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兗礦能源集團股份有限公司
YANKUANG ENERGY GROUP COMPANY LIMITED*
(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01171)

**ANNOUNCEMENT ON THE ACHIEVEMENT OF
PERFORMANCE COMMITMENTS FROM LUXI MINING AND
XINJIANG ENERGY FROM 2023 TO 2025**

References are made to the announcements of Yankuang Energy Group Company Limited* (the “**Company**”) dated 28 April 2023, 26 May 2023, 15 June 2023, 30 June 2023 and 3 October 2023 (the “**Announcements**”), as well as the circular of the Company dated 9 June 2023 (the “**Circular**”) in relation to, among others, the discloseable and connected transaction in respect of the Acquisitions. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Circular.

I. BASIC OVERVIEW OF THE TRANSACTION

In order to integrate high-quality coal resources, enlarge and strengthen the principal business and effectively resolve the competition in the same industry, with the review and approval at the 2022 annual general meeting held by the Company on 30 June 2023, the Company acquired 51% equity interest in Shandong Energy Group Luxi Mining Company Limited (“**Luxi Mining**”) held by Shandong Energy Group Company Limited (“**Shandong Energy**”), the controlling shareholder, and its related parties, and 51% equity interest in Yankuang Xinjiang Energy & Chemical Co., Ltd. (“**Xinjiang Energy**”) in cash (the “**Transaction**”). The transfer consideration was RMB18,936.4586 million and RMB8,111.8523 million respectively.

II. PERFORMANCE COMMITMENTS

(I) Performance Commitment from Luxi Mining

On 28 April 2023, Xinwen Mining Group Co., Ltd. ("**Xinwen Mining Group**"), Longkou Mining Group Co., Ltd. ("**Longkou Mining Group**"), Zibo Mining Group Co., Ltd. ("**Zibo Mining Group**"), Feicheng Mining Coal Industry Co., Ltd. ("**Feicheng Coal Industry**"), and Linyi Mining Group Co., Ltd. ("**Linyi Mining Group**", together with Xinwen Mining Group, Longkou Mining Group, Zibo Mining Group, and Feicheng Coal Industry are collectively referred to as the "**Transferors of Equity Interest in Luxi Mining**") issued the Letter of Performance Compensation Commitment Regarding the Acquisition of 51% Equity Interest in Shandong Energy Group Luxi Mining Company Limited by Yankuang Energy Group Company Limited (the "**Letter of Performance Commitment from Luxi Mining**"), the main contents are as follows:

1. For 2023, 2024 and 2025 (the "**Commitment Period**"), Luxi Mining's corresponding audited net profit attributable to the shareholders of the parent company after deducting non-recurring gains and losses (the "**Net Profit**") during the Commitment Period shall not be less than RMB11,424.8014 million (the "**Luxi Mining's Cumulative Committed Net Profit During the Commitment Period**") according to Chinese accounting standards.
2. If the cumulative Net Profit achieved by Luxi Mining during the Commitment Period does not achieve the cumulative committed Net Profit of Luxi Mining during the Commitment Period, the transferors will compensate the Company in cash. The specific compensation amount shall be calculated as follows:

Performance compensation amount for the Commitment Period = (cumulative committed Net Profit of Luxi Mining for the Commitment Period - cumulative Net Profit achieved during the Commitment Period) ÷ cumulative committed Net Profit of Luxi Mining during the Commitment Period × the price of the underlying equity transaction - other compensated amounts (if the amount to be compensated during the Commitment Period is less than 0, the value will be taken as 0).

3. The transferors undertake to perform all the compensation obligations within 30 days after the special audit report of Luxi Mining is issued and after receiving the notice from the Company specifying the specific amount to be compensated during the Commitment Period.
4. If during the Commitment Period, due to the equity transfer, capital increase or other reasons, (1) Luxi Mining is no longer actually controlled by the Company or consolidated into its statements; or (2) there is a change in the scope of subsidiaries in Luxi Mining's consolidated statements as at the date of the letter of commitment, the amount of the committed Net Profit and the amount of achieved Net Profit commencing from that year (such year inclusive) can be adjusted after the transferors and the Company reach a consensus.
5. In the case which during the Commitment Period, due to force majeure (the "**Force Majeure**" refers to the objective circumstances that cannot be foreseen, unavoidable and cannot be overcome or the objective reasons beyond control at the time of signature of the agreement, including but not limited to: (1) natural disasters such as earthquakes, tsunamis, typhoons, volcanic eruptions, landslides, avalanches and mudslides, etc.; (2) social abnormal events such as wars, armed conflicts, strikes, disturbances and riots, etc.; (3) changes in laws, regulations or policies, government control orders or

decisions), the normal production and operation of Luxi Mining and subsidiaries within the scope of its consolidated are materially and adversely affected or Luxi Mining and subsidiaries within the scope of its consolidated statements are no longer actually controlled by the Company, the transferors and the Company may negotiate to adjust the amount of the committed Net Profit and other content under the letter of commitment according to the degree of impact of the abovementioned circumstances commencing from the year (such year inclusive) in which the abovementioned circumstances occurred.

