



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)

CHINA SHENHUA ENERGY COMPANY LIMITED
Rules of Procedures of the Strategy and Investment Committee
of the Board of Directors

These rules were passed on 26 August 2005 at the 5th meeting of the first session of the board of directors of the Company, were revised on 17 August 2007 at the 16th meeting of the first session of the board of directors of the Company, were revised on 28 August 2020 at the 1st meeting of the fifth session of the board of directors of the Company, were revised on 25 March 2022 at the 12th meeting of fifth session of the board of directors of the Company and were revised on 29 August 2025 at the 13th meeting of sixth session of the board of directors of the Company.

CHAPTER 1 GENERAL PROVISIONS

Article 1 These rules are formulated in accordance with the laws and regulations such as the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, as well as the Articles of Association of China Shenhua Energy Company Limited (the "Company") and the Rules of Procedure of the Board of Directors of China Shenhua Energy Company Limited and other relevant provisions with reference to the Company's actual situation, in order to improve the strategic planning and investment management level of the Company and regulate the rules of procedures of the strategy and investment committee of the board of directors (the "Committee").

Article 2 The Committee is a specialised body of the board of directors (the "Board") which provides advisory opinions and advice for the Board on decision-making, and shall be responsible to the Board. The Committee shall not make any resolution in the name of the Board without the authorisation of the Board.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Article 3 The Committee shall consist of three to five directors, with one chairman who shall be the Chairman of the Board or the chief executive officer. The members of the Committee shall be nominated by the Chairman of the Board. The members and chairman of the Committee shall be elected after the consideration and approval of the Board.

The Board may make adjustment to the composition of the Committee as needed.

Article 4 The term of office of members of the Committee shall be the same as that of directors. Upon the expiry of the term, directors may be re-elected upon nomination by the Chairman of the Board and consideration and approval by the Board. During the term, if a member of the Committee no longer serves as a director of the Company, he/she shall simultaneously cease to be a member of the Committee.

A member of the Committee may submit his/her resignation to the Board before the expiry of his/her term. The written report for resignation shall provide necessary explanation on the reasons for resignation and matters that need to be brought to the attention of the Board.

If the number of the members of the Committee is less than two-thirds of the prescribed number of the members due to the resignation or removal of members or for other reasons, the Board shall appoint new members as soon as possible. The Committee shall suspend performance of its duties and powers under the rules of procedures until there are two thirds of the prescribed number of members.

Article 5 The secretary to the Board is responsible for daily liaison and meeting arrangement for the Committee.

CHAPTER 3 DUTIES AND FUNCTIONS

Article 6 The major duties of the Committee are:

- (1) to conduct research on the Company's long-term development strategy plans and annual comprehensive plans;
- (2) to conduct research and provide consideration opinions to the Board on material matters such as adjustment to the main business, negative list of investment projects, material investment and financing, asset restructuring, transfer of property rights, capital operation and reform and reorganisation, which require decisions to be made by the Board;
- (3) other duties and powers authorised by the Board.

Article 7 The chairman of the Committee exercises the following duties and powers:

- (1) to convene and chair the meetings of the Committee;
- (2) to supervise and inspect the works of the Committee;
- (3) to sign on relevant documents of the Committee;
- (4) to report to the Board on the works of the Committee;
- (5) other duties and powers as required by the Board.

Article 8 Relevant departments of the Company undertaking the functions of policies and regulations, planning and development, financial property rights, enterprise reform and capital operation are the supportive departments of the Committee, whose main duties are:

- (1) to be responsible for reporting to the Committee on relevant work;
- (2) to provide relevant written materials and information in a timely, accurate and complete manner upon the request of the Committee;
- (3) to be responsible for organising materials for the meetings of the Committee;
- (4) to attend the meetings of the Committee, take charge of minutes of the meetings and draft the Committee's consideration opinions;
- (5) to provide feedback on the adoption of the work proposals put forward by the Committee.

CHAPTER 4 CONVENING OF THE MEETING

Article 9 Meetings of the Committee are divided into regular meetings and extraordinary meetings. The regular meeting plan of the Committee throughout the year is determined by the chairman with reference to the regular meeting plan of the Board, which is consolidated into the regular meeting plan of the Board.

The chairman shall hold extraordinary meetings within 10 days in any of the following circumstances:

- (1) when one half of the members or more members of the Committee propose;
- (2) when the chairman considers necessary;
- (3) when the Board considers necessary.

Article 10 The topics of the meetings of the Committee shall be determined by the chairman of the Committee based on the request of the Board or the proposal of two or more members, etc.

Article 11 The Company's planning and development department and other supportive departments, in cooperation with the Office of the Board, are specifically responsible for the notification and arrangement of the meetings of the Committee.

Notice of regular meetings of the Committee shall be issued 5 days before the meeting, and notice of extraordinary meetings shall be issued 3 days before the meeting. Notice of the meeting can be sent in writing, e-mail, fax and other forms, and the object of the notice includes all members, and other persons attending as non-voting participants.

