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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)

**DISCLOSEABLE TRANSACTION
PROPOSED ACQUISITION OF 80% INTEREST IN
KESTREL COAL MINE BY YANCOAL AUSTRALIA**

The Board is pleased to announce that, on 14 April 2026, Yancoal Australia, a subsidiary of the Company, which shares are listed on the Australian Securities Exchange (stock code: YAL) and the Stock Exchange (stock code: 03668), entered into the binding Transaction Document with the Vendors.

THE TRANSACTION

Pursuant to the Transaction Document, Yancoal Australia intends to acquire 100% equity interest in KCG, thereby indirectly acquiring 80% interest in Kestrel Coal Mine. The maximum consideration for the Transaction is US\$2.4 billion, comprising the Upfront Consideration of US\$1.85 billion and the Contingent Payments of not more than US\$550 million.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Transaction is more than 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

There are uncertainties as to whether and when the conditions of the Transaction, such as the effectiveness of the agreements and payment, can be fulfilled. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

I. INTRODUCTION

The Board is pleased to announce that, on 14 April 2026, Yancoal Australia, a subsidiary of the Company, which shares are listed on the Australian Securities Exchange (stock code: YAL) and the Stock Exchange (stock code: 03668), entered into the binding Transaction Document with the Vendors.

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II. SUMMARY OF THE TRANSACTION

Date

14 April 2026

Principal Terms

(a) Parties

Yancoal Australia (as buyer);

EMR Capital Advisors Pty Ltd (as Vendor);

Kestrel Coal (EMR) Limited (as Vendor);

EMR Capital Management Limited (as Vendor);

ACL (as Vendor)¹

Target Group: 100% interest in KCG

(b) Consideration for the Transaction and Basis for its Determination

- Upfront Consideration of US\$1.85 billion which is payable on completion of the Transaction, subject to customary completion adjustments (the “**Upfront Consideration**”); and
- Contingent payment up to a maximum of US\$550 million in total (the “**Contingent Payments**”)², which is payable annually over a period of five years from completion in any year where the benchmark price exceeds the agreed threshold.

The consideration for the Transaction was determined between Yancoal Australia and the Vendors as part of a competitive bidding process conducted by the Vendors based on the principles of independent and arm’s-length commercial negotiations, and on the basis of Yancoal Australia’s and its professional advisers’ due diligence and financial analysis based on information provided by the Vendors. Yancoal Australia had consideration to factors including, but not limited to, the historical and forecast financial

¹ The Vendors, being EMR Capital Advisors Pty Ltd, Kestrel Coal (EMR) Limited and ACL, are sellers of shares in KCG. ACL and EMR Capital Management Limited are sellers of warrants in KCG.

² The price-linked Contingent Payments are based on KCR’s average realised price across all products, Yancoal Australia’s attributable share of product sales from KCR and a 30% revenue share applied to the assessable consideration. Payments are subject to Platts Premium Low Vol Hard Coking Coal Index exceeding a US\$225/t (nominal) trigger, which is measured on an average annual basis. The Contingent Payments have a total aggregate cap of US\$550 million and a term of 5 years post completion of the Transaction, with payments made annually following completion of the Transaction.

and operating performance of the Target Group, the mine plan for Kestrel Coal Mine, mineral reserves, known mineral resources and potential upside for the asset. Additionally, Yancoal Australia had regard for a number of comparable listed companies and valuation multiples of comparable transaction when determining the consideration for the Transaction.

Contingent consideration mechanisms are common in mergers and acquisitions involving mining companies. Such mechanisms address the risks and uncertainties inherent in mining projects and market volatility around commodity prices, and aligns incentives of the transaction parties. In determining the contingent consideration arrangement, Yancoal Australia referred to precedent transactions with price-linked Contingent Payments, reviewed probabilistic and deterministic outcomes, while having regard to the prevailing coal market.

In summary, the Directors are of the view that the consideration for the Transaction and the basis for its determination are fair and reasonable, on normal commercial terms and not prejudicial to the interests of the Shareholders.

