



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting for 2007 (the "Annual 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, China at 9:00 a.m. on Friday, 16 May 2008 for the purpose of considering and 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 2007.
2. To consider and, if thought fit, to approve the report of the board of supervisors of the Company for the year ended 31 December 2007.
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2007.
4. To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2007.
5. To consider and, if thought fit, to approve the remuneration of the directors and supervisors of the Company in 2007.
6. To consider and, if thought fit, to approve the re-appointment of external auditors of the Company for 2008: i.e. re-appointment of KPMG Huazhen and KPMG as the PRC and international auditors respectively of the Company for 2008, and to authorise a committee appointed by the Board comprising Messrs. Chen Biting and Ling Wen, all being directors of the Company, to determine their remuneration.
7. To consider and, if thought fit, to approve amendments to the "Connected Transaction Decision-Making Systems of China Shenhua Energy Company Limited".

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

Beijing, 17 March 2008

As at the date hereof, the Board comprises Mr. Chen Biting and Dr. Ling Wen as executive directors, Mr. Yun Gongmin, Dr. Zhang Xiwu, Dr. Zhang Yuzhuo and Mr. Han Jianguo as non-executive directors, and Mr. Huang Yicheng, Mr. Anthony Francis Neoh and Mr. Chen Xiaoyue as independent non-executive directors.

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 at the close of business of Wednesday, 16 April 2008 are entitled to attend the annual general meeting.

To qualify for attendance and vote at the annual general meeting to be held on Friday, 16 May 2008, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 15 April 2008.

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 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 4th Floor, Zhouji Tower, 16 Ande Road, Dongcheng District, Beijing, China, Postal Code: 100011) for holders of domestic shares and at 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 so wishes. The H 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 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 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 annual general meeting should return the reply slip of such meeting to the Company on or before Friday, 25 April 2008.
- (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 of the Company will be closed from Wednesday, 16 April 2008 to Thursday, 15 May 2008 (both dates inclusive).

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 annual 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 register of members will be closed from Wednesday, 16 April 2008 to Thursday, 15 May 2008 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the annual general meeting and qualify for receiving the dividend appropriation for 2007 must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4:30 p.m. on Tuesday, 15 April 2008 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company. The dividend will pay to the shareholders whose names appear on the register of members of the Company on Wednesday, 16 April 2008.

(3) 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.

(4) The registered address of the Company:

Shenhua Tower
22 Andingmen Xibinhe Road
Dongcheng District
Beijing, China
Postal Code: 100011
Telephone: (+86) 10 5813 3355/99
Facsimile: (+86) 10 8488 2107

(5) Contact methods for the meeting:

Postal Code: 100011
Contact Department: Investment Relations Department
Contact Person: Chen Guangshui
Telephone: (+86) 10 5813 1088/(+86) 10 5813 3342
Facsimile: (+86) 10 8488 2107