

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Shenhua Energy Company Limited, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of China Shenhua Energy Company Limited.

---



# 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)**

### PROPOSED APPOINTMENTS OF DIRECTORS AND SUPERVISORS

---

A letter from the Board is set out on pages 3 to 17 of this circular.

Notice convening the first extraordinary general meeting of the Company for 2024 to be held at 9:00 a.m. on Monday, 30 September 2024 at He Meeting Room, 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the PRC is set out on pages 18 to 22 of this circular.

Reply slip and form of proxy for use at the EGM are enclosed herewith. Shareholders who intend to attend the meeting shall complete and return the reply slip in accordance with the instructions printed thereon before Wednesday, 25 September 2024.

Shareholders who intend to appoint a proxy to attend the EGM are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, China as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. 9:00 a.m. on Sunday, 29 September 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

4 September 2024

---

## CONTENTS

---

<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
1. INTRODUCTION .....	3
2. PROPOSED APPOINTMENTS OF DIRECTORS .....	4
3. PROPOSED APPOINTMENTS OF SUPERVISORS .....	12
4. THE EGM .....	15
5. RESPONSIBILITY STATEMENT .....	16
6. RECOMMENDATION .....	17
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	18

---

## DEFINITIONS

---

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

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors denominated in RMB and which are listed on the Shanghai Stock Exchange;
“EGM”	the first extraordinary general meeting for 2024 to be held by the Company;
“Articles of Association”	the articles of association of the Company;
“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, the H shares of which are listed on the Hong Kong Stock Exchange and the A shares of which are listed on the Shanghai Stock Exchange;
“Company Law”	the Company Law of the People’s Republic of China;
“Director(s)”	the director(s) of the Company;
“China Energy”	China Energy Investment Corporation Limited, the controlling shareholder of the Company (as defined in the Hong Kong Listing Rules);
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	28 August 2024, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;

---

## DEFINITIONS

---

“PRC” or “China”	the People’s Republic of China;
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company, including A Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company.

---

## LETTER FROM THE BOARD

---



# 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)

*Executive Directors:*

Mr. Lv Zhiren  
Mr. Xu Mingjun

*Non-executive Directors:*

Mr. Jia Jinzhong  
Mr. Yang Rongming

*Independent Non-executive Directors:*

Yuen Kwok Keung  
Bai Chong-En  
Chen Hanwen

*Employee Director:*

Liu Xiaolei

*Registered Office:*

Shenhua Tower  
22 Andingmen Xibinhe Road  
Dongcheng District  
Beijing, PRC

4 September 2024

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED APPOINTMENTS OF DIRECTORS AND SUPERVISORS

#### INTRODUCTION

Reference is made to the announcement made by the Company on 30 August 2024 on the proposed appointments of directors and supervisors. The purpose of this circular is to provide you with further information of the proposed appointments of directors and supervisors.

---

## LETTER FROM THE BOARD

---

### PROPOSED APPOINTMENTS OF DIRECTORS

According to the Articles of Association of the Company, the Company Law and applicable laws and regulations of the PRC, the Board proposed the appointments of Mr. Lv Zhiren as an executive Director of the sixth session of the Board of the Company, Mr. Kang Fengwei and Mr. Li Xinhua as non-executive Directors of the sixth session of the Board of the Company for a term of three years commencing from the date of approval by the EGM; and Dr. Yuen Kwok Keung, Dr. Chen Hanwen and Mr. Wang Hong as independent non-executive Directors of the sixth session of the Board of the Company for a term of three years (with consecutive terms not exceeding the statutory limit) commencing from the date of approval by the EGM.

Mr. Xu Mingjun, a current executive Director, Mr. Jia Jinzhong and Mr. Yang Rongming, current non-executive Directors, and Dr. Bai Chong-En, a current independent non-executive Director, will cease to serve as Directors of the Company from the date on which the members of the sixth session of the Board have been elected at the EGM. Each of Mr. Xu Mingjun, Mr. Jia Jinzhong, Mr. Yang Rongming and Dr. Bai Chong-En confirmed that there was no disagreement between him and the Board, and there were no other matters that need to be brought to the attention of the Shareholders and creditors of the Company in connection with his cessation of service. The Board confirmed with each of Mr. Xu Mingjun, Mr. Jia Jinzhong, Mr. Yang Rongming and Dr. Bai Chong-En that there was no matter that may affect the operation of the Company and its subsidiaries as a result of his cessation of service.

