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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)

VOTING RESULTS OF 2008 ANNUAL GENERAL MEETING, 2009 FIRST CLASS MEETING OF THE HOLDERS OF A SHARES AND 2009 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

The annual general meeting for the year 2008, the 2009 first class meeting of the holders of A shares and the 2009 first class meeting of the holders of H shares of China Shenhua Energy Company Limited were held at the Oriental Bay International Hotel, 26 Anwai Xibinhe Road, Dongcheng District, Beijing, PRC at 9:00 a.m., 10:30 a.m. and 11:00 a.m., respectively, on Friday 5 June 2009. The Board is pleased to announce that all the resolutions set forth in the notices of AGM, A Share Class meeting and H Share Class meeting were duly passed.

The Company published the notices of the AGM, the A Share Class meeting and the H Share Class meeting in the China Securities Journal and the Shanghai Securities Journal on 18 April 2009 and on the websites of the Shanghai Stock Exchange and the Stock Exchange of Hong Kong Limited on 17 April 2009.

As at the date of the AGM, the A Share Class Meeting and the H Share Class Meeting, the number of issued shares of the Company is 19,889,620,455 shares, comprising of 16,491,037,955 A Shares and 3,398,582,500 H Shares.

THE AGM

The AGM was convened by the Board by way of physical meeting and was chaired by Dr. Zhang Xiwu, chairman of the Company. There was no rejection or amendment of resolution at the AGM, and no new resolution was proposed at the AGM.

28 shareholders and authorized proxies, holding in aggregate 16,487,585,477 voting shares of the Company, were present at the AGM, representing 82.8954% of the total issued shares of the Company and comprising of 14,691,037,955 tradable A shares with selling restrictions, 45,228,327 tradable A shares without selling restrictions and 1,751,319,195 H shares. The AGM was convened and held in compliance with laws and regulations and the articles of association of the Company.

The following resolutions were considered and approved and voting was made by poll at the AGM:

Ordinary Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
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 2008.	16,480,584,477 (99.9825)%	2,889,000 (0.0175)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
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 2008.	16,483,473,477 (100.000)%	0 (0)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2008.	16,335,128,272 (99.9978)%	354,000 (0.0022)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4. To consider and, if thought fit, to approve the Company's profit distribution plan for the year ended 31 December 2008: i.e. final dividend for the year ended 31 December 2008 in the amount of RMB0.46 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB9,149,000,000.	16,484,031,477 (99.9996)%	69,000 (0.0004)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
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 2008: i.e. aggregate remuneration of the executive directors is in the amount of RMB843,181; aggregate remuneration of the non-executive directors is in the amount of RMB1,350,000, of which the aggregate remuneration of the independent non-executive directors is in the amount of RMB1,350,000, the non-executive directors (other than the independent non-executive directors) are remunerated by Shenhua Group Co., Limited and are not remunerated by the Company; remuneration of the supervisors is in the amount of RMB1,076,879.	16,483,359,877 (99.9997)%	52,600 (0.0003)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
6. To consider and, if thought fit, to approve the re-appointment of external auditors of the Company for 2009: i.e. re-appointment of KPMG Huazhen and KPMG as the PRC and international auditors respectively of the Company for 2009, the term of such re-appointment shall continue until the next annual general meeting, and to authorise a committee comprising of Mr. Zhang Xiwu, Mr. Ling Wen and Mr. Chen Xiaoyue, all being directors of the Company, to determine their remuneration.	16,483,745,977 (99.9978)%	354,500 (0.0022)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
7. To consider and, if thought fit, to appoint Mr. Gong Huazhang as an independent non-executive director of the Company.	16,472,993,977 (99.9666)%	5,498,500 (0.0334)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
8. To consider and, if thought fit, to approve the Coal Supply Framework Agreement dated 27 March 2009 entered into between the Company and Shaanxi Province Coal Transportation and Sales (Group) Co Ltd, the proposed annual caps of RMB 4,825,600,000 for the year ending 31 December 2009 and RMB 6,110,000,000 for the year ending 31 December 2010 thereto and the transactions contemplated thereunder.	16,482,154,977 (99.9742)%	4,253,000 (0.0258)%	0 (0)%
As more than 50% of the valid votes cast were in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
Special Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
9. To consider and, if thought fit, to approve the proposed amendments to the articles of association of the Company (details of which are set out in the circular of the Company dated 17 April 2009), and to authorise a committee comprising of Mr. Zhang Xiwu and Mr. Ling Wen, all being directors of the Company, to, after passing of this resolution, carry out further amendments to the articles of association of the Company as they may consider necessary and appropriate at the request of relevant regulatory authorities in the course of filing the articles of association with such regulatory authorities.	16,476,784,477 (99.9469)%	8,749,000 (0.0531)%	0 (0)%
As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.			