The notice of the meeting shall include the manner, time, place, session, topic, agenda, and participants of the meeting.

Members of the Committee shall reply, such as whether to attend the meeting and the itinerary, in a timely manner upon receipt of the notice of meeting.

Article 12 The meetings of Committee are generally held in the form of on-site meetings, and may also be held by video, telephone, correspondence and other means of communication and writing with the consent of the chairman. For meetings convened by way of telecommunication, the opinions and recommendations of the Committee members shall be facsimiled to the planning and development department for records and the originals shall also be sent to the planning and development department.

Article 13 The quorum of the meetings of the Committee shall be two-thirds or more of all its members. The secretary to the Board, the Office of the Board and the person-in-charge of the supportive department may attend the meeting as non-voting participant.

Article 14 Members of the Committee shall attend the meeting of the Committee in person. If a member is unable to attend a meeting under special circumstances, he/she may appoint other members in writing to give opinions on his/her behalf. The instrument of proxy shall contain the name of the principal, name of the proxy, scope and validity period of authorisation and the opinions and suggestions.

If a member fails to attend two consecutive meetings in person or to appoint another member to attend on his/her behalf without proper reasons within a working year, he/she shall be deemed unable to perform the duties of the Committee, and the Board shall adjust the membership of the Committee in accordance with these rules.

CHAPTER 5 RULES OF PROCEDURES

Article 15 The meetings of the Committee shall be chaired by the chairman who, if unable to attend the meeting due to special reasons, may appoint another member to chair the meeting.

Article 16 Relevant issues shall be discussed at the Committee meetings, and the results shall be reported by the Company's management or the person-in-charge of the supportive department.

Article 17 For matters within the Committee's remit, the members shall provide definite and independent opinions based on their judgment.

The proposals by the Board authorising a decision to be taken directly by the Committee must be approved by over half of all members; the Committee shall be voting by a show of hands or by poll, and each member shall have one vote.

Article 18 The Committee may, if required, invite other Directors, members of the management, relevant business departments, social experts, representatives of intermediaries, etc. to attend the meeting as non-voting participants to explain the proposal, provide consultation or express opinions.

Article 19 The chairman may, if required, arrange relevant staff of the Company to conduct an in-depth study on the contents of the proposals. The Committee may engage intermediaries to provide professional advisory opinions at expenses of the Company.

Article 20 Where a meeting of the Committee is held by way of telecommunications including telephone conference or video conference, it shall be ensured that the participating members can hear each other clearly and communicate with each other. Meetings of the Committee convened in such ways shall be recorded. Where the participating members are not able to sign the consideration opinions immediately at such meetings, oral voting shall be adopted, the results of which shall be valid with the consideration opinions and minutes of the meeting signed after the meeting as soon as practicable. The oral voting of the members has the same effect as written signatures. However, the resolutions and minutes of the meetings signed afterwards shall be consistent with the oral voting.

Where a meeting is held by way of written proposal, the proposal shall be despatched by facsimile, email, courier or by hand or otherwise to all members, and shall be returned in original copies to the Company for filing after voting by the members. A proposal signed by consenting members satisfying the threshold hereunder shall be submitted to the Board for consideration.

CHAPTER 6 MEETING MATERIALS

Article 21 The Committee shall take minutes of its meetings and shall produce documents such as minutes of meetings and consideration opinions of the Committee. Any objection by a member at the meetings shall be recorded truthfully in the meeting documents.

Article 22 The minutes of the meeting of the Committee shall include the following:

- (1) the manner, time and place of the meeting and the name of the presiding officer;
- (2) attendance and absence and attendance of proxy(ies);
- (3) names of non-voting attendees;
- (4) meeting topics and agenda;
- (5) key points and opinions of members and relevant non-voting attendees;
- (6) other relevant content of the meeting;
- (7) signature pages.

Minutes of the meetings shall be signed by members present at the meetings and the secretary to the Board or the person in charge of the Office of the Board attending the meeting as non-voting participants. If a member has any objection to the minutes, he/she may request to revise or make a written explanation.

Article 23 The consideration opinions of the Committee shall be reviewed by the Chairman in the light of the meeting and reported to the Board.

Article 24 Minutes, consideration opinions, powers of attorney and other meeting materials shall be filed by the Office of the Board.

Article 25 Members attending the meeting, the non-voting attendees and other officers in the know shall be liable for keeping the issues being discussed at the meeting confidential, and no unauthorised disclosure of relevant information is allowed. Anyone who leaks confidential information shall be dealt with in accordance with relevant management regulations of the Company.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 26 Unless otherwise specified, the term “above” herein shall include the underlying number, and “more than” shall exclude half.

Article 27 These rules shall be interpreted by the Board.

Article 28 These rules shall come into effect from the date of approval by the Board.