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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

**This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.**

The “Announcement Regarding Resolutions at the 15th Meeting of the Sixth Session of the Board” as published in Chinese on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) by China Shenhua Energy Company Limited on 20 December 2025 is enclosed hereto as overseas regulatory announcement.

By order of the Board

**China Shenhua Energy Company Limited**

**Song Jinggang**

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

Beijing, 19 December 2025

*As at the date of this announcement, 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.*

## **China Shenhua Energy Company Limited Announcement Regarding Resolutions at the 15th Meeting of the Sixth Session of the Board**

**The Board of Directors and all directors of China Shenhua Energy Company Limited guarantee that the information set out in this announcement does not contain any false statements, misleading representations or material omissions, and take legal responsibility as to the truthfulness, accuracy and completeness of the content herein.**

The 15th meeting of the sixth session of the board of directors (the “**Board**”) of China Shenhua Energy Company Limited (the “**Company**” or “**China Shenhua**”), with meeting notice served on 5 December 2025 and meeting materials such as agenda and proposals served on 15 December 2025 by email or paperless office system to all directors, was held by way of on-site meeting and video at Shenhua Tower, No. 22 Xibinhe Road, Andingmen, Dongcheng District, Beijing on 19 December 2025. Four out of the seven eligible directors (each a “**Director**”) attended the meeting in person, and three Directors were represented by proxy. One Director attended the meeting via video connection. Chen Hanwen (independent non-executive Director) attended the meeting via video connection. Both Kang Fengwei (non-executive Director) and Li Xinhua (non-executive Director) requested for leave due to business engagement and appointed Zhang Changyan (executive Director) to attend the meeting and vote on their behalf. Yuen Kwok Keung (independent non-executive Director) requested for leave due to business engagement and appointed Wang Hong (independent non-executive Director) to attend the meeting and vote on behalf of him. The meeting was convened and chaired by Zhang Changyan (executive Director). Song Jinggang, the secretary to the Board of Directors, attended the meeting. Other senior management members attended the meeting as non-voting participants. The convening of the meeting was in compliance with the Company Law of the People’s Republic of China and other relevant laws and regulations, the listing rules of the listing venue and the Articles of Association of China Shenhua Energy Company Limited (the “**Articles of Association**”).

The following proposals were considered and approved at the meeting:

### **I. PROPOSAL ON THE 2025 WORK REPORT OF THE BOARD OF DIRECTORS OF CHINA SHENHUA ENERGY COMPANY LIMITED**

The Board considered and approved the 2025 Work Report of the Board of Directors of China Shenhua Energy Company Limited, and authorised the executive Director of the Company to make such amendments to the contents and data of the 2025 Work Report of the Board of Directors of China Shenhua Energy Company Limited as he deems appropriate or necessary to align with the requirements by domestic and overseas listing rules and China Energy Investment Corporation Limited (“**China Energy**”) for the preparation of the work report of the board of directors for subsidiaries.

Voting result: Out of the 7 ballots carrying voting rights, 7 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

## **II. PROPOSAL ON THE CAPITAL INCREASE TO CHINA ENERGY FINANCE CO., LTD.**

The Board approved the following:

1. To approve the Company to make a pro-rata capital contribution of RMB6 billion to China Energy Finance Co., Ltd. ( “**Finance Company**”) with its self-owned funds in accordance with the capital increase plan described in this proposal.

2. To approve the Company to enter into the Capital Increase Agreement of China Energy Finance Co., Ltd.

3. To authorise Mr. Zhang Changyan, the Chief Executive Officer of China Shenhua, to handle all specific matters in relation to this capital increase at his discretion, including but not limited to making necessary adjustments or amendments to the capital increase plan, attending the general meeting of the Finance Company for the capital increase, signing on behalf of the Company the resolutions of the general meeting of the Finance Company, the Capital Increase Agreement of China Energy Finance Co., Ltd., the Letter of Undertaking for Shareholders of Non-banking Financial Institutions and other relevant documents involved in this capital increase, making information disclosure as required by the listing rules of the two listing venues of the Company, and handling all matters such as relevant approval, registration of change in property rights and the industrial and commercial registration of changes.

All Directors of the Company (including independent non-executive Directors) confirmed that:

1. The related (connected) transaction involved in this proposal is conducted in the ordinary and usual course of business of the Company; is implemented on normal commercial terms or on terms better than normal commercial terms; the agreement and the pricing of the transaction are fair and reasonable, and in the interests of the Company and the shareholders of the Company as a whole.

