

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



# 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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting for 2025 (the “**Annual General Meeting**”) of China Shenhua Energy Company Limited (the “**Company**”) will be held at He Meeting Room, 2F, Gehua New Century Hotel, 19 Gulouwai Avenue, Chaoyang District, Beijing, the People’s Republic of China at 2:30 p.m. on Friday, 26 June 2026 for the purpose of considering and, if thought fit, 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 (the “**Board**”) for the year ended 31 December 2025.
2. To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2025.
3. To consider and, if thought fit, to approve the Company’s profit distribution plan for the year ended 31 December 2025: final dividend for the year ended 31 December 2025 in the amount of RMB1.03 per share (inclusive of tax) be declared and distributed, the aggregate amount of which is approximately RMB22,340 million (inclusive of tax) (“**2025 Final Dividend**”).

4. To consider and, if thought fit, to approve the resolution on the remuneration of the Directors and supervisors of the Company for the year ended 31 December 2025: (1) the aggregate remuneration of executive director and chief executive officer, Zhang Changyan, amounted to RMB1,018,323.28 (including performance-based remuneration for one month of 2024); the aggregate remuneration of former Chairman and executive director, Lv Zhiren for his term of office amounted to RMB816,889.60 (including performance-based remuneration for 12 months of 2024); the aggregate remuneration of employee director, Jiao Lei, amounted to RMB1,001,577.82; (2) the aggregate remuneration of Yuen Kwok Keung, Chen Hanwen and Wang Hong, all independent non-executive directors, amounted to RMB900,000.00; the non-executive directors (other than the independent non-executive directors) are remunerated by China Energy Investment Corporation Limited (“**China Energy**”) and are not remunerated by the Company in cash; (3) former chairman of the supervisory committee, Tang Chaoxiong, and former supervisor, Yuan Rui are remunerated by China Energy and its subsidiaries and are not remunerated by the Company in cash; the aggregate remuneration of former employee supervisor, Zhang Feng for his term of office, amounted to RMB748,076.24.
5. To consider and, if thought fit, approve the purchase of liability insurance for the directors and senior management of the Company and to authorize the chief executive officer to handle matters relating to the purchase of liability insurance for the directors and senior management.
6. To consider and, if thought fit, to approve the formulation of the Administrative Measures for the Remuneration of Directors and Senior Management of China Shenhua Energy Company Limited (for Trial Implementation).
7. To consider and, if thought fit, to approve the entering into of the 2027-2029 Mutual Coal Supply Agreement with China Energy.
8. To consider and, if thought fit, to approve the entering into of the 2027-2029 Mutual Supplies and Services Agreement with China Energy.
9. To consider and, if thought fit, to approve the entering into of the 2027-2029 Financial Services Agreement with China Energy Finance Co., Ltd.
10. To consider and, if thought fit, to approve the entering into of the 2027-2029 Factoring Services Agreement with Guoneng (Beijing) Commercial Factoring Co., Ltd. (國能(北京)商業保理有限公司).

## AS SPECIAL RESOLUTIONS:

11. To consider and, if thought fit, to approve the proposal on the grant of the general mandate for the board of directors and the persons authorised by the board of directors to repurchase the Company's H shares:
  - (1) the board of directors be granted a general mandate, by reference to the requirements of the relevant laws and regulations, to repurchase the Company's H shares with self-raised funds on market of The Stock Exchange of Hong Kong Limited not exceeding 10% of the total number of the Company's H shares in issue (excluding treasury shares) at the time when this resolution is passed at the annual general meeting and the class meetings of shareholders, at a repurchase price of not exceeding 5% of the average closing price of the five trading days preceding each actual repurchase.
  - (2) the board of directors and the persons authorised by the board of directors be authorised to (including but not limited to the following):
    - (i) formulate and implement the specific repurchase plan, including but not limited to determining the time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc.;
    - (ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as the Company Law of the People's Republic of China and the articles of association of the Company;
    - (iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;
    - (iv) carry out relevant approval or filing procedures (if any) pursuant to the applicable laws, regulations and regulatory requirements;
    - (v) in accordance with applicable laws, regulations, securities regulatory requirements and listing rules of the places where the Company's shares are listed, as well as the actual circumstances of the repurchase, deal with the repurchased shares, handle the cancellation or transfer of the repurchased shares (as applicable), reduce the registered capital of the Company (if involved), amend the articles of association of the Company in relation to the total amount of share capital, the structure of the capital and other relevant contents, and handle domestic and overseas registration and filing of changes in relation to the repurchase;
    - (vi) execute and deal with any other documents and matters related to share repurchase.