The above proposed appointments of Directors are subject to the approval of the Shareholders of the Company by way of ordinary resolution at the EGM.

### Background of the Candidates for Directors

#### Mr. Lv Zhiren

Lv Zhiren (“**Mr. Lv**”), male, born in November 1964, aged 59, Chinese, a member of the Communist Party and a senior engineer. Mr. Lv has extensive work experience in corporate management. He graduated from the School of Economics and Management of Beijing Union University in 1987, majoring in national economic management and obtained an EMBA degree from Shanghai University of Finance and Economics in 2005.

Mr. Lv has served as the executive Director of the fifth session of the Board of the Company since June 2022, and secretary of the Party Committee and chairman of the Company since May 2024. Mr. Lv served as the chief executive officer of the Company from December 2021 to May 2024, and deputy secretary of the Party Committee of the Company from November 2021 to May 2024. He served as secretary to the Party Committee of Guodian Power Development Co., Ltd. from September 2018 to November 2021, deputy general manager of Guodian Power Development Co., Ltd. from September 2018 to December 2021, director of Guodian Power Development Co., Ltd. from February 2020 to December 2021, director, secretary of the Party Committee and deputy general manager of Beijing GD Power Co., Ltd. from February 2019 to December 2021, deputy president of the Company from March 2017 to September 2018, general manager of the strategic planning department of the former Shenhua Group Corporation Limited and the Company from November 2009 to March 2017, and general manager of the strategic planning department of the Company from November 2004 to November 2009.

---

## LETTER FROM THE BOARD

---

Prior to the foregoing, Mr. Lv had successively held the posts of deputy director of the general division, deputy director and director of the annual planning division, and deputy department manager of the planning department of the former Shenhua Group Corporation Limited.

Save as disclosed above, Mr. Lv has not held any directorship in any listed companies in the past three years.

Save as disclosed above, Mr. Lv has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lv does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**Securities and Futures Ordinance**”).

Upon approval of Mr. Lv’s appointment by the Shareholders of the Company, Mr. Lv will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Board of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Mr. Lv will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.

Mr. Lv’s annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.

### **Mr. Kang Fengwei**

Kang Fengwei (“**Mr. Kang**”), male, born in July 1968, aged 56, Chinese, a member of the Communist Party and a professorate senior engineer. Mr. Kang has been engaged in railway transportation, production and management for a long time. He graduated from the Mechanical Engineering Department of Beijing Jiaotong University in 1991, majoring in railway vehicles and obtained a master’s degree in vehicle engineering from the School of Mechanical Engineering of Southwest Jiaotong University in 2004, and obtained a PhD degree in applied economics from Beijing Jiaotong University in 2023.

Mr. Kang has served as the general manager assistant and chief engineer of China Energy since May 2023. Mr. Kang served as deputy chief engineer of China Energy from November 2022 to May 2023, secretary of the Party Committee and chairman (legal representative) of China Energy Railway Equipment Co., Ltd. from March 2021 to April 2023, secretary of the

---

## LETTER FROM THE BOARD

---

Party Committee and chairman (legal representative) of Shenhua Railway Equipment Co., Ltd. from November 2019 to March 2021, and deputy secretary of the Party Committee, standing deputy general manager (in charge), executive director, general manager, deputy secretary of the Party Committee, secretary of the Party Committee, executive director (legal representative) and general manager of Rolling Stock Branch of the Company from March 2015 to November 2019.

Prior to the foregoing, Mr. Kang had successively held the posts of deputy secretary of the Party Committee and the section head of Xi'an Passenger Vehicle Section of Xi'an Railway Bureau, deputy secretary of the Party Committee and general manager of Shaanxi Guotie Investment and Development Group Corporation (陝西國鐵投資發展集團公司) under Xi'an Railway Bureau, head of the supporting centre and director of the diversified operation and management division of Xi'an Railway Bureau, director of the vehicle division of Xi'an Railway Bureau, and deputy director of Xi'an Regulatory Bureau under the National Railway Administration.

Save as disclosed above, Mr. Kang has not held any directorship in any listed companies in the past three years.

Save as disclosed above, Mr. Kang has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Kang does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Kang's appointment by the Shareholders of the Company, Mr. Kang will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Board of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Mr. Kang will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.