(II) Performance Commitment from Xinjiang Energy

On 28 April 2023, Shandong Energy and Xinwen Mining Group (the "**Transferors of Equity Interest in Xinjiang Energy**") have issued the Letter of Performance Compensation Commitment Regarding the Acquisition of 51% Equity Interest in Yankuang Xinjiang Energy & Chemical Co., Ltd. by Yankuang Energy Group Company Limited (the "**Letter of Performance Commitment from Xinjiang Energy**"), the main contents of which are as follows:

1. The corresponding cumulative Net Profit of Xinjiang Energy during the Commitment Period shall not be less than RMB4,013.4561 million (the "**Xinjiang Energy's Cumulative Committed Net Profit During the Commitment Period**") according to Chinese accounting standards.
2. If the cumulative Net Profit achieved by Xinjiang Energy during the Commitment Period does not achieve the cumulative committed Net Profit of Xinjiang Energy during the Commitment Period, the transferors will compensate the Company in cash. The specific compensation amount shall be calculated as follows:

Performance compensation amount for the Commitment Period = (cumulative committed Net Profit of Xinjiang Energy for the Commitment Period - cumulative Net Profit achieved during the Commitment Period) ÷ cumulative committed Net Profit of Xinjiang Energy during the Commitment Period × the price of the underlying equity transaction - other compensated amounts (if the amount to be compensated during the Commitment Period is less than 0, the value will be taken as 0).

3. The transferors undertake to perform all the compensation obligations within 30 days after the special audit report of Xinjiang Energy is issued and after receiving the notice from the Company specifying the specific amount to be compensated during the Commitment Period.
4. If during the Commitment Period, due to the equity transfer, capital increase or other reasons, (1) Xinjiang Energy is no longer actually controlled by the Company or consolidated into its statements; or (2) there is a change in the scope of subsidiaries in Xinjiang Energy's consolidated statements as at the date of the letter of commitment, the amount of the committed Net Profit and the amount of achieved Net Profit commencing from that year (such year inclusive) can be adjusted after the transferors and the Company reach the consensus.
5. In the case which during the Commitment Period, due to force majeure (the "**Force Majeure**" refers to the objective circumstances that cannot be foreseen, unavoidable and cannot be overcome or the objective reasons beyond control at the time of signature of the agreement, including but not limited

to: (1) natural disasters such as earthquakes, tsunamis, typhoons, volcanic eruptions, landslides, avalanches and mudslides, etc.; (2) social abnormal events such as wars, armed conflicts, strikes, disturbances and riots, etc.; (3) changes in laws, regulations or policies, government control orders or decisions), the normal production and operation of Xinjiang Energy and subsidiaries within the scope of its consolidated statements are materially and adversely affected or Xinjiang Energy and subsidiaries within the scope of its consolidated statements are no longer actually controlled by the Company, the transferors and the Company may negotiate to adjust the amount of the committed Net Profit and other content under the letter of commitment according to the degree of impact of the abovementioned circumstances commencing from the year (such year inclusive) in which the abovementioned circumstances occurred.

III. PERFORMANCE ACHIEVEMENT

(I) Performance Achievement of Luxi Mining

According to the Special Audit Report on the Profit and Loss of Shandong Energy Group Luxi Mining Co., Ltd. During the Commitment Period (Da Hua He Zi [2026] No. 0011003007) issued by Da Hua CPAs LLP, Luxi Mining achieved a total cumulative net profit of RMB4,169,961,806.90 during the Commitment Period, and the performance commitment was not completed.

(II) Performance Achievement of Xinjiang Energy

According to the Special Audit Report on the Profit and Loss of Yankuang Xinjiang Energy & Chemical Co., Ltd. During the Commitment Period (Da Hua He Zi [2026] No. 0011003008) issued by Da Hua CPAs LLP, Xinjiang Energy achieved a total cumulative Net Profit of RMB668,438,236.02 during the Commitment Period, and the performance commitment was not completed.

