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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)

PRICE-SENSITIVE INFORMATION

AMENDMENT OF CONSTITUTIONAL DOCUMENTS

(1) Proposed A Share Offering and Listing

**(2) Proposed Amendments to the Articles of Association and
Rules and Procedures of Meetings of Shareholders,
the Board and the Supervisory Committee**

PROPOSED A SHARE OFFERING AND LISTING

The Board announces that at a meeting of the Board held on 30 June 2007, it was resolved that, subject to Shareholders' approval, the Company will apply (i) to the relevant regulatory authorities for the allotment and issue of not more than 1.8 billion A Shares to qualified strategic investors, price consultation participants, and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which an A Share issuer is subject), by way of public offering of the A Shares and (ii) to the Shanghai Stock Exchange for the listing of its A Shares. The A Share Issue is subject to (i) approval from Shareholders at the EGM; and (ii) approvals from the CSRC and other relevant regulatory authorities.

The net proceeds from the A Share Issue, after deducting relating expenses, will all be used to (i) invest in and improve the Group's coal, power and transportation sectors; (ii) acquire strategic assets in the PRC and overseas, and (iii) strengthen the Group's working capital base and for general corporate use.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, RULES AND PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS, RULES AND PROCEDURES OF MEETINGS OF THE BOARD OF DIRECTORS AND RULES AND PROCEDURES OF MEETINGS OF THE SUPERVISORY COMMITTEE

In light of the proposed A Share Issue, the Board proposes to make certain amendments to the Articles of Association, Rules and Procedures of Shareholders' General Meetings and Rules and Procedures of Meetings of the Board of Directors, and the Supervisory Committee proposes to make certain amendments to Rules and Procedures of Meetings of the Supervisory Committee, pursuant to the requirements of the applicable PRC laws and regulations and the relevant rules of the stock exchange on which the A Shares will be listed. Details of the proposed amendments to the Articles of Association, Rules and Procedures of Shareholders' General Meetings, Rules and Procedures of Meetings of the Board of Directors and Rules and Procedures of Meetings of the Supervisory Committee will be set out in the circular to be despatched to Shareholders. The proposed amendments are subject to the approval of Shareholders.

CIRCULAR

A circular containing, among other things, details of the A Share Issue, the proposed amendments to the Articles of Association, Rules and Procedures of Shareholders' General Meetings, Rules and Procedures of Meetings of the Board of Directors and Rules and Procedures of Meetings of the Supervisory Committee, and notice to Shareholders convening the EGM will be despatched to Shareholders as soon as practicable.

There is no assurance that the A Share Issue will proceed. Investors are advised to exercise caution in dealing in the H Shares. Further details about the A Share Issue will be disclosed by the Company in the PRC in due course and relevant information will be disclosed in Hong Kong concurrently in accordance with the Listing Rules.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

PROPOSED A SHARE OFFERING AND LISTING

General

The Board announces that at a meeting of the Board held on 30 June 2007, it was resolved that, subject to Shareholders' approval, the Company will apply (i) to the relevant regulatory authorities for the allotment and issue of not more than 1.8 billion A Shares to qualified strategic investors, price consultation participants, and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which an A Share issuer is subject), by way of public offering of the A Shares and (ii) to the Shanghai Stock Exchange for the listing of its A Shares. If any investors include connected persons (as defined under the Listing Rules) of the Group, the Company will take steps to comply with the relevant connected transaction requirements under the Listing Rules. At present, the H Shares of the Company are listed on the main board of the Hong Kong Stock Exchange.