(3) Authorisation period

The period of above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution at the annual general meeting, the class meeting of holders of A shares and the class meeting of holders of H shares and ends at the earlier of:

- (a) the conclusion of the annual general meeting for 2026; or
- (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution at a general meeting, a class meeting of holders of A shares and a class meeting of holders of H shares.

12. To consider and, if thought fit, to approve the proposal on the grant of the general mandate to issue shares to the Board and the authorised person(s) of the Board:

- (i) Subject to the conditions set out in paragraph (ii) below, to grant a general mandate to the Board during the Relevant Period (as defined below) to, having regard to market conditions and the needs of the Company, resolve to issue, either separately or concurrently, additional shares of the issued A shares and/or H shares of the Company, and to resolve, or to delegate authority to resolve, on such matters as may be required for the exercise of such mandate (including authorising the Board, during the Relevant Period, to resolve, or to delegate authority to resolve, on such matters for the exercise of such mandate which may need to be exercised after the expiry of the Relevant Period).
- (ii) The aggregate number of A shares and/or H shares which the Board may resolve to issue, either conditionally or unconditionally (whether pursuant to the exercise of share options or otherwise), shall not in each case exceed 20% of the total number of the relevant class of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this proposal by the general meeting.
- (iii) To authorise the Board, when exercising the aforesaid general mandate, to formulate and implement specific issuance plans, including but not limited to: (1) the class and number of shares to be issued; (2) the pricing method and/or issue price (including any price range); (3) the commencement and termination dates of the issue; (4) the specific use of proceeds; (5) the power to resolve, or to delegate authority to resolve, such matters as may be required for the exercise of the aforesaid mandate; and (6) any other matters which are required to be included in a specific issuance plan pursuant to applicable laws, regulations, other normative documents, and the requirements of the relevant regulatory authorities and stock exchanges of the places of listing.

- (iv) To authorise the Board to approve and execute all acts, documents, and other matters necessary for, or in connection with, the issuance; and to consider, approve, and execute on behalf of the Company agreements relating to the issuance, including but not limited to subscription agreements and underwriting agreements.
- (v) To authorise the Board to consider, approve, and execute on behalf of the Company the statutory documents required to be submitted to the relevant regulatory authorities in connection with the issuance, to complete the relevant approval procedures in accordance with the requirements of regulatory authorities and the Company's places of listing, and to handle all necessary filings, registrations, and filing procedures with the relevant government authorities in Hong Kong of the PRC and/or in any other relevant regions and jurisdictions (as applicable).
- (vi) To authorise the Board to make such amendments to the agreements and statutory documents referred to in paragraphs (iv) and (v) above as may be required by the domestic and overseas regulatory authorities.
- (vii) To authorise the Board to approve the increase of the Company's registered capital following the issuance of new shares, to make such appropriate and necessary amendments to the articles of association of the Company relating to the total share capital, shareholding structure, and other related matters, to complete the statutory approval, registration, and filing procedures domestically and abroad, and to take any other necessary actions and handle any necessary formalities to implement the share issuance and the increase of the Company's registered capital pursuant to this proposal.
- (viii) To approve that the Board, subject to obtaining the aforesaid mandate, may, unless otherwise required by laws and regulations, sub-delegate the aforesaid mandate to authorised person(s) of the Board to jointly or severally sign, execute, amend, complete, and deliver all agreements, contracts, and documents in relation to the issuance of shares under the general mandate.
- (ix) The Board may only exercise the aforesaid mandate in accordance with all applicable laws, regulations, and rules, including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the requirements of any other government or regulatory authority.

Save where the Board has resolved, or has delegated authority to resolve, during the Relevant Period, on matters in relation to the issuance of A shares and/or H shares for the exercise of such mandate and such resolutions may need to continue to be carried out or implemented after the expiry of the Relevant Period, the aforesaid mandate shall only be valid during the Relevant Period. The “Relevant Period” as referred to in this proposal shall be the period commencing from the date of passing of this proposal by the general meeting by way of a special resolution until the earlier of the following dates:

- (a) the conclusion of the annual general meeting for 2026;
- (b) the date on which the mandate set out in this proposal is revoked or varied by a special resolution passed at any general meeting of the Company.

