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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The "Announcement Regarding Resolutions at the 18th Meeting of the Fourth Session of the Board" as published in Chinese on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 23 March 2019 is enclosed hereto as overseas regulatory announcement.

By order of the Board

China Shenhua Energy Company Limited

Huang Qing

Secretary to the Board of Directors

Beijing, 22 March 2019

As at the date of this announcement, the Board comprises the following: Dr. Ling Wen, Dr. Li Dong, Mr. Gao Song and Mr. Mi Shuhua as executive directors, Mr. Zhao Jibin as non-executive director, and Dr. Tam Wai Chu, Maria, Dr. Peng Suping, Dr. Jiang Bo, Ms. Zhong Yingjie, Christina and Dr. Huang Ming as independent non-executive directors.

China Shenhua Energy Company Limited Announcement Regarding Resolutions at the 18th Meeting of the Fourth Session of the Board

The board of directors and all directors of China Shenhua Energy Company Limited guarantee that the information set out in this announcement does not contain any false statements, misleading representations or material omissions, and severally and jointly accept responsibility as to the truthfulness, accuracy and completeness of the content herein.

The 18th meeting of the fourth session of the board of directors (the “**Board**”) of China Shenhua Energy Company Limited (the “**Company**” or “**China Shenhua**”), with written notice served on 6 March 2019, was held by way of on-site meeting at 22 Andingmen Xibinhe Road, Dongcheng District, Beijing on 22 March 2019. The meeting was chaired by Ling Wen (Chairman). Nine out of the ten eligible directors (each a “**Director**”) attended the meeting in person. Gao Song (Director) requested for leave due to business engagement and appointed Mi Shuhua (Director) to attend the meeting and vote on behalf of him. Huang Qing (Secretary to the Board) attended the meeting, and all Supervisors and senior management members attended the meeting as non-voting participants. The convening of the meeting was in compliance with relevant laws including the Company Law of the People's Republic of China, administrative regulations and departmental rules and the articles of association of the Company.

The following resolutions were considered and approved at the meeting of the Board:

I. Resolution on the 2018 Financial Report of China Shenhua Energy Company Limited

All independent non-executive directors expressed their independent opinion on “assenting” the resolution.

The resolution shall be subject to the consideration and approval at the 2018 annual general meeting. For details, please refer to the 2018 Annual Report disclosed at the same time as this announcement.

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

II. Resolution on the 2018 Profit Distribution of China Shenhua Energy Company Limited

All independent non-executive directors expressed their independent opinion on “assenting” the resolution.

The Board considered and approved the following profit distribution plans and proposed to consider and approve the followings at the 2018 annual general meeting of the Company:

1. The net profit attributable to owners of the parent company for 2018 under the

Accounting Standards for Business Enterprises amounted to RMB43, 867 million, with basic earnings per share of RMB2.205/share. The distribution of 2018 dividend was RMB0.88/share (inclusive of tax) with a total amount of RMB17,503 million (inclusive of tax), which accounted for approximately 40% of the net profit attributable to owners of the parent company according to the Accounting Standards for Business Enterprises for the year 2018.

2. It is proposed at the annual general meeting to authorise the Chairman and President of the Company to implement the distribution and to deal with matters in relation to, among others, tax withholding and foreign exchange as required by relevant laws, regulations and regulatory authorities.

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

III. Resolution on the 2018 Director's Report of China Shenhua Energy Company Limited

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

The resolution shall be subject to the consideration and approval at the 2018 annual general meeting. For details, please refer to the 2018 Annual Report disclosed at the same time as this announcement.

IV. Resolution on the 2018 Annual Report of China Shenhua Energy Company Limited

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

The report is disclosed on the website of the Shanghai Stock Exchange at the same time as this announcement.

V. Resolution on the 2018 Environment, Social and Governance Report of China Shenhua Energy Company Limited

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

The report is disclosed on the website of the Shanghai Stock Exchange at the same time as this announcement.

VI. Resolution on the Remuneration of the Directors and Supervisors of China Shenhua Energy Company Limited for the Year 2018

All independent non-executive directors expressed their independent opinion on "assenting" the resolution.

The Board considered and approved the remuneration plan of the directors and supervisors of the Company for the year 2018 and proposed to consider and approve the remuneration plan at the 2018 annual general meeting of the Company.

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the 2018 Annual Report disclosed at the same time as this announcement.

VII. Resolution on the Remuneration of the Senior Management of China Shenhua Energy Company Limited for the Year 2018

All independent non-executive directors expressed their independent opinion on “assenting” the resolution.

The Board considered and approved the remuneration plan of the senior management of the Company for the year 2018.

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the 2018 Annual Report disclosed at the same time as this announcement.

VIII. Resolution on the Purchase of Liability Insurance for Directors, Supervisors and Senior Management

All independent non-executive directors expressed their independent opinion on “assenting” the resolution.

The Board agreed to propose the resolution at the general meeting to consider and approve the followings:

To purchase liability insurance for directors, supervisors and senior management with the insured limit of liability of RMB100 million. The total premium shall be no more than RMB0.26 million and the term of the insurance policy shall be one year commencing from the date of execution thereof; and to authorise the president to deal with such matters in relation to the purchase of liability insurance within the scope of the above authority (including but not limited to determine the scope of insurant; determine the insurance company; determine the insurance amount, insurance premium and policies of the insurance; execute relevant insurance documents and deal with other matters in respect of the insurance).

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

IX. Resolution on Capital Increase to Shenhua Fujian Energy Co., Ltd.

The Board considered and approved the following: to agree the capital increase of RMB600 million to Fujian Energy by China Shenhua by way of cash. The registered capital of Fujian Energy after the capital increase increased to RMB3, 151.1451 million from RMB2, 551.1451.

