



CHINA COAL ENERGY COMPANY LIMITED*

中國中煤能源股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01898)

TERMS OF REFERENCE OF THE STRATEGIC PLANNING COMMITTEE OF THE BOARD OF DIRECTORS

Article 1 Main duties of the Strategic Planning Committee of the board of directors (the “**Board**”) of China Coal Energy Company Limited (the “**Company**”) include:

- (1) to study the long-term development strategies and material investment decisions of the Company and provide proposals;
- (2) to study the material plans on investments, financing and capital operations of the Company that are subject to the approval of the Board and make proposals;
- (3) to study the material capital expenditures, investments and asset disposals of the Company that are subject to the approval of the Board and make proposals;
- (4) to study other significant matters affecting the development of the Company and make proposals;
- (5) to examine the implementation of the aforesaid matters;
- (6) to exercise other functions and powers conferred by the Board.

Article 2 The Strategic Planning Committee shall, after deliberating on the above matters, form proposals for submission to the Board for consideration.

* *For identification purpose only*