IV. PERFORMANCE COMPENSATION AMOUNT FOR THE COMMITMENT PERIOD

(I) Luxi Mining

According to the Audit Report of Yankuang Energy Group Co., Ltd. on the Explanation of the Achievement of Performance Commitments from Shandong Energy Group Luxi Mining Co., Ltd. issued by Da Hua CPAs LLP (Da Hua He Zi [2026] No. 0011003012), the amount of performance compensation payable by the equity transferors of Luxi Mining to the Company during the Commitment Period is RMB12,009,717,248.11. The specific explanations are as follows:

1. Adjustments to the Cumulative Committed Net Profit of Luxi Mining for the Commitment Period

On 18 November 2024, with the approval by the General Manager's Office of the Company, Luxi Mining transferred its 100% equity interest in Shandong Zikuang Railway Transportation Co., Ltd. (later renamed Shandong Luxi Railway Logistics Co., Ltd., hereinafter referred to as "**Luxi Logistics**") to Yankuang Logistics Technology Co., Ltd.

According to Article 5 of the "Letter of Performance Commitment from Luxi Mining", if the scope of subsidiaries of Luxi Mining in its consolidated statements as of the date of issuance of the commitment letter changes due to the equity transfer, capital increase or other reasons during the Commitment Period,

the amount of committed Net Profit and amount of achieved Net Profit from that year (including the year) can be adjusted through negotiation between the transferors and the Company.

Based on the above, it shall deduct RMB24.8797 million of the corresponding committed Net Profit of Luxi Logistics for December 2024 and 2025 from the cumulative committed Net Profit of Luxi Mining during the Commitment Period, and the cumulative committed Net Profit after the adjustment is RMB11,399.9217 million (i.e., RMB11,424.8014 million - RMB24.8797 million). In which, the deduction of committed Net Profit for December 2024 is calculated based on one-twelfth of Luxi Logistics' committed Net Profit for the whole year, taking into account the revenue, costs and profits of Luxi Logistics for each month.

2. The calculation process of the performance compensation amount during the Commitment Period is as follows:

Item	Time	Amount (RMB)
Cumulative Net Profit achieved during the Commitment Period	1	4,169,961,806.90
Cumulative Net Profit committed by Luxi Mining during the Commitment Period	2	11,399,921,700.00
Price of the underlying equity transaction	3	18,936,458,610.00
Other compensated amount	4	0.00
Performance compensation amount for the Commitment Period	5=(2-1)/2*3-4	12,009,717,248.11

(II) Xinjiang Energy

According to the Audit Report of Yankuang Energy Group Co., Ltd. on the Explanation of the Achievement of Performance Commitments from Yankuang Xinjiang Energy & Chemical Co., Ltd. issued by Da Hua CPAs LLP (Da Hua He Zi [2026] No. 0011003013), the amount of performance compensation payable by the equity transferor of Xinjiang Energy to the Company during the Commitment Period is RMB6,350,844,013.55. The specific explanations are as follows:

1. Adjustments to the Cumulative Committed Net Profit of Xinjiang Energy for the Commitment Period

The Standing Committee of the 14th People's Congress of the Xinjiang Uygur Autonomous Region issued Announcement No. 31 in 2024, increasing the tax rate on raw mineral resources from 6% to 9% and the tax rate on processed ore resources from 5% to 8% from 1 July 2024. This increase in tax rates is a clear tax policy adjustment and is expected to have a continuous impact on production costs and operating results of Xinjiang Energy. During the performance Commitment Period, the amount of impact on Xinjiang Energy's cumulative achieved Net Profit during the Commitment Period due to the increase in resource tax rates was RMB-60,577,808.53.

On 30 June 2023, the Ministry of Finance and the State Taxation Administration issued the Announcement on the Implementation Scope of Consumption Tax Policies for Certain Refined Products,

which imposes consumption tax on mixed aromatics, heavy aromatic hydrocarbons, mixed carbon eight hydrocarbons, stable light hydrocarbons, light oil, and light coal tar according to naphtha. The above-mentioned adjustment to the implementation scope of the consumption tax policy will continue to have a positive impact on the taxes and surcharges of Yili Xintian Coal Chemical Co., Ltd. (伊犁新天煤化工有限公司) ("**Xintian Coal Chemical**", holding it as to 45%), a participating company of Xinjiang Energy. From 2023 to 2025, Xintian Coal Chemical is required to pay consumption tax, urban construction tax and additional tax of RMB371,943,094.85, and the amount of impact on cumulative achieved Net Profit of Xinjiang Energy during the Commitment Period was RMB-142,268,233.78.