Mr. Kang's annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.



---

## LETTER FROM THE BOARD

---

### **Mr. Li Xinhua**

Li Xinhua (“**Mr. Li**”), male, born in October 1972, aged 51, Chinese, a member of the Communist Party and a senior engineer. Mr. Li has been engaged in coal enterprise management for a long time. He graduated from the Mine Construction Department of Fuxin Mining Institute in 1994, majoring in mine construction and obtained a doctorate degree in geotechnical engineering from Liaoning Technical University in 2017.

Mr. Li has served as the director of the coal and transportation industry management department of China Energy since March 2023. Mr. Li served as secretary of the Party Committee and chairman (legal representative) of China Energy Shendong Coal Group Co., Ltd. from March 2021 to March 2023, secretary of the Party Committee and chairman (legal representative) of Shenhua Shendong Coal Group Co., Ltd. from December 2020 to March 2021, general manager, deputy secretary of the Party Committee, director, secretary of the Party Committee and chairman (legal representative) of Shenhua Group Baotou Mining Co., Ltd. and Shenhua Baotou Energy Co., Ltd. from November 2019 to December 2020, and deputy general manager of Shenhua Xinjiang Energy Company Limited from May 2013 to November 2019.

Prior to the foregoing, Mr. Li had successively held the posts of director of the planning and construction division of Maiduoshan Mine of Shenhua Ningxia Coal Industry Group Co., Ltd., deputy secretary of the Party Committee and head of Baijigou Mine, and deputy secretary of the Party Committee and manager of Jinneng Coal Industry Branch.

Save as disclosed above, Mr. Li has not held any directorship in any listed companies in the past three years.

Save as disclosed above, Mr. Li has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Li’s appointment by the Shareholders of the Company, Mr. Li will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Board of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Mr. Li will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.

Mr. Li’s annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

---

## LETTER FROM THE BOARD

---

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.

### **Dr. Yuen Kwok Keung**

Yuen Kwok Keung (“**Dr. Yuen**”), male, born in June 1964, aged 60, Chinese, Senior Counsel, Hong Kong Grand Bauhinia Medal, and Justice of the Peace. Dr. Yuen received a master’s degree in laws from City University of Hong Kong in 1997 and an honorary doctor degree in laws from Hong Kong Shue Yan University and City University of Hong Kong in 2018 and 2021, respectively. Dr. Yuen has extensive legal experience.

Dr. Yuen has served as the independent non-executive Director of the fifth session of the Board of the Company since May 2020 and is a Senior Counsel with Temple Chambers. Dr. Yuen is also a committee member of the International Commercial Expert Committee of the International Commercial Court of the Supreme People’s Court of the People’s Republic of China, a co-chairperson of the Hong Kong International Arbitration Centre, and chairman of the counsel of Hong Kong Mediation Accreditation Association Limited.

Dr. Yuen had served as an independent director of Hong Kong Aerospace Technology Group Limited (2022 to 2023), Secretary for Justice of the Hong Kong Special Administrative Region (2012 to 2018), Recorder of the High Court (2006 to 2012), a member of the Judicial Officers Recommendation Commission (2009 to 2018), chairman of the Hong Kong Bar Association (2007 to 2009), a non-official member of the Advisory Committee on Corruption of the Independent Commission Against Corruption (2009 to 2012), a non-executive director of Mandatory Provident Fund Schemes Authority (2010 to 2012), and a member of the Hong Kong Exchange Fund Advisory Committee (2018 to 2024).

Save as disclosed above, Dr. Yuen has not held any directorship in any listed companies in the past three years.

Save as disclosed above, Dr. Yuen has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Yuen does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. Yuen has confirmed (i) his independence in respect of each of the factors referred to in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) that he does not have any past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

---

## LETTER FROM THE BOARD

---

Upon approval of Dr. Yuen's appointment by the Shareholders of the Company, Dr. Yuen will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Board of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Dr. Yuen will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.

Dr. Yuen's annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.

### **Dr. Chen Hanwen**

Chen Hanwen ("**Dr. Chen**"), male, born in January 1968, aged 56, Chinese. Dr. Chen graduated from Accounting Department of School of Economics of Xiamen University in 1997 with a doctorate degree in economics. Dr. Chen has extensive experience in accounting, auditing theory and practice, corporate governance, internal control and risk management.

