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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 of 2012 (the “Extraordinary General Meeting”) of China Shenhua Energy Company Limited (the “Company”) will be held at Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, the People’s Republic of China at 4:00 p.m. on Friday, 14 September 2012 for the purpose of considering and, if thought fit, passing the following resolutions:

AS SPECIAL RESOLUTION:

1. To consider and, if thought fit, to approve the following mandate and authorise the board of directors of the Company to carry out the following:-
 - (1) To determine the proposed issue of debt financing instruments of the Company within the limit of issuance, including but not limited to short-term debentures, medium-term notes, super short-term commercial papers, corporate bonds and enterprise bonds in domestic market as well as Renminbi denominated bonds and foreign currency denominated bonds, etc. in overseas market (excluding convertible bonds that may be converted into equity securities).
 - (2) To determine and finalise, based on the Company’s needs and market conditions, the specific terms and conditions of and all relevant matters in connection with the proposed issue of debt financing instruments, including but not limited to type, principal, interest rate, term, issuance timing, targets and use of proceeds of such debt financing instruments to be issued within the aforesaid limit and the production, execution and disclosure of all necessary documents.
 - (3) To ensure the gearing ratio (total liabilities/total assets) based on the Company’s consolidated financial statements upon completion of each issuance not exceeding 50%, in addition to the compliance with the restrictions by the government and relevant regulatory authorities on the issuance size of the debt financing instruments to be issued by the Company under these authorisations. The gearing ratio is calculated based on the latest published (quarterly, interim or annual) financial statements of the Company prior to the proposed issue, taking into consideration the amount of debt financing instruments issued or repaid at the end of the reporting period up to the date of the proposed issue as well as the size of the proposed issuance.

- (4) To satisfy the following criteria for any corporate bonds to be issued through a domestic exchange: the principal shall not exceed RMB50 billion; the term shall not exceed 10 years; and such corporate bonds may be issued to the Company's shareholders by way of placing, arrangement details of which (availability of placing, placing ratio, etc.) shall be determined by the board of directors according to market conditions and the terms and conditions of the proposed issue.
- (5) To delegate the mandate to Dr. Ling Wen, the executive director and president of the Company, and Ms. Zhang Kehui, the chief financial officer, within the scope of this mandate for determining other matters related to such issuance and implementing specific measures upon determining the type, principal, term and use of proceeds of each issuance of the debt financing instruments by the board of directors of the Company.
- (6) The mandate and the authorisations set out in this resolution shall remain effective within 24 months commencing from the date on which this resolution is approved by shareholders at the general meeting.

By Order of the Board
China Shenhua Energy Company Limited
Huang Qing
Secretary to the Board of Directors

Beijing, 29 July 2012

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 Wednesday, 15 August 2012 are entitled to attend the Extraordinary General Meeting.

The register of members will be closed from 15 August 2012 (Wednesday) to 14 September 2012 (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 vote 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 14 August 2012 (Tuesday) 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 authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other documents of authorization must be notarized.

- (3) To be valid, the notarially certified power of attorney, or other documents of authorization, and the form of proxy must be delivered to the Company's office address (at Room 310, Block B, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China, Postal Code: 100011) for holders of domestic shares and at the H share 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 so wishes. The H share share registrar of the Company is Computershare Hong Kong Investor Services Limited.
- (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 a corporate shareholder appoints its legal representative to attend the meeting, such legal representative or the person authorized by the board of directors or other governing body 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 Friday, 24 August 2012.
- (3) Shareholders of the Company may return the reply slip personally, by post or by facsimile to the Company.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 15 August 2012 (Wednesday) to 14 September 2012 (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 vote 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 14 August 2012 (Tuesday) 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 listing, a poll may be demanded in respect of any resolutions 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 authorized 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. MISCELLANEOUS

- (1) The Extraordinary General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (3) The registered address of the Company:

Shenhua Tower
22 Andingmen Xibinhe Road
Dongcheng District
Beijing, China
Postal Code: 100011
Telephone: (+86) 10 5813 3355/(+86) 10 5813 3399
Facsimile: (+86) 10 5813 1804/(+86) 10 5813 1814

- (4) Contact methods for the meeting:

Contact Department: Investment Relations Department,
Room 310, Block B, Shenhua Tower,
22 Andingmen Xibinhe Road,
Dongcheng District,
Beijing, the People's Republic of China
Postal Code: 100011
Contact Person: Qu Junda
Telephone: (+86) 10 5813 1088/(+86) 10 5813 3363
Facsimile: (+86) 10 5813 1814

- (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 People's Republic of China

As at the date of this notice, the board of directors comprises the following: Dr. Zhang Xiwu, Dr. Zhang Yuzhuo, Dr. Ling Wen and Mr. Han Jianguo as executive directors, Mr. Kong Dong and Mr. Chen Hongsheng as non-executive directors, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang as independent non-executive directors.