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

X. Resolution on 2018 Assessment Report on Internal Control of China Shenhua Energy Company Limited

All independent non-executive directors expressed their independent opinion on “assenting” the resolution.

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

The report is disclosed on the website of the Shanghai Stock Exchange at the same time as this announcement.

XI. Resolution on Work Plan of the Internal Auditing of China Shenhua Energy Company Limited in 2019

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

XII. Resolution on Mutual Coal Supply Agreement Entered into with China Energy Group for 2020 to 2022

The Board considered and approved the following:

1. To agree to propose at the general meeting to consider and approve the Mutual Coal Supply Agreement entered into with China Energy Group and the annual cap of the transaction thereunder for 2020 to 2022.

2. To propose at the general meeting to authorise a committee comprising of the Chairman, President and Chairman of the Audit Committee to consider, at their sole discretion, other relevant matters, and to decide and take necessary action in order to satisfy the relevant requirements and procedure in relation to related party/connected transactions of Shanghai Stock Exchange and Hong Kong Stock Exchange.

Ling Wen, Li Dong, Gao Song, Mi Shuhua and Zhao Jibin, being related party/connected Directors, abstained from voting on this proposal.

Voting result: 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote

The resolution shall be subject to the consideration and approval at the 2018 annual general meeting. For details, please refer to the Announcement on Daily Related Party Transaction Report disclosed at the same time as this announcement.

XIII. Resolution on Mutual Supplies and Services Agreement Entered into with China Energy Group for 2020 to 2022

The Board considered and approved the following:

1. To propose at the general meeting to consider and approve the Mutual Supplies and Services Agreement entered into with China Energy Group and the annual cap of the transaction thereunder for 2020 to 2022.

2. To propose at the general meeting to authorise a committee comprising of the Chairman, President and Chairman of the Audit Committee to consider, at their sole discretion, other relevant matters, and to decide and take necessary action in order to satisfy the relevant requirements and procedure in relation to related party/connected transactions of Shanghai Stock Exchange and Hong Kong Stock Exchange.

Ling Wen, Li Dong, Gao Song, Mi Shuhua and Zhao Jibin, being related party/connected Directors, abstained from voting on this proposal.

Voting result: 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote

The resolution shall be subject to the consideration and approval at the 2018 annual general meeting. For details, please refer to the Announcement on Daily Related Party Transaction Report disclosed at the same time as this announcement.

XIV. Resolution on Financial Services Agreement Entered into with China Energy Group for 2020 to 2022

The Board considered and approved the following:

1. To propose at the general meeting to consider and approve the Financial Services Agreement entered into with China Energy Group and the annual cap of the transaction thereunder for 2020 to 2022.

2. To propose at the general meeting to authorise a committee comprising of the Chairman, President and Chairman of the Audit Committee to consider, at their sole discretion, other relevant matters, and to decide and take necessary action in order to satisfy the relevant requirements and procedure in relation to related party/connected transactions of Shanghai Stock Exchange and Hong Kong Stock Exchange.

Ling Wen, Li Dong, Gao Song, Mi Shuhua and Zhao Jibin, being related party/connected Directors, abstained from voting on this proposal.

Voting result: 5 ballots carrying voting rights, 5 assenting votes, 0 dissenting vote, 0 abstained vote

The resolution shall be subject to the consideration and approval at the 2018 annual general meeting. For details, please refer to the Announcement on Daily Related Party Transaction Report disclosed at the same time as this announcement.

The related party/connected Directors of the Company had fully disclosed their interests in continuing related party/connected transactions involved in the above resolutions XII, XIII and XIV. All independent non-executive Directors confirmed that they do not have any interest in the continuing related party/connected transactions involved in the above resolutions XII, XIII and XIV.

All independent non-executive Directors confirmed that, from the perspective of the Company, the above continuing related party/connected transactions involved in the above resolutions XII, XIII and XIV are conducted:

1. in the ordinary and usual course of business of the Company;
2. on normal commercial terms or better;
3. fair and reasonable and in the interests of the Company and its Shareholders as a whole.

XV. Resolution on the Amendments to the Articles of Association of China Shenhua Energy Company Limited

The Board considered and approved the following:

1. To agree the Amendments to the Articles of Association of China Shenhua (the “Amendments to the Articles of Association”), and to submit the Amendments to the Articles of Association to the general meeting for consideration and approval.

2. To propose at the general meeting of the Company to authorise to the Chairman, upon approval of the Amendments to the Articles of Association at the general meeting, to make amendments to Articles of Association of the Company as he may consider necessary and appropriate as required by relevant regulatory authorities from time to time in the course of proposing for approval of/filing the Articles of Association with such regulatory authorities, and carry out or authorise to carry out relevant legal proceedings necessary for amendments to the Articles of Association.

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the Announcement of China Shenhua on Amendments

to the Articles of Association disclosed at the same time as this announcement.

XVI. Resolution on the Amendments to Terms of Reference of the Secretary to the Board of China Shenhua Energy Company Limited

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the amended Terms of Reference of the Secretary to the Board of China Shenhua Energy Company Limited disclosed at the same time as this announcement.

XVII. Resolution on Disclosure of Major Business Targets of China Shenhua for the Year 2019

Voting result: 10 ballots carrying voting rights, 10 assenting votes, 0 dissenting vote, 0 abstained vote

For details, please refer to the 2018 Annual Report disclosed at the same time as this announcement.

The notice on the 2018 annual general meeting of the Company will be disclosed in due course.

By order of the Board of Directors
China Shenhua Energy Company Limited
Huang Qing
Secretary to the Board of Directors
23 March 2019