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>10. To consider and, if thought fit, to:-</p> <p>(1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to allot, issue and deal with, either separately or concurrently, additional domestic shares (A shares) and overseas-listed foreign invested shares (H shares) not exceeding 20% of each of the number of domestic shares (A shares) and the number of overseas-listed foreign invested shares (H shares) in issue at the time of passing this resolution at annual general meeting. Pursuant to PRC laws and regulations, the Company will seek further approval from its shareholders in general meeting for each issuance of domestic shares (A shares) even where this general mandate is approved.</p> <p>(2) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) formulate and implement detailed issuance plan, including but not limited to the class of shares to be issued, pricing mechanism and/or issuance price (including price range), number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to issue shares to existing shareholders;</p>	<p>15,678,950,945 (95.0960)%</p>	<p>808,552,032 (4.9040)%</p>	<p>0 (0)%</p>

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>(ii) approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to underwriting agreement and engagement agreements of professional advisers;</p> <p>(iii) approve and execute, on behalf of the Company, documents related to share issuance for submission to regulatory authorities, and to carry out approval procedures required by regulatory authorities and venues in which the Company is listed;</p> <p>(iv) amend, as required by regulatory authorities within or outside China, agreements and statutory documents referred to in (ii) and (iii) above;</p> <p>(v) affix seal of the Company on share issuance related agreements and statutory documents;</p> <p>(vi) engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance;</p> <p>(vii) increase the registered capital of the Company after share issuance, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China.</p>			

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2009;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2008; or</p> <p>(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting,</p> <p>except where the board of directors has resolved to issue domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share issuance is to be continued or implemented after the Relevant Period.</p>			
As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.			
<p>11. To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):-</p> <p>(1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders’ approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.</p>	16,485,529,977 (99.9875)%	2,055,500 (0.0125)%	0 (0)%

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>(2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc;</p> <p>(ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company;</p> <p>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission;</p>			

Special Resolutions	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>(v) carry out cancelation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;</p> <p>(vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.</p> <p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2009;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2008, the first A shareholders’ class meeting in 2009 and the first H shareholders’ class meeting in 2009; or</p> <p>(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,</p> <p>except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.</p>			
<p>As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.</p>			

The total number of shares of the Company entitling the holders to attend and vote for or against all resolutions at the AGM was 19,889,620,455. There were no shares which entitle the shareholders of the Company to attend and vote only against any resolution at the AGM.

The independent non-executive directors Mr. Huang Yicheng, Mr. Anthony Francis Neoh and Dr. Chen Xiaoyue submitted the “Work Report of the Independent Directors of the Company for the year 2008” at the AGM and reported work carried out for the year 2008.

THE A SHARE CLASS MEETING

The A Share Class Meeting was convened by the Board by way of physical meeting and chaired by Dr. Zhang Xiwu, chairman of the Company. There was no rejection or amendment of resolution at the A Share Class Meeting, and there was no new resolution proposed at the A Share Class Meeting.

33 shareholders and authorized proxies, holding in aggregate 14,790,194,608 voting A shares of the Company, were present at the A Share Class Meeting, representing 89.6863% of the total issued A shares of the Company. The A Share Class Meeting was convened and held in compliance with laws and regulations and the articles of association of the Company.