Structure of the A Share Issue

Type of securities to be issued:	A Shares
Nominal value:	RMB1.00 each
Proposed stock exchange for listing:	Shanghai Stock Exchange
Number of A Shares to be issued:	Not more than 1.8 billion A Shares. The final number of A Shares to be issued shall be subject to approval by the CSRC, and subject to adjustment by the Board, as authorised by the Shareholders at the EGM, and within the range approved by the CSRC having regard to the relevant circumstances.
Rights attached to A Shares:	The A Shares to be issued are listed Domestic Shares and, except as otherwise provided for in the relevant laws, administrative regulations, departmental rules and other regulatory documents and the Articles of Association, holders of such A Shares will be entitled to the same rights as the existing Shareholders of H Shares of the Company in all respects.
Plan of distribution of distributable profits:	<p>As permitted pursuant to applicable PRC laws and the Articles of Association, shareholders under the A Share Issue will not be entitled to the distributable profits of the Company up to and including 30 June 2007. The amount of distributable profits of the Company as at 30 June 2007 shall be referenced to the audit results of the Company's auditors. The amount of such distributable profits shall be determined after taking into account transfers to the statutory surplus reserve (which pursuant to the Articles of Association shall be an amount equal to 10% of the net profits as calculated pursuant to PRC GAAP) and other statutory reserves (if any) and shall be the lesser of the amounts as calculated in accordance with PRC GAAP and International Financial Reporting Standards. The actual distribution of the distributable profits of the Company as at 30 June 2007 will be implemented by the Board in accordance with the authorisation given by the Shareholders to the Board in respect thereof, and will be announced in due course.</p> <p>Distributable profits of the Company from 1 July 2007 to the date prior to the A Share Issue shall, following the A Share Issue, be for the benefit of the existing Shareholders and the new Shareholders in proportion to their respective shareholdings.</p>

Target subscribers:	Qualified strategic investors, price consultation participants, and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except those prohibited by PRC laws and regulations and other regulatory requirements to which an A Share issuer is subject).
Price determination method:	<p>The issue price range will be determined based on prevailing market conditions of the PRC securities market at the time when the A Share Issue takes place, by way of market consultations or any other price determination method approved by the CSRC.</p> <p>The issue price will be determined following discussions between the Company and the lead underwriters, based on the prevailing market conditions.</p> <p>The issue price and the amount to be raised from the A Share Issue cannot be ascertained as at the date of this announcement and the circular. The Company will make an announcement following the determination of the issue price and the amount to be raised from the A Share Issue, and providing further information as to the basis for determination of the issue price.</p>
Use of proceeds:	The net proceeds from the A Share Issue, after deducting relating expenses, will all be used to (i) invest in and improve the Group's coal, power and transportation sectors; (ii) acquire strategic assets in the PRC and overseas, and (iii) strengthen the Group's working capital base and for general corporate use. The apportionment of net proceeds between the abovementioned uses is subject to regulatory approval and has yet to be determined by the Company. The Company will make a further announcement following such determination.

Shareholders' approval and other approvals

At the annual general meeting of the Company held on 15 May 2007, the Shareholders granted a general mandate to the Board to separately or concurrently issue, allot and deal with additional Domestic Shares and H Shares in the Company not exceeding 3,617,924,091 Shares, being 20% of each of its existing Domestic Shares and H Shares of the Company in issue as at the date of the special resolution. To date, the Company has not issued any Shares under the general mandate. The Board proposes to issue the A Shares pursuant to the general mandate and no further mandate will be sort from the Shareholders for the issue of the A Shares.

The A Share Issue is subject to (i) approval from Shareholders at the EGM; and (ii) approvals from the CSRC and other relevant regulatory authorities.

The EGM will be held as soon as practicable to consider and, if thought fit, approve, among other things, the A Share Issue and to authorise the Board to determine and implement the specific plan for the A Share Issue (including but not limited to the number of A Shares to be issued, target subscribers, issue price, method of issue, over-allotment option, timetable of issue, strategic investors and other matters relating to the A Share Issue and the listing of A Shares) and to agree and enter into documents in relation to the A Share Issue. The Shareholder approval in respect of the A Share Issue, if obtained, shall be effective for a period of 12 months from the date of such approval.

In addition, the examination and consent of the Shanghai Stock Exchange for the listing of and dealings in the A Shares on the Shanghai Stock Exchange is also required.

Reasons for and benefits of the A Share Issue

The Company believes that the A Share Issue will establish a new financing platform for the Company, fund the Company's ongoing business development and improve the Company's competitiveness and profit return to the Shareholders. The Board believes that the A Share Issue will benefit the Company and its Shareholders as a whole.