If, during the Relevant Period, the Board or its authorised person(s) has signed necessary documents, completed necessary procedures or taken the relevant actions, and such documents, procedures or actions may need to be performed, carried out or continued at or after the end of the aforesaid Relevant Period until completion, the Relevant Period shall be extended accordingly.

By order of the Board  
**China Shenhua Energy Company Limited**  
**Song Jinggang**  
*Chief Financial Officer and Secretary to the Board of Directors*

Beijing, 4 June 2026

*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 on 26 June 2026 (Friday) are entitled to attend the Annual General Meeting.

The register of members will be closed from 23 June 2026 (Tuesday) to 26 June 2026 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual General Meeting, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company’s share registrar for H shares at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 22 June 2026 (Monday) to effect the transfer of shares.

**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/her 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 authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.
- (3) To be valid, the notarially certified power of attorney or other documents of authorisation, and the form of proxy must be delivered to the Office of the Board of Directors of the Company (at Room 1003, Block A, Shenhua Tower, 22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the People's Republic of China, Postal Code: 100011) for holders of domestic shares and to 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/she so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) A proxy may exercise the right to vote by showing his/her 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 or other person authorised by the board of directors or other governing body to attend the meeting, such legal representative or the person 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 23 June 2026 (Tuesday).
- (3) Shareholders of the Company may return the reply slip personally, by post, email or by facsimile to the Company.
- (4) Non-registered H shareholders who hold shares of the Company through Hong Kong Securities Clearing Company Limited, banks, brokers or other custodians are advised to consult them directly for assistance in appointment of proxy.

### **4. CLOSURE OF REGISTER OF MEMBERS**

- (1) The register of members will be closed from 23 June 2026 (Tuesday) to 26 June 2026 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to attend and vote at the Annual General Meeting (The record date is 26 June 2026). In order to be eligible for attending and voting at the Annual General Meeting, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H shares at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 22 June 2026 (Monday) to effect the transfer of shares.
- (2) 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 on 10 July 2026 (Friday) are entitled to the 2025 Final Dividend.

The register of members will be closed from 4 July 2026 (Saturday) to 10 July 2026 (Friday) (both days inclusive) to determine the identity of the shareholders of H shares who are entitled to the 2025 Final Dividend (The record date is 10 July 2026). In order to be eligible for receiving the 2025 Final Dividend, transferees of H shares must lodge their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited, the Company's share registrar for H shares at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 3 July 2026 (Friday) to effect the transfer of shares.

## 5. PROCEDURES ON DEMANDING A POLL

According to the articles of association of the Company, voting at the Annual General Meeting shall be taken by way of poll (except where the chairman of the meeting decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands).

6. In accordance with the Company Law of the People's Republic of China and the articles of association of the Company, shareholder(s) individually or jointly holding more than 1% shares of the Company may submit provisional motions at a general meeting. The contents of the provisional motions shall meet the requirements of the articles of association of the Company and regulatory rules in the places where the shares are listed (including review on qualifications of serving as independent non-executive directors).

## 7. MISCELLANEOUS

- (1) The Annual General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting, personally or by proxy, shall bear their own travelling and accommodation expenses.

- (2) The share registrar of the Company for H shares is Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (3) The registered address of the Company:

22 Andingmen Xibinhe Road, Dongcheng District, Beijing, the PRC

Postal Code: 100011

Telephone: (+86) 10 5813 3355/(+86) 10 5813 3399

Facsimile: (+86) 10 5813 1814

- (4) Contact methods for the meeting of the Company:

Department: Office of the Board of Directors  
Room 1003, Block A, Shenhua Tower, 22 Andingmen Xibinhe Road  
Dongcheng District, Beijing, the PRC

Postal Code: 100011

Contact Person: Ms. Cheng

Telephone: (+86) 10 5813 1088

Facsimile: (+86) 10 5813 1814

Email: ir@csec.com

- (5) In this notice, the following expressions shall have the following meanings unless the context otherwise requires:

“PRC” the People's Republic of China

“RMB” Renminbi, the lawful currency of the PRC

*As at the date of this notice, the Board comprises the following: Mr. Zhang Changyan as executive Director, Mr. Kang Fengwei and Mr. Li Xinhua as non-executive Directors, Dr. Yuen Kwok Keung, Dr. Chen Hanwen and Mr. Wang Hong as independent non-executive Directors, and Ms. Jiao Lei as employee Director.*