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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting for 2024 (the “**Annual General Meeting**”) of China Shenhua Energy Company Limited (the “**Company**”) will be held at He Meeting Room, 2F, Gehua New Century Hotel, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China at 9:00 a.m. on Friday, 20 June 2025 for the purpose of considering and, if thought fit, passing the following resolutions:

#### **AS ORDINARY RESOLUTIONS:**

1. To consider and, if thought fit, to approve the report of the board of directors of the Company for the year ended 31 December 2024.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2024.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2024.
4. To consider and, if thought fit, to approve the Company’s profit distribution plan for the year ended 31 December 2024: (1) final dividend for the year ended 31 December 2024 in the amount of RMB2.26 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB44,903 million (inclusive of tax) (“**2024 Final Dividend**”); (2) to authorise the chief executive officer to implement the above-mentioned profit distribution matters and to deal with all relevant matters in relation to tax withholding and foreign exchange as required by relevant laws, regulations and regulatory authorities.

5. To consider and, if thought fit, to approve the remuneration of the directors and supervisors of the Company for the year ended 31 December 2024: (1) the aggregate remuneration of executive director and chief executive officer, Zhang Changyan, amounted to RMB81,335.04; the aggregate remuneration of former Chairman and executive director, Lv Zhiren, and former executive director and vice president, Xu Mingjun, amounted to RMB2,053,520.54 (including a term incentive payment of RMB473,544.00 for executive directors for 2023); the aggregate remuneration of employee director, Jiao Lei, amounted to RMB222,498.64, and the aggregate remuneration of former employee director, Liu Xiaolei, amounted to RMB805,067.66; (2) the aggregate remuneration of Yuen Kwok Keung, Chen Hanwen and Wang Hong, all independent non-executive directors, amounted to RMB650,000.00, and the aggregate remuneration of former independent non-executive director, Bai-Chong En, amounted to RMB250,000.00; the non-executive directors (other than the independent non-executive directors) are remunerated by China Energy Investment Corporation Limited (“**China Energy**”) and are not remunerated by the Company in cash; (3) chairman of the supervisory committee of the Company, Tang Chaoxiong, supervisor, Yuan Rui and former supervisor, Zhou Dayu, are remunerated by China Energy and its subsidiaries and are not remunerated by the Company in cash; the aggregate remuneration of employee supervisor, Zhang Feng, amounted to RMB1,074,904.66.
6. To consider and, if thought fit, to approve the extension of appointment of KPMG and KPMG Huazhen LLP as the international and the PRC auditors of the Company for the year of 2025 until the completion of annual general meeting for 2025, the remuneration of RMB12.80 million per annum for the auditing and related special services in 2025 and to authorise a directors’ committee comprising of the chief executive officer of the Company, who also serves as the executive director, and chairman of the audit and risk management committee to make adjustment to the remuneration within a reasonable range according to the actual situation during the service period.

#### **AS SPECIAL RESOLUTIONS:**

7. To consider and, if thought fit, to approve the shareholder return plan for 2025–2027.
8. To consider and, if thought fit, to approve the following general mandate for the board of directors and the persons authorised by the board of directors to repurchase the Company’s H shares:
  - (1) the board of directors be granted a general mandate, by reference to the requirements of the relevant laws and regulations, to repurchase the Company’s H shares on market of The Stock Exchange of Hong Kong Limited not exceeding 10% of the number of the Company’s H shares in issue (excluding treasury shares) at the time when this resolution is passed at the annual general meeting and the class meetings of shareholders.

- (2) the board of directors and the persons authorised by the board of directors be authorised to (including but not limited to the following):
- (i) formulate and implement the specific repurchase plan, including but not limited to determining the time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc.;
  - (ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law of the People's Republic of China and the articles of association of the Company;
  - (iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;
  - (iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and regulatory requirements;
  - (v) in accordance with applicable laws, regulations, securities regulatory requirements and listing rules of the place where the Company's shares are listed, as well as the actual circumstances of the repurchase, deal with the repurchased shares, handle the cancellation or transfer of the repurchased shares (as applicable), reduce the registered capital of the Company (if involved), amend the articles of association of the Company in relation to the total amount of share capital, the structure of the capital and other relevant contents, and handle domestic and overseas registration and filing of changes in relation to the repurchase;
  - (vi) execute and deal with any documents and matters related to share repurchase.

(3) Authorisation period

The period of above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution at the annual general meeting, the class meeting of holders of A shares and the class meeting of holders of H shares and ends at the earlier of:

- (a) the conclusion of the annual general meeting for 2025; or

- (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting, a class meeting of holders of A shares and a class meeting of holders of H shares.

By order of the Board

**China Shenhua Energy Company Limited**

**Song Jinggang**

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

Beijing, 20 May 2025

*Notes:*

## **1. ELIGIBILITY FOR ATTENDING THE ANNUAL 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 17 June 2025 (Tuesday) are entitled to attend the Annual General Meeting.

The register of members will be closed from 17 June 2025 (Tuesday) to 20 June 2025 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual 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 16 June 2025 (Monday) to effect the transfer of shares.

## **2. PROXY**

- (1) Each shareholder entitled to attend and vote at the Annual 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 Annual 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 appointed more than one proxy, such proxies shall only exercise the right to vote by poll.

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

- (1) A shareholder or his proxy should produce proof of identity when attending the Annual General Meeting. If a corporate shareholder appoints its legal representative or other person authorised by the board of directors or other governing body to attend the meeting, such legal representative or the 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 Annual General Meeting should return the reply slip of such meeting to the Company on or before 17 June 2025 (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 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. In order to qualify to attend and vote at the Annual General Meeting, non-registered shareholders of H shares of the Company whose transfer documents have not been registered must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 16 June 2025 (Monday). Shareholders of H shares whose names are recorded in the register of members of the Company at the close of business of 17 June 2025 (Tuesday) are entitled to attend the Annual General Meeting.

#### 4. CLOSURE OF REGISTER OF MEMBERS

- (1) The register of members will be closed from 17 June 2025 (Tuesday) to 20 June 2025 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual 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 16 June 2025 (Monday) to effect the transfer of shares.
- (2) 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 4 July 2025 (Friday) are entitled to the 2024 Final Dividend.

The register of members will be closed from 28 June 2025 (Saturday) to 4 July 2025 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to the 2024 Final Dividend. In order to be eligible for receiving the 2024 Final Dividend, 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 27 June 2025 (Friday) 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; 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.

6. In accordance with the articles of association of the Company, shareholder(s) individually or jointly holding more than 3% shares of the Company may submit provisional motions at a general meeting. The contents of the provisional motions 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).

#### 7. MISCELLANEOUS

- (1) The Annual 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.*