Effect of the A Share Issue on the Company's shareholding structure

Set out below is the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the A Share Issue, based on the assumption that an aggregate of 1.8 billion A Shares will be issued.

	As at the date of this Announcement		Immediately after completion of the A Share Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Non listed Domestic Shares	14,691,037,955	81.2	0	0
Listed Shares				
- A Shares	0	0	16,491,037,955	82.9
- H Shares	<u>3,398,582,500</u>	<u>18.8</u>	<u>3,398,582,500</u>	<u>17.1</u>
Total	<u>18,089,620,455</u>	<u>100</u>	<u>19,889,620,455</u>	<u>100</u>

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, RULES AND PROCEDURES OF SHAREHOLDERS' GENERAL MEETINGS, RULES AND PROCEDURES OF MEETINGS OF THE BOARD OF DIRECTORS AND RULES AND PROCEDURES OF MEETINGS OF THE SUPERVISORY COMMITTEE

In light of the proposed A Share Issue, the Board proposes to make certain amendments to the Articles of Association, Rules and Procedures of Shareholders' General Meetings and Rules and Procedures of Meetings of Board of Directors, and the Supervisory Committee proposes to make certain amendments to Rules and Procedures of Meetings of the Supervisory Committee, pursuant to the requirements of the applicable PRC laws and regulations and the relevant rules of the stock exchange on which the A Shares will be listed. The proposed amendments are subject to the approval of Shareholders.

Details of the proposed amendments to the Articles of Association, Rules and Procedures of Shareholders' General Meetings, Rules and Procedures of Meetings of the Board of Directors and Rules and Procedures of Meetings of the Supervisory Committee will be set out in the circular to be despatched to Shareholders.

CIRCULAR

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There is no assurance that the A Share Issue will proceed. Investors are advised to exercise caution in dealing in the H Shares. Further details about the A Share Issue will be disclosed by the Company in the PRC in due course and relevant information will be disclosed in Hong Kong concurrently in accordance with the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meaning unless the context requires otherwise:

“A Shares”	the ordinary shares to be subscribed for in RMB, which are proposed to be allotted and issued by the Company to qualified strategic investors, price consultation participants, and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except prohibited by PRC laws and regulations and other regulatory requirements an issuer is subject to), and to be listed on the Shanghai Stock Exchange;
“A Share Issue”	the proposed allotment and issue of not more than 1.8 billion A Shares by the Company to qualified strategic investors, price consultation participants, and the individuals, legal entities and other investors which have maintained share accounts with the Shanghai Stock Exchange (except prohibited by PRC laws and regulations and other regulatory requirements an issuer is subject to), by way of public offering of new shares, which are proposed to be listed on the Shanghai Stock Exchange;
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Board”	the board of Directors of the Company;
“Company”	中國神華能源股份有限公司 (China Shenhua Energy Company Limited) a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange;
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission);
“Directors”	the directors of the Company, including the executive, non-executive and independent non-executive directors of the Company;
“Domestic Shares”	shares issued by the Company under PRC law, the par value of which is denominated in Renminbi, and which are subscribed for in Renminbi
“EGM”	the extraordinary general meeting of the Company to be held as soon as practicable to approve, <i>inter alia</i> , the A Share Issue;

“Group”	the Company and its subsidiaries;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“H Shares”	overseas listed shares of RMB1.00 each in the share capital of the Company which are listed on the main board of the Hong Kong Stock Exchange and traded in Hong Kong dollars;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company, comprising the H Shares and (following any issue) the A Shares;
“Shareholder(s)”	holder(s) of the Company’s Shares;
“Shenhua Group”	神華集團有限責任公司 (Shenhua Group Corporation Limited), the sole promoter of the Company; and
“Supervisory Committee”	the supervisory committee of the Company.

By order of the Board
China Shenhua Energy Company Limited
Chen Biting
Chairman

Beijing, 30 June 2007

As at the date of this announcement, 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 Dr. Chen Xiaoyue, as independent non-executive Directors.