2. The voting procedures of the Board of the Company regarding such related (connected) transaction are in compliance with the provisions of laws, regulations and the Articles of Association.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the China Shenhua Announcement Regarding Capital Increase to Finance Company and Related Transaction disclosed at the same time as this announcement.

## **III. PROPOSAL ON THE ENTERING INTO OF THE 2026 FACTORING SERVICES AGREEMENT BETWEEN CHINA SHENHUA ENERGY COMPANY LIMITED AND GUONENG (BEIJING) COMMERCIAL FACTORING CO., LTD.**

The Board approved the following:

1. To approve the entering into of the 2026 Factoring Services Agreement between the Company and Guoneng (Beijing) Commercial Factoring Co., Ltd. and the 2026 annual cap for the transactions thereunder. The 2026 Factoring Services Agreement is subject to the approval of the Board and shall be effective from 1 January 2026 to 31 December 2026.

2. To agree to authorise the Chief Executive Officer of the Company to deal with relevant matters in relation to the signing of the 2026 Factoring Services Agreement at his discretion, and decide and adopt necessary actions to meet relevant requirements

and procedures of the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited on related party (connected) transactions.

All Directors of the Company (including independent non-executive Directors) confirmed that:

1. The related (connected) transactions involved in this proposal are conducted in the ordinary and usual course of business of the Company; are implemented on normal commercial terms or on terms better than normal commercial terms; the agreement, transaction pricing principles and transaction cap are fair and reasonable, and in the interests of the Company and the shareholders of the Company as a whole.

2. The voting procedures of the Board of the Company regarding such related (connected) transactions are in compliance with the provisions of laws, regulations and the Articles of Association.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the China Shenhua Announcement Regarding Daily Related Transactions disclosed at the same time as this announcement.

#### **IV. PROPOSAL ON THE USE OF SELF-OWNED FUNDS TO PURCHASE STRUCTURED DEPOSITS BY CHINA SHENHUA ENERGY COMPANY LIMITED**

The Board approved the following:

1. To approve the Company to continue to use its self-owned funds to purchase structured deposits from banks with a balance not exceeding RMB22.5 billion at any time for a term of 12 months commencing from the date of approval by the Board, during which the quota may be used on a rolling basis.

2. To authorise the Chief Executive Officer of the Company to make specific decisions on relevant matters and sign relevant contractual documents in accordance with changes in interest rates, operating conditions and arrangements for capital inflows and outflows.

Voting result: Out of the 7 ballots carrying voting rights, 7 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

#### **V. PROPOSAL ON THE COMPANY'S SHARE ISSUANCE AND PAYMENT OF CASH TO ACQUIRE ASSETS AND RAISE SUPPORTING FUNDS AND RELATED TRANSACTION COMPLYING WITH RELEVANT LAWS AND REGULATIONS**

The Company proposed to acquire the equity interests in the target companies held by China Energy and China Energy Western Energy Investment Co., Ltd. ( "**Western Energy**") by way of issuance of A shares and payment of cash, and to raise supporting funds in the A-share market (the "**Transaction**").

The Board agreed and confirmed that the Transaction is in compliance with the relevant provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Administrative Measures for the Material Asset Restructuring of Listed Companies, the Administrative Measures for the Registration of Securities Offerings of Listed Companies, the Regulatory Guidelines for Listed Companies No. 9 - Regulatory Requirements for the Planning and Implementation of Major Asset Restructuring of Listed Companies and other laws, regulations and normative documents, and submitted it to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

**VI. PROPOSAL ON THE PLAN FOR THE COMPANY'S PURCHASE OF ASSETS THROUGH THE ISSUANCE OF SHARES AND CASH PAYMENT, THE RAISING OF SUPPORTING FUNDS, AND THE RELATED TRANSACTION**

The Board considered the following sub-proposals on an item-by-item basis, and submitted each item to the general meeting of the Company for consideration by way of special resolution:

The Overall Plan for the Transaction, and

(I) Issuance of Shares and Payment of Cash to Acquire Assets

1. Target assets
2. Counterparties
3. Transaction price and payment method
4. Type, par value and listing venue of shares to be issued
5. Issue method
6. Target subscriber and subscription method
7. Issuance price and pricing basis
8. Number of shares to be issued
9. Lock-up period
10. Attribution of profit and loss during the transition period
11. Arrangements for accumulated undistributed profits

(II) Issuance of Shares to Raise Supporting Funds

1. Type, par value and listing venue of shares to be issued
2. Issue method, target subscribers and subscription method
3. Pricing basis, pricing benchmark date and issuance price for shares to be issued