Dr. Chen has served as the independent non-executive Director of the fifth session of the Board of the Company since May 2020. Dr. Chen is an honorary dean and a professor of the School of Internal Audit in Nanjing Audit University, and he serves as an executive director of China Audit Society concurrently. Dr. Chen serves as an external supervisor of Bank of Communications Co., Ltd. and an independent director of Shenwan Hongyuan Group Co., Ltd. and Bank of Suzhou Co., Ltd.

Prior to the foregoing, Dr. Chen had served as an independent director of Beijing Tri-Prime Gene Pharmaceutical Co., Ltd., a distinguished professor of Huiyuan, a first-level professor at the International Business School, a professor and a doctoral tutor of the Accounting Department of the International Business School, and a national second-level professor of University of International Business and Economics, and the deputy dean of the Graduate School, the deputy dean of the School of Management, the director, professor, and doctoral tutor of the Accounting Department of Xiamen University.

Save as disclosed above, Dr. Chen has not held any directorship in any listed companies in the past three years.

---

## LETTER FROM THE BOARD

---

Save as disclosed above, Dr. Chen has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Chen does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. Chen has confirmed (i) his independence in respect of each of the factors referred to in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) that he does not have any past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Upon approval of Dr. Chen's appointment by the Shareholders of the Company, Dr. Chen will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Board of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Dr. Chen will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.

Dr. Chen's annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.

### **Mr. Wang Hong**

Wang Hong ("**Mr. Wang**"), male, born in August 1959, aged 65, Chinese, a member of the Communist Party, a doctoral tutor and a researcher. Mr. Wang has extensive corporate management experience in strategic planning for state-owned enterprises, investment management and technological innovation. He obtained a bachelor's degree in machine design from China University of Mining and Technology in 1982 and a master's degree in business administration from Wright State University in the United States in 2009, respectively, and completed the performance training for directors of listed companies at Shanghai National Accounting Institute in 2014. Mr. Wang is a reputable expert in the mine tunnelling field in China, and was awarded 3 second prizes of National Science and Technology Progress Award, more than 10 grand and first prizes of provincial and ministerial-level science and technology awards, Sun Yueqi Energy Award, and National Outstanding Engineer Award, etc.

---

## LETTER FROM THE BOARD

---

Mr. Wang currently serves as a first-level chief scientist of China Coal Technology & Engineering Group Corporation, and deputy secretary of the Party Committee and executive director of the China Coal Society.

Prior to the foregoing, Mr. Wang had successively held the posts of deputy general manager of China Coal Technology & Engineering Group Corporation, director of Tiandi Science & Technology Co., Ltd., deputy dean and dean of China Coal Research Institute and director of the National Engineering Laboratory of Coal Mining Equipment.

Save as disclosed above, Mr. Wang has not held any directorship in any listed companies in the past three years.

Save as disclosed above, Mr. Wang has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wang does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wang has confirmed (i) his independence in respect of each of the factors referred to in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) that he does not have any past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Upon approval of Mr. Wang's appointment by the Shareholders of the Company, Mr. Wang will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Board of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Mr. Wang will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.

Mr. Wang's annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.

---

## LETTER FROM THE BOARD

---

With a view to achieving a sustainable and balanced development, the Nomination Committee of the Board will consider the diversity of Board members from various aspects in reviewing the structure of the Board, including but not limited to gender, age, cultural and educational background, ethnicity, skills, knowledge and professional experience, etc. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

In considering the candidates for independent non-executive Directors for the sixth session of the Board, the Nomination Committee of the Board has taken into account the written confirmation of independence of Dr. Yuen, Dr. Chen and Mr. Wang as well as their background, skills, knowledge and experience. In particular, Dr. Yuen has extensive legal experience; Dr. Chen has extensive experience in areas including accounting, auditing theories and practices, corporate governance, internal control and risk management; and Mr. Wang has extensive corporate management experience in strategic planning, investment management and technological innovation of state-owned enterprises. Their diverse education, background, professional experience and track record enable them to provide valuable insights tailored to relevant needs and contribute to the diversity of the Board. In addition, none of Dr. Yuen, Dr. Chen and Mr. Wang holds directorships in seven or more listed companies, and they can devote sufficient time and attention to the Company. In view of this, the Nomination Committee of the Board nominated Dr. Yuen, Dr. Chen and Mr. Wang for recommendation by the Board to the Shareholders for election at the EGM.

