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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.

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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)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

A letter from the Board is set out on pages 2 to 5 of this circular.

Notice convening the second extraordinary general meeting of the Company for 2024 to be held at 9:00 a.m. on Friday, 20 December 2024 at He Meeting Room, 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the PRC is set out on pages 6 to 9 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 Tuesday, 17 December 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, the PRC 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 19 December 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.

2 December 2024

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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;
“Appointment Date”	the date on which Mr. Zhang Changyan was elected and approved by the EGM as an executive Director of the sixth session of the Board of the Company;
“Articles of Association”	the articles of association of 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;
“EGM”	the second extraordinary general meeting for 2024 to be held by the Company;
“H Share(s)”	the overseas-listed foreign 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”	29 November 2024, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“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.

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 Director:

Lv Zhiren

Non-executive Directors:

Kang Fengwei

Li Xinhua

Independent Non-executive Directors:

Yuen Kwok Keung

Chen Hanwen

Wang Hong

Employee Director:

Jiao Lei

Registered Office:

Shenhua Tower

22 Andingmen Xibinhe Road

Dongcheng District

Beijing, PRC

2 December 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

INTRODUCTION

Reference is made to the announcement made by the Company on 29 November 2024, in relation to the proposed appointment of executive Director and appointment of chief executive officer. The purpose of this circular is to provide you with further information of the proposed appointment of executive Director.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

In accordance with the Articles of Association of the Company, the Company Law and applicable laws and regulations, the Board proposed to appoint Mr. Zhang Changyan (“**Mr. Zhang**”) as an executive Director of the sixth session of the Board of the Company for a term commencing from the Appointment Date till the expiry of the tenure of the sixth session of the Board of the Company. The above proposed appointment of the executive Director is subject to the approval of the Shareholders of the Company by way of ordinary resolution at the EGM.

Background of the Candidate for Director

Zhang Changyan, male, born in August 1970, aged 54, Chinese, is a member of the Communist Party and a senior economist. Mr. Zhang graduated from Xi’an Jiaotong University in 1993, majoring in electrical engineering and received a master’s degree of Business Administration from Tsinghua University in 2001.

Mr. Zhang has been serving as the deputy secretary to the Party Committee of the Company since November 2024. He served as the chairman (legal representative) and secretary to the Party Committee of China Energy Group Media Center Co., Ltd. from February 2022 to November 2024. He served as the chairman (legal representative) and secretary to the Party Committee of China Energy Fujian Energy Co., Ltd. and Shenhua Fujian Energy Co., Ltd. from December 2020 to February 2022. He served as the employees’ representative supervisor of the Company from December 2019 to July 2022, the deputy secretary to the Party Committee of the Company from August 2019 to December 2020 and general counsel of the Company from December 2019 to January 2021. From May 2018 to August 2019, he served as the secretary and a deputy director of the coal industry operation and management center of China Energy Investment Corporation Limited. From January 2012 to May 2018, he served as the director of the coal and chemical management department of the former China Guodian Corporation.

Prior to the foregoing, Mr. Zhang successively served as the general manager and deputy secretary of the leading Party members group of Guodian Anhui Power Co., Ltd., a group leader of the preparatory team of Guodian Anhui Power Co., Ltd., the deputy general manager and a member of the leading Party members group of the East China Branch of former China Guodian Corporation, and the deputy general manager of Guodian East China New Energy Investment Co., Ltd.

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

Save as disclosed above, Mr. Zhang 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. Zhang 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).

LETTER FROM THE BOARD

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

Mr. Zhang's annual remuneration package will not be fixed in the service contract and will be determined by Shareholders at the 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 second EGM of 2024 will be convened by the Company at He Meeting Room, 2F, Gehua New Century Hotel Beijing, 19 Gulouwai Avenue, Chaoyang District, Beijing, the PRC at 9:00 a.m. on Friday, 20 December 2024 for the purpose of considering and approving by the Shareholders by way of ordinary resolution the appointment of Mr. Zhang Changyan as an executive Director of the sixth session of Board of the Company for a term commencing from the Appointment Date till the expiry of the tenure of the sixth session of the Board of the Company (from 20 December 2024 to 29 September 2027). Votes for the resolution 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 resolution to be proposed, considered and approved at the EGM required to be abstain from voting at the EGM.

Reply slip and proxy form 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 Tuesday, 17 December 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, the PRC 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 19 December 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.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors consider that the proposed appointment of the executive Director 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 appointment of the executive Director.

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

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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 2024 second 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 PRC at 9:00 a.m. on Friday, 20 December 2024 for the purpose of considering and, if thought fit, passing the following resolution:

AS AN ORDINARY RESOLUTION:

1. To consider and, if thought fit, to approve the appointment of Mr. Zhang Changyan as an executive director of the sixth session of the Board of the Company for a term from the date of appointment till the expiry of the tenure of the sixth session of the Board of the Company, being from 20 December 2024 to 29 September 2027.

By order of the Board

China Shenhua Energy Company Limited

Song Jinggang

Chief Financial Officer and Secretary to the Board of Directors

Beijing, 2 December 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 Monday, 16 December 2024 are entitled to attend the Extraordinary General Meeting.

The register of members will be closed from Tuesday, 17 December 2024 to Friday, 20 December 2024 (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, the PRC no later than 4:30 p.m. on Monday, 16 December 2024 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 at Room 1003, Block A, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, 100011, the PRC 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 19 December 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 this 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, the PRC.
- (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 17 December 2024 (Tuesday).
- (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 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 17 December 2024 (Tuesday) to 20 December 2024 (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 H share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, the PRC no later than 4:30 p.m. on 16 December 2024 (Monday) to effect the transfer of shares.

5. PROCEDURES ON DEMANDING A POLL

Subject to the listing rules of the stock exchange 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;
- (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.

6. According to the Articles of Association of the Company, Shareholders individually or in aggregate holding 3% or more of the Shares of the Company may put forward provisional proposals at the general meeting. Such provisional proposals shall comply with the requirements of the Articles of Association of the Company and the regulatory rules of the place of listing (including the review of the qualifications of independent non-executive Directors, etc.).

7. 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, the PRC.
- (3) The registered address of the Company:

22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the PRC

Postal Code: 100011
Telephone: (+86)10 5813 1088
Facsimile: (+86)10 5813 1814

- (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

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (5) In this notice, the following expression 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 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.