4. Number of shares to be issued

5. Lock-up period

6. Use of proceeds to be raised

7. Arrangements for accumulated undistributed profits

(III) Performance Commitment and Compensation Arrangements

(IV) Validity Period of the Resolutions

This resolution shall remain valid for 12 months from the date on which the proposal for the Transaction is considered and approved at the general meeting of the Company. If the Company obtains the approval from the China Securities Regulatory Commission for the Transaction within such validity period, the validity shall automatically extend to the completion date of the Transaction.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result on each item: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

**VII. PROPOSAL ON THE REPORT (DRAFT) OF CHINA SHENHUA ON THE PURCHASE OF ASSETS THROUGH THE ISSUANCE OF SHARES AND CASH PAYMENT, THE RAISING OF SUPPORTING FUNDS, AND THE RELATED TRANSACTION AND ITS SUMMARY**

To approve the Report (Draft) of China Shenhua Energy Company Limited on the Purchase of Assets Through the Issuance of Shares and Cash Payment, the Raising

of Supporting Funds, and the Related Transaction and its summary, to approve corresponding supplements and revisions (if necessary) based on the review opinions of regulatory authorities, and to submit it to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Report (Draft) of China Shenhua Energy Company Limited on the Purchase of Assets Through the Issuance of Shares and Cash Payment, the Raising of Supporting Funds, and the Related Transaction and the Report (Draft) (Summary) of China Shenhua Energy Company Limited on the Purchase of Assets Through the Issuance of Shares and Cash Payment, the Raising of Supporting Funds, and the Related Transaction disclosed at the same time as this announcement.

#### **VIII. PROPOSAL ON THE ADJUSTMENTS TO THE PLAN IN RESPECT OF THE TRANSACTION NOT CONSTITUTING MATERIAL ADJUSTMENTS**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the China Shenhua Announcement Regarding the Adjustments to the Plan in Respect of the Transaction Not Constituting Material Adjustments disclosed at the same time as this announcement.

#### **IX. PROPOSAL ON THE TRANSACTION CONSTITUTING RELATED TRANSACTION**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on Whether the Transaction Constitutes Major Asset Restructuring, Related Transaction and Reorganisation and Listing disclosed at the same time as this announcement.

#### **X. PROPOSAL ON THE TRANSACTION NOT CONSTITUTING MAJOR ASSET RESTRUCTURING**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on Whether the Transaction Constitutes Major Asset Restructuring, Related Transaction and Reorganisation and Listing disclosed at the same time as this announcement.

## **XI. PROPOSAL ON THE TRANSACTION NOT CONSTITUTING REORGANISATION AND LISTING**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on Whether the Transaction Constitutes Major Asset Restructuring, Related Transaction and Reorganisation and Listing disclosed at the same time as this announcement.

## **XII. PROPOSAL ON THE EXECUTION OF CONDITIONAL AGREEMENTS WITH THE COUNTERPARTIES**

To approve the execution of conditional Supplemental Agreement to the Agreement on Issuance of Shares and Payment of Cash to Acquire Assets among China Shenhua Energy Company Limited, China Energy Investment Corporation Limited and China Energy Western Energy Investment Co., Ltd. and the Performance Compensation Agreement among China Shenhua Energy Company Limited, China Energy Investment Corporation Limited and China Energy Western Energy Investment Co., Ltd. by the Company with China Energy and Western Energy, to authorise Mr. Zhang Changyan, the Chief Executive Officer of the Company, to sign the aforesaid agreements and relevant documents for the Transaction, and to submit the same to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

## **XIII. PROPOSAL ON THE INDEPENDENCE OF THE VALUATION INSTITUTIONS, THE REASONABLENESS OF THE VALUATION ASSUMPTIONS, THE RELEVANCE OF THE VALUATION METHODOLOGIES TO THE VALUATION PURPOSES, AND THE FAIRNESS OF THE VALUATION PRICING**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Independence of the Valuation Institution, the Reasonableness of Valuation Assumptions, the Relevance of Valuation Methods to the Valuation Purpose And the Fairness of the Valuation Pricing disclosed at the same time as this announcement.