### **PROPOSED APPOINTMENTS OF SUPERVISORS**

According to the Articles of Association of the Company, the Company Law and applicable laws and regulations of the PRC, the Supervisory Committee proposed the appointments of Mr. Tang Chaoxiong and Mr. Yuan Rui as shareholders' representative supervisors of the sixth session of the Supervisory Committee of the Company for a term of three years commencing from the date of their election at the EGM.

Mr. Zhou Dayu, a current shareholders' representative supervisor, will cease to serve as a supervisor of the Company from the date on which the members of the sixth session of the Supervisory Committee have been elected at the EGM. Mr. Zhou Dayu confirmed that there was no disagreement between him and the Board and the Supervisory Committee of the Company, and there were no other matters that need to be brought to the attention of the Shareholders and creditors of the Company in connection with his cessation of service. The Supervisory Committee of the Company confirmed with Mr. Zhou Dayu that there was no matter that may affect the operation of the Company and its subsidiaries as a result of his cessation of service.

The above proposed appointments of supervisors are subject to the approval of the Shareholders of the Company by way of ordinary resolution at the EGM.

---

## LETTER FROM THE BOARD

---

### Background of Candidates for Supervisors

#### Mr. Tang Chaoxiong

Tang Chaoxiong (“**Mr. Tang**”), male, born in February 1968, aged 56, Chinese, a member of the Communist Party and a senior accountant. Mr. Tang has extensive experience in financial management. He graduated from Changsha Institute of Water Conservancy and Electric Power in 1991, majoring in finance and accounting.

Mr. Tang has served as the chairman of the Supervisory Committee of the Company since June 2022, a non-executive director of China Longyuan Power Group Corporation Limited since June 2021, and secretary of the Party Committee and chairman of China Energy Group Shared Service Center Co., Ltd. since August 2024. Mr. Tang served as the head of audit department of China Energy from April 2023 to August 2024. From April 2021 to April 2023, Mr. Tang served as the head of capital operation department of China Energy. From November 2016 to April 2021, Mr. Tang served as the chief financial officer, deputy manager and Member of the Party Committee of Guodian Technology & Environment Group Corporation Limited, and from September 2015 to November 2016, he served as the director, deputy general manager, chief financial officer and Member of the Party Members’ Group of Guodian Technology & Environment Group Corporation Limited. From May 2010 to September 2015, he served as the deputy general manager and Member of the Party Members’ Group of the former Guodian Capital Holdings Co., Ltd. From December 2006 to May 2010, he served as the deputy general manager and Member of the Party Members’ Group of the former Guodian Finance Co., Ltd.

Prior to the foregoing, Mr. Tang had served as the deputy director of the accounting division and the audit division of the finance and property rights management department of State Power Corporation of China, and the director of the finance and accounting division of the finance and property rights department of the former China Guodian Corporation.

Save as disclosed above, Mr. Tang has not held any directorship in any listed companies in the past three years.

Save as disclosed above, Mr. Tang has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tang does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Tang’s appointment by the Shareholders of the Company, Mr. Tang will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Supervisory Committee of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Mr. Tang will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.

---

## LETTER FROM THE BOARD

---

Mr. Tang's annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.

### **Mr. Yuan Rui**

Yuan Rui (“**Mr. Yuan**”), male, born in November 1983, aged 40, Chinese, a member of the Communist Party and a lecturer (college). Mr. Yuan is proficient in corporate financial management, capital operation, coal sales and the development of new energy projects. He graduated from the School of Economics of Perking University with a bachelor's degree in economics in 2006, and later obtained a doctor's degree in economics from the School of Economics of Perking University, majoring in political economics.

Mr. Yuan has been the deputy director of the financial and capital department of China Energy since March 2023. From September 2021 to March 2023, Mr. Yuan served as the deputy director of the capital operation department of China Energy. From April 2020 to September 2021, he served as the deputy general manager and Member of the Party Committee of China Energy Guangxi Power Co., Ltd. and Guangxi Branch of the Company. From May 2018 to April 2020, he served as the director assistant of the financial and industrial operation and management centre of China Energy Group and the general manager assistant of China Energy Capital Holdings Co., Ltd.