According to Article 6 of the Letter of Performance Compensation Commitment from Xinjiang Energy , if there are changes in laws, regulations or policies, government control orders or decisions, etc., resulting in significant adverse impact on the normal production and operation of Xinjiang Energy and its subsidiaries within the scope of the consolidated statements, the transferors may negotiate with the Company to adjust the amount of committed Net Profit under this commitment letter according to the degree of impact of the aforementioned situation from the year in which the aforementioned situation occurs (including the year).

Based on the above, after excluding factors attributable to above-mentioned changes in resource tax and consumption tax, the cumulative achieved Net Profit of Xinjiang Energy during the Commitment Period was RMB871,284,278.33 (RMB668,438,236.02 + RMB60,577,808.53 + RMB142,268,233.78).

2. The calculation process of the performance compensation amount during the Commitment Period is as follows:

Item	Time	Amount (RMB)
Cumulative Net Profit achieved during the Commitment Period	1	871,284,278.33
Cumulative Net Profit committed by Xinjiang Energy during the Commitment Period	2	4,013,456,100.00
Price of the underlying equity transaction	3	8,111,852,277.00
Other compensated amount	4	0.00
Performance compensation amount for the Commitment Period	$5 = (2-1) / 2 * 3-4$	6,350,844,013.55

V. PERFORMANCE COMPENSATION ARRANGEMENT

According to the authorization of the shareholders' meeting and with the review and approval of the 22nd meeting of the ninth session of the board of directors of the Company held on 27 March 2026, it was determined that the total amount of performance compensation payable to the Company by the equity transferors of Luxi Mining (Xinwen Mining Group, Longkou Mining Group, Zibo Mining Group, Feicheng Coal Industry, and Linyi Mining Group) is RMB12,009,717,248.11. The total amount of performance compensation payable to the Company by the equity transferor of Xinjiang Energy

(Shandong Energy Group, Xinwen Mining Group) is RMB6,350,844,013.55. The above-mentioned performance compensation amount is part of the transaction price returned by the transferors to the transferees based on the relevant agreements of the Transaction due to the fact that the cumulative Net Profit achieved during the Commitment Period does not achieve the cumulative committed Net Profit during the Commitment Period.

VI. REASONS FOR NON-COMPLETION OF PERFORMANCE COMMITMENTS AND NEXT WORK ARRANGEMENTS

The reasons why Luxi Mining and Xinjiang Energy have not completed their performance commitments are that during the performance Commitment Period, coal prices continued to unilaterally and deeply decline, with the average price of 5,500 kcal thermal coal at the Qinhuangdao Port falling by 45% during the same period, and the spot price index of Xinhua coking coal falling by 44%, and the profits in the whole industry generally decreased significantly. Although Luxi Mining and Xinjiang Energy have achieved good results in strengthening internal management and deepening cost reduction and expense control, the decline in coal prices has led to a much greater drop in profits than the effectiveness of cost reduction and expense control, resulting in failure to unfulfilled committed performance.

In view of the fact that Luxi Mining and Xinjiang Energy have not completed their performance commitments from 2023 to 2025, the Company has notified each performance compensation obligor on the performance compensation matters in accordance with the provisions of the Letter of Performance Commitment from Luxi Mining and the Letter of Performance Commitment from Xinjiang Energy on the date of this announcement, and it shall pay the entire compensation amount to the Company in cash within 30 days from the date of receipt of the notice.

In the next step, the Company will strictly follow the provisions of the Equity Transfer Agreement and the Letter of Performance Compensation Commitment, actively urge relevant parties to fulfill all compensation obligations, safeguard the rights and interests of the Company and all shareholders, and fulfill information disclosure obligations in a timely manner.

By order of the Board
Yankuang Energy Group Company Limited*
Li Wei
Chairman of the Board

Zoucheng City, Shandong Province, the PRC
27 March 2026

As at the date of this announcement, the Directors of the Company are Mr. Li Wei, Mr. Wang JiuHong, Mr. Liu Jian, Mr. Liu Qiang, Mr. Zhang Haijun, Mr. Su Li and Mr. Huang Xiaolong, and the independent non-executive Directors of the Company are Mr. Zhu Limin, Mr. Gao Jingxiang, Mr. Woo Kar Tung, Raymond and Ms. Zhu Rui.

** For identification purpose only*