## **XIV. PROPOSAL ON THE REVIEW REPORTS, AUDIT REPORTS AND ASSET VALUATION REPORTS RELATING TO THE TRANSACTION**

The Board considered and approved the review reports, audit reports, and asset valuation reports, comfort letters and the Declaration Statement of Management prepared by the Company related to the Transaction, authorised the executive Director

to sign the Declaration Statement of Management, and submitted the same to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Pro Forma Consolidated Financial Statements and Review Report of China Shenhua Energy Company Limited (Ernst & Young Hua Ming (2025) Zhuan Zi No. 70071681\_A01), Audit Reports (Ernst & Young Hua Ming (2025) Zhuan Zi No. 80021398\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028121\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 70073121\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 70066400\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028116\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028118\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028112\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028114\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028111\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028128\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028119\_A01, Ernst & Young Hua Ming (2025) Zhuan Zi No. 80028105\_A01) and Asset Valuation Reports (China Enterprise Appraisals Bao Zi (2025) No. 6665, China Enterprise Appraisals Bao Zi (2025) No. 6666, China Enterprise Appraisals Bao Zi (2025) No. 6667, China Enterprise Appraisals Bao Zi (2025) No. 6668, China Enterprise Appraisals Bao Zi (2025) No. 6669, China Enterprise Appraisals Bao Zi (2025) No. 6670, China Enterprise Appraisals Bao Zi (2025) No. 6671, China United Assets Appraisal Bao Zi [2025] No. 5356, China United Assets Appraisal Bao Zi [2025] No. 5357, China United Assets Appraisal Bao Zi [2025] No. 5358, China United Assets Appraisal Bao Zi [2025] No. 5359, China United Assets Appraisal Bao Zi [2025] No. 5360) disclosed at the same time as this announcement.

#### **XV. PROPOSAL ON THE CIRCUMSTANCES REGARDING THE DILUTION OF IMMEDIATE RETURN ARISING FROM THE TRANSACTION AND THE REMEDIAL MEASURES**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Circumstances Regarding the Dilution of Immediate Return Arising From the Transaction and the Remedial Measures disclosed at the same time as this announcement.

#### **XVI. PROPOSAL ON THE TRANSACTION COMPLYING WITH ARTICLES 11, 43 AND 44 OF THE ADMINISTRATIVE MEASURES FOR THE MAJOR ASSET RESTRUCTURING OF LISTED COMPANIES**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.



For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Transaction complying with Articles 11, 43 and 44 of the Administrative Measures for the Major Asset Restructuring of Listed Companies disclosed at the same time as this announcement.

**XVII. PROPOSAL ON THE TRANSACTION AND THE PROPOSED ISSUANCE OF A SHARES COMPLYING WITH ARTICLE 4 OF THE REGULATORY GUIDELINES FOR LISTED COMPANIES NO. 9 – REGULATORY REQUIREMENTS FOR THE PLANNING AND IMPLEMENTATION OF MAJOR ASSETS RESTRUCTURINGS BY LISTED COMPANIES**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Transaction Complying with Article 4 of the Regulatory Guidelines for Listed Companies No. 9 – Regulatory Requirements for the Planning and Implementation of Major Assets Restructurings by Listed Companies disclosed at the same time as this announcement.

**XVIII. PROPOSAL ON THE CONFIRMATION THAT NONE OF THE RELEVANT PARTIES TO THE TRANSACTION AND THE PROPOSED ISSUANCE OF A SHARES FALLS WITHIN THE CIRCUMSTANCES UNDER ARTICLE 12 OF THE REGULATORY GUIDELINES FOR LISTED COMPANIES NO. 7 THAT WOULD PROHIBIT PARTICIPATION IN MAJOR ASSET RESTRUCTURING OF A LISTED COMPANY**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Confirmation That None of the Relevant Parties to the Transaction and the Proposed Issuance of A Shares Falls Within the Circumstances Under Article 12 of the Regulatory Guidelines for Listed Companies No. 7 That Would Prohibit Participation in Any Major Asset Restructuring of A Listed Company disclosed at the same time as this announcement.

**XIX. PROPOSAL ON THE CONFIRMATION THAT THE COMPANY DOES NOT FALL WITHIN ANY CIRCUMSTANCE UNDER ARTICLE 11 OF THE ADMINISTRATIVE MEASURES FOR THE REGISTRATION OF SECURITIES OFFERINGS OF LISTED COMPANIES THAT WOULD PROHIBIT THE ISSUANCE OF SHARES TO SPECIFIC TARGETS**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Confirmation That the Company Does Not Fall Within Any Circumstance Under Article 11 of the Administrative Measures for the Registration of Securities Offerings of Listed Companies That Would Prohibit the Issuance of Shares to Specific Targets disclosed at the same time as this announcement.

## **XX. PROPOSAL ON THE CIRCUMSTANCES OF THE COMPANY'S PURCHASE AND SALE OF ASSETS WITHIN THE 12 MONTHS PRIOR TO THE TRANSACTION**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Circumstances of the Company's Purchase and Sale of Assets Within the 12 Months Prior to the Transaction disclosed at the same time as this announcement.