Prior to the foregoing, Mr. Yuan had successively held the posts of deputy general manager of Shenhua Trading Group Eastern China Energy Company, and secretary of party branch and director of Zhejiang Office of Shenhua Trading Group Eastern China Energy Company.

Save as disclosed above, Mr. Yuan has not held any directorship in any listed companies in the past three years.

Save as disclosed above, Mr. Yuan has no relationship with any directors, members of the senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Yuan does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval of Mr. Yuan's appointment by the Shareholders of the Company, Mr. Yuan will enter into a service contract with the Company for a term of three years till the expiry of the tenure of the sixth session of the Supervisory Committee of the Company commencing from the date of appointment. Pursuant to the Articles of Association of the Company, Mr. Yuan will be elected and appointed at a general meeting of the Company and may be re-elected and re-appointed at a general meeting of the Company.



---

## LETTER FROM THE BOARD

---

Mr. Yuan's annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at a general meeting of the Company pursuant to the Articles of Association of the Company and with reference to recommendations of the Remuneration and Assessment Committee of the Board in accordance with its terms of reference, taking into account, among other matters, his duties and responsibilities.

Save for disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of Shareholders of the Company.

### THE EGM

The first extraordinary general meeting of 2024 will be convened at He Meeting Room, 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People's Republic of China at 9:00 a.m. on Monday, 30 September 2024 for the purpose of, inter alia, considering and approving:

1. by the Shareholders, and by way of ordinary resolution(s) (by cumulative voting method), the appointment of executive Director and non-executive Directors of the sixth session of Board of the Company for a term of three years (from 30 September 2024 to 29 September 2027):
  - (i) to appoint Mr. Lv Zhiren as an executive Director of the Company;
  - (ii) to appoint Mr. Kang Fengwei as a non-executive Director of the Company;
  - (iii) to appoint Mr. Li Xinhua as a non-executive Director of the Company;
2. by the Shareholders, and by way of ordinary resolution(s) (by cumulative voting method), the appointment of independent non-executive Directors of the sixth session of the Board of the Company for a term of three years (from 30 September 2024 to 29 September 2027 with consecutive terms not exceeding the statutory limit):
  - (i) to appoint Dr. Yuen Kwok Keung as an independent non-executive Director of the Company;
  - (ii) to appoint Dr. Chen Hanwen as an independent non-executive Director of the Company;
  - (iii) to appoint Mr. Wang Hong as an independent non-executive Director of the Company;

---

## LETTER FROM THE BOARD

---

3. by the Shareholders, and by way of ordinary resolution(s) (by cumulative voting method), the appointment of supervisors of the sixth session of the Supervisory Committee of the Company for a term of three years (from 30 September 2024 to 29 September 2027):
  - (i) to appoint Mr. Tang Chaoxiong as a shareholders' representative supervisor of the Company;
  - (ii) to appoint Mr. Yuan Rui as a shareholders' representative supervisor of the Company.

Votes for all resolutions at the EGM shall be taken by way of poll.

There is no connected person of the Company, Shareholder and their respective associates with a material interest in the resolutions to be proposed, considered and approved at the EGM required to be abstain from voting at the EGM.

Reply slips and forms of proxy for use at the EGM are enclosed herewith. Shareholders who intend to attend the relevant EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Wednesday, 25 September 2024.

Shareholders who intend to appoint a proxy to attend the EGM are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, China as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting (i.e. before 9:00 a.m. on Sunday, 29 September 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the proposed appointments of Directors and supervisors is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all resolutions to be proposed at the EGM in relation to the appointments of Directors and supervisors.

Yours faithfully,

By order of the Board

**China Shenhua Energy Company Limited**

**Song Jinggang**

*Chief Financial Officer and Secretary to the Board of Directors*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



# 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 2024 first extraordinary general meeting (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 9:00 a.m. on Monday, 30 September 2024 for the purpose of considering and, if thought fit, passing the following resolutions:

