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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: 1088)

**ANNOUNCEMENT MADE PURSUANT TO RULE 13.09
OF THE LISTING RULES**

The board of directors of China Shenhua Energy Company Limited (the "Company") together with all directors guarantee that this announcement does not contain any false representations, misleading statements or material omissions and shall jointly and severally accept responsibility as to the truthfulness, accuracy and completeness of the content of this announcement.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of the Company has, on 19 August 2010, resolved to commence work on the acquisition of certain assets from Shenhua Group Corporation Limited ("Shenhua Group Co"), the controlling shareholder of the Company. Details of the proposed acquisition are as follows:

- (1) **Scope:** certain subsidiaries of Shenhua Group Co that are related to the principal business of the Company, including coal, electricity, material supply and information technology services;
- (2) **Size:** it is currently estimated that the aggregate unaudited assets value of the target companies mentioned above as at 31 December 2009 is less than 20% of the aggregate assets value stated in the audited consolidated financial statements of the Company and its subsidiaries (the "Group") as at 31 December 2009; the unaudited total equity attributable to owners of the parent company of the above-mentioned target companies as at 31 December 2009 attributable to Shenhua Group Co and its subsidiaries (excluding the Group) is less than 5% of the equity attributable to shareholders of the Company in the audited consolidated financial statements of the Group as at 31 December 2009; the unaudited net profit attributable to owners of the parent company of the above-

mentioned target companies for the year 2009 attributable to Shenhua Group Co and its subsidiaries (excluding the Group) is less than 2.5% of the net profit attributable to shareholders of the Company in the audited consolidated financial statements of the Group for the year 2009;

- (3) Nature: the proposed acquisition of assets by the Company from its controlling shareholder will constitute a related party transaction under the listing rules of the Shanghai Stock Exchange and a connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, but will not constitute a substantial assets reorganisation under the Administrative Rules on Material Asset Reorganisation of Listed Companies of the China Securities Regulatory Commission;
- (4) Financing of acquisition: the proposed acquisition will be financed by the proceeds of the initial public offering of A shares of the Company.

As the Company is only at the stage of conducting pre-acquisition work, there are uncertainties involved and the information disclosed herein may substantially differ from the final acquisition proposal. Investors are advised to exercise caution in dealing with their investments. The Company will strictly comply with all domestic and overseas securities regulations, the listing rules of both Hong Kong and Shanghai and make timely disclosure on further development of the transaction.

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

Beijing, 19 August 2010

As at the date of this announcement, the Board comprises the following: Dr. Zhang Xiwu, Dr. Zhang Yuzhuo and Dr. Ling Wen as executive directors, Mr. Han Jianguo, Mr. Liu Benren and Mr. Xie Songlin as non-executive directors, and Ms. Fan Hsu Lai Tai, Mr. Gong Huazhang and Mr. Guo Peizhang as independent non-executive directors.