## **XXI. PROPOSAL ON THE EXPLANATION REGARDING THE COMPLETENESS AND COMPLIANCE OF THE STATUTORY PROCEDURES PERFORMED FOR THE TRANSACTION AND THE VALIDITY OF THE LEGAL DOCUMENTS SUBMITTED**

To approve and submit this proposal to the general meeting of the Company for consideration by way of special resolution.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

For details, please refer to the Explanation of the Board of Directors of China Shenhua Energy Company Limited on the Completeness and Compliance of the Statutory Procedures Performed for the Transaction and the Validity of the Legal Documents Submitted disclosed at the same time as this announcement.

## **XXII. PROPOSAL ON PROPOSING TO THE GENERAL MEETING OF THE COMPANY TO AUTHORISE THE BOARD AND ITS AUTHORISED PERSONS TO HANDLE, WITH FULL DISCRETION, ALL MATTERS RELATING TO THE TRANSACTION**

To approve and submit the proposal to the general meeting to authorise the Board and such persons as authorised by the Board to have full authority, within the scope permitted by applicable laws, regulations and normative documents, to handle all matters relating to the Transaction, including:

1. formulating and implementing specific plans for the Transaction and the Proposed Issuance of A Shares within the scope of laws, administrative regulations, departmental rules and other normative documents, including but not limited to determining or adjusting, based on the specific circumstances, the scope of the target assets, the counterparties, the issue price, the number of shares to be issued, the transaction consideration, the method of payment, and formulating, adjusting and implementing the specific plan for the raising of supporting funds;

2. handling and deciding on specific matters relating to the Transaction in accordance with the regulatory requirements of securities regulatory authorities and market conditions, based on the proposal approved at the general meeting;

3. signing the transaction agreements and making corresponding amendments thereto based on actual circumstances, reaching agreement with the counterparties and signing the relevant transaction agreements, and making disclosures and completing other necessary procedures and formalities in accordance with the listing rules;

4. adjusting or revising the plan for the Transaction and the relevant documents in accordance with the requirements or feedback of the relevant securities regulatory authorities, if such authorities require amendments or improvements to the plan;

5. authorising the Board to adjust, suspend or terminate the specific plan and relevant documents for the Transaction, within the validity period of the resolution of the general meeting, if required by changes in regulatory policies of securities regulatory authorities or market conditions, and based on the new policies and actual conditions of the securities market;

6. approving and signing audit reports, valuation reports and other agreements and documents (including their amendments and supplements) relating to the Transaction;

7. being responsible for the specific execution and implementation of the plan for the Transaction in accordance with laws, regulations and other normative documents and the resolution of the general meeting, including but not limited to performing obligations under the transaction agreements, signing relevant legal documents, handling the delivery of the target assets and the registration and listing of the shares to be issued, and handling matters relating to implementation of the Transaction;

8. opening a dedicated bank account for the proceeds, entering into a tripartite supervision agreement in respect of the proceeds, and handling other related matters;

9. handling other matters relating to the Transaction within the scope permitted by laws, administrative regulations, departmental rules, other normative documents and the Articles of Association.

The above authorisation shall be valid for 12 months from the date of approval by the general meeting of the Company. If the Company obtains all approvals required for the implementation of the Transaction within such validity period, the validity period shall automatically extend to the date of completion of the Transaction.

Kang Fengwei and Li Xinhua, the related (connected) Directors, abstained from voting.

Voting result: Out of the 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

### **XXIII. PROPOSAL ON CONVENING A GENERAL MEETING AT A LATER DATE**

To approve the convening of a general meeting by the Company at a later date to consider the relevant proposals for the Transaction. The Company will issue a notice on the convening of the general meeting in the form of an announcement before convening the general meeting to notify all shareholders.

Voting result: Out of the 7 ballots carrying voting rights, 7 assenting votes, 0 dissenting vote, 0 abstained vote, approved.

Prior to the convening of this Board meeting, the Audit and Risk Management Committee of the Board considered and approved proposals No. II to No. IV and No. V to No. XV; the Strategy and Investment Committee of the Board considered and approved proposals No. V to No. XII; and the Independent Board Committee

considered and approved proposals No. II, No. III and No. V to No. XXII. All of them unanimously agreed to submit these proposals to the Board for consideration.

Announcement is hereby given.

By order of the Board  
**China Shenhua Energy Company Limited**  
**Song Jinggang**  
*Chief Financial Officer and Secretary to the Board of Directors*  
20 December 2025