#### **AS ORDINARY RESOLUTIONS (BY CUMULATIVE VOTING METHOD):**

1. To consider and, if thought fit, to approve the appointment of executive director and non-executive directors of the sixth session of the Board of the Company for a term of three years (from 30 September 2024 to 29 September 2027):
  - 1.01 to appoint Mr. Lv Zhiren as an executive director of the Company;
  - 1.02 to appoint Mr. Kang Fengwei as a non-executive director of the Company;
  - 1.03 to appoint Mr. Li Xinhua as a non-executive director of the Company;
2. To consider and, if thought fit, to approve the appointment of independent non-executive directors of the sixth session of the Board of the Company for a term of three years (from 30 September 2024 to 29 September 2027 with consecutive terms not exceeding the statutory limit):
  - 2.01 to appoint Dr. Yuen Kwok Keung as an independent non-executive director of the Company;

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- 2.02 to appoint Dr. Chen Hanwen as an independent non-executive director of the Company;
- 2.03 to appoint Mr. Wang Hong as an independent non-executive director of the Company;
3. To consider and, if thought fit, to approve the appointment of the supervisors of the sixth session of the Supervisory Committee of the Company for a term of three years (from 30 September 2024 to 29 September 2027):
- 3.01 to appoint Mr. Tang Chaoxiong as a shareholders' representative supervisor of the Company;
- 3.02 to appoint Mr. Yuan Rui as a shareholders' representative supervisor of the Company.

By order of the Board

**China Shenhua Energy Company Limited**

**Song Jinggang**

*Chief Financial Officer and Secretary to the Board of Directors*

Beijing, 4 September 2024

---

# NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Notes:*

## **1. 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 at the close of business of 23 September 2024 (Monday) are entitled to attend the Extraordinary General Meeting.

The register of members will be closed from 24 September 2024 (Tuesday) to 30 September 2024 (Monday) (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 H share registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, China no later than 4:30 p.m. on 23 September 2024 (Monday) to effect the transfer of shares.

## **2. 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 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 notarised 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 (Address: 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 (i.e. 9:00 a.m. on Sunday, 29 September 2024) 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 Extraordinary General Meeting if he 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, China.
- (4) A proxy may exercise the right to vote by showing his hand or by poll. However, if a shareholder appointed more than one proxy, such proxies shall only exercise the right to vote by poll.

## **3. REGISTRATION PROCEDURES FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING**

- (1) A shareholder or his proxy should produce proof of identity when attending the Extraordinary General Meeting. If the attending shareholder is a corporation, its legal representative or person authorised by the board of directors or other governing body shall produce his proof of identity and 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 25 September 2024 (Wednesday).
- (3) Shareholders of the Company may return the reply slip personally by post, email or by 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.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

#### 4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 24 September 2024 (Tuesday) to 30 September 2024 (Monday) (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 H share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, China no later than 4:30 p.m. on 23 September 2024 (Monday) to effect the transfer of shares.

#### 5. CUMULATIVE VOTING METHOD

When adopting the cumulative voting method for electing directors and supervisors as proposed in Resolution 1, 2 and 3, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of directors and supervisors to be elected in each resolution. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of directors and supervisors corresponding to the number of shares he holds; or by casting all his votes carried by each of his shares corresponding to the number of directors and supervisors to be elected for a particular candidate of directors and supervisors; or by casting a portion of his votes carried by each of his shares corresponding to the number of directors and supervisors to be elected for a certain number of candidates of directors and supervisors.

For example: under the cumulative voting method, the maximum valid votes that a shareholder is entitled to cast are calculated on the basis of the total number of shares held by such shareholder times the number of independent non-executive directors to be elected (3 persons). If such shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) × 3 = 300. The shareholder could use his discretion to cast 300 votes evenly among 3 candidates, or to place all his votes on one particular candidate, or to split his votes to several candidates.

Where the total number of votes cast by a shareholder for one or several of the candidate(s) of directors and supervisors is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidate(s) of directors and supervisors by a shareholder is less than the number of votes carried by the total number of shares held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder.

The resolution is passed when the votes obtained exceed half of the number of shares (on the basis of non-cumulative number of shares) held by the shareholders (including their proxies) attending this Extraordinary General Meeting.

#### 6. 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 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, China.
- (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

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (4) Contact methods for the meeting:

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

*As at the date of this notice, the Board comprises the following: Mr. Lv Zhiren and Mr. Xu Mingjun as executive directors, Mr. Jia Jinzhong and Mr. Yang Rongming as non-executive directors, Dr. Yuen Kwok Keung, Dr. Bai Chong-En and Dr. Chen Hanwen as independent non-executive directors, and Ms. Liu Xiaolei as employee director.*