The following resolution was considered and approved and voting was made by poll at the A Share Class Meeting:

Special Resolution	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>1. To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):-</p> <p>(1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders’ approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.</p>	<p>14,790,194,608 (100)%</p>	<p>0 (0)%</p>	<p>0 (0)%</p>

Special Resolution	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>(2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc;</p> <p>(ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company;</p> <p>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission;</p>			

Special Resolution	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>(v) carry out cancelation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;</p> <p>(vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.</p> <p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2009;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2008, the first A shareholders’ class meeting in 2009 and the first H shareholders’ class meeting in 2009; or</p> <p>(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,</p> <p>except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.</p>			
<p>As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.</p>			

The total number of A shares of the Company entitling the holders to attend and vote for or against the resolution at the A Share Class Meeting was 16,491,037,955. There were no shares which entitle the shareholders to attend and vote only against any resolution at the A Share Class Meeting.

THE H SHARE CLASS MEETING

The H Share Class Meeting was convened by the Board by way of physical meeting and chaired by Dr. Zhang Xiwu, chairman of the Company. There was no rejection or amendment of resolution at the H Share Class Meeting, and there was no new resolution proposed at the H Share Class Meeting.

Two shareholders and authorized proxies, holding in aggregate 1,545,376,858 voting H shares of the Company, were present at the H Share Class Meeting, representing 45.4712% of the total issued H shares of the Company. The H Share Class Meeting was convened and held in compliance with laws and regulations and the articles of association of the Company.

The following resolution was considered and approved and voting was made by poll at the H Share Class Meeting:

Special Resolution	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>1. To consider and, if thought fit, to approve the following general mandate to repurchase domestic shares (A shares) and overseas-listed foreign invested shares (H shares):-</p> <p>(1) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase domestic shares (A shares) not exceeding 10% of the number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, and for repurchases of domestic shares (A shares), the Company will seek further approval from its shareholders in general meeting for each repurchase of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders' approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.</p>	<p>1,543,319,858 (99.8669)%</p>	<p>2,057,000 (0.1331)%</p>	<p>0 (0)%</p>

Special Resolution	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>(2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to repurchase overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders.</p> <p>(3) the board of directors be authorised to (including but not limited to the following):-</p> <p>(i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc;</p> <p>(ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company;</p> <p>(iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;</p> <p>(iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission;</p>			

Special Resolution	Number of Valid Votes (percentage of total valid votes cast) (%)		
	For	Against	Abstain
<p>(v) carry out cancelation procedures for repurchased shares, decrease registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China;</p> <p>(vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.</p> <p>The above general mandate will expire on the earlier of (“Relevant Period”):-</p> <p>(a) the conclusion of the annual general meeting of the Company for 2009;</p> <p>(b) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2008, the first A shareholders’ class meeting in 2009 and the first H shareholders’ class meeting in 2009; or</p> <p>(c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders,</p> <p>except where the board of directors has resolved to repurchase domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.</p>			
<p>As more than two-thirds of the valid votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.</p>			

The total number of H shares of the Company entitling the holders to attend and vote for or against the resolution at the H Share Class Meeting was 3,398,582,500. There were no H shares which entitle the shareholders to attend and vote only against any resolution at the H Share Class Meeting.

In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as one of the scrutineers in respect of the voting at the AGM, A Share Class Meeting and H Share Class Meeting.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Share Class Meeting”	the 2009 first class meeting of the holders of A shares (domestic shares) of the Company
“AGM”	the annual general meeting for the year 2008 of the Company
“Board”	the board of directors of the Company
“Company”	China Shenhua Energy Company Limited (中國神華能源股份有限公司), a joint stock limited company incorporated under the laws of the PRC and the H shares of which are listed and traded on The Stock Exchange of Hong Kong Limited
“H Share Class Meeting”	the 2009 first class meeting of the holders of H shares (oversea-listed foreign shares) of the Company
“PRC”	the People's Republic of China
“RMB”	Renminbi, the lawful currency of the People's Republic of China

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

Beijing, 5 June 2009

As at the date of this announcement, the Board comprises the following: Dr. Zhang Xiwu and Dr Ling Wen as executive directors, Dr Zhang Yuzhuo and Mr. Han Jianguo as non-executive directors, and Mr. Huang Yicheng, Mr. Anthony Francis Neoh, Dr Chen Xiaoyue and Mr. Gong Huazhang as independent non-executive directors