to 23 January 2026 (Friday) (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 voting 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 19 January 2026 (Monday) to effect the transfer of shares.

6. PROCEDURES ON DEMANDING A POLL

Subject to the listing rules of the stock exchanges on which the shares of the Company have been listed, a poll may be demanded in respect of any resolution by the following persons before or after a vote is carried out by a show of hands:

- (1) the chairman of the meeting; and
- (2) at least two shareholders or their proxies entitled to vote thereat; or
- (3) one or more shareholders (including their authorised proxies) separately or jointly representing 10% or more of all shares carrying the right to vote at the meeting.

Unless a poll is demanded, the chairman of the meeting shall declare the result of a proposal put to vote on a show of hands. A demand for a poll may be withdrawn by the person who made the demand.

7. In accordance with the Company Law of the People's Republic of China and the articles of association of the Company, shareholder(s) individually or jointly holding 1% or more of the shares of the Company may put forward provisional proposals at a general meeting. The contents of the provisional proposals shall meet the requirements of the articles of association of the Company and regulatory rules in the place where the shares are listed (including review on qualifications of serving as independent non-executive directors, etc.).

8. MISCELLANEOUS

- (1) The Extraordinary General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting, personally or by proxy, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered address of the Company:

22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the PRC
Postal Code: 100011
Telephone: (+86)10 5813 3355/(+86)10 5813 3399
Facsimile: (+86)10 5813 1814

- (4) Contact methods for the meeting of the Company:

Department: Office of the Board of Directors
Room 1003, Block A
Shenhua Tower, 22 Andingmen Xibinhe Road
Dongcheng District, Beijing, the PRC
Postal Code: 100011
Contact Person: Ms. Cheng
Telephone: (+86)10 5813 1088
Facsimile: (+86)10 5813 1814
Email: ir@csec.com

- (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 PRC

As at the date of this notice, the Board comprises the following: Mr. Zhang Changyan as executive director, 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.