(c) Payment

The consideration shall be paid by cash. Yancoal Australia shall pay a deposit of US\$40 million, rebateable against the Upfront Consideration, to the Vendors on signing of the Transaction Document, and shall pay the Upfront Consideration of US\$1.85 billion on completion of the Transaction, subject to adjustments based on the completion of the transaction. Under the contingent consideration arrangements, Yancoal Australia will pay 30% of Yancoal Australia's share of the revenue from coal sales from Kestrel Coal Mine attributable to benchmark coal pricing exceeding US\$225/t in any of the first five years following completion of the Transaction. Calculation of the contingent consideration is measured on an annual basis, with amounts to be paid to the Vendors shortly after each of the first five anniversaries of completion where the conditions for payment have been met³⁴.

The Upfront Consideration will be funded by Yancoal Australia's available cash and a US\$1.2 billion 5-year syndicated acquisition loan facility. The Contingent Payments will be funded by operating cash flows over the next five years. The source of funds does not involve equity financing.

As at the date of this announcement, a US\$200 million, 5-year committed working capital facility is in place to support Yancoal Australia's liquidity requirements over this period. At the same time, financing facilities have been secured with Yancoal Australia's lenders to support the smooth completion of the Transaction.

(d) Conditions Precedent

Completion of the Transaction is subject to the following conditions precedent (the "**Conditions Precedent**"):

³ In any given year, the revenue of Kestrel Coal Mine will reflect sales volume, sales structure, relevant indexes and associated coal price ratios.

⁴ For example, if the base price is US\$250/t and the realized actual price relative coefficient is 85% in a relevant year, the amount of contingent consideration payable for that year is calculated as follows: Attributable sales volume × (US\$250 – US\$225) × 85% × 30%.

Australian Competition and Consumer Commission (the “ACCC”)

- the ACCC determines that the Transaction does not require notification; or
- the ACCC issues (or is taken to have issued) a determination that the Transaction may proceed, either unconditionally or subject to conditions acceptable to the buyer (acting reasonably), and any applicable review period expires without challenge

Foreign Investment Review Board (the “FIRB”)

- Yancoal Australia receiving the FIRB approval for the Transaction

Outbound Regulatory Approvals

The buyer’s group must receive all approvals required to implement the Transaction from the relevant PRC authorities, including:

- the National Development and Reform Commission;
- the Department of Commerce of Shandong Province; and
- the State Administration for Market Regulation

Offshore Merger Control Clearances

- Approval from certain merger control authorities

(e) Mitsui’s Pre-emptive Rights

- Mitsui may execute its pre-emptive right within the prescribed period or, waive its rights, or approve Yancoal Australia as transferee for the purposes of the joint venture agreement

The completion of the Transaction is targeted towards the end of Q3 2026.

The latest date on which these conditions precedent and Mitsui's conditions of pre-emptive rights can be satisfied is 30 November 2026 except for the Outbound Regulatory Approvals which have until the date that is 5 business days after that date (or as otherwise agreed between the parties). If such conditions are not satisfied or waived on the aforementioned date, the parties may extend the date to 28 February 2027 through the agreement(s), otherwise either Yancoal Australia or the Vendors may terminate the Transaction.

(f) Termination Rights

The Transaction may be terminated prior to completion in several circumstances, including:

Failure of Conditions Precedent:

- by either party if conditions precedent are not satisfied or waived by the long stop date (subject to compliance with best endeavours obligations)

Insolvency:

- Buyer’s termination for insolvency of the Vendors or the Target Group; and
- Vendors’ termination for insolvency of the buyer

Material Adverse Change (the “MAC”):

- Buyer’s termination if a MAC occurs prior to completion and is not cured within the agreed cure framework

Failure to Complete:

- Termination rights for the non-defaulting party following a failure to complete after any permitted deferral period

Change of Control:

- Termination rights for the Vendors if there is a change of control of the buyer

(g) Deposit

A cash deposit of US\$40 million is payable by Yancoal Australia on execution of the Transaction Document. The deposit is rebateable against the Upfront Consideration and accrues interest. The deposit is retained by the Vendors only in certain circumstances, namely, Yancoal Australia fails to complete the Transaction, repudiates the Transaction Document or does not obtain Foreign Investment Regulatory Approvals from the relevant PRC authorities.

The deposit was determined by Yancoal Australia and the Vendors based on the principles of independent and arm’s-length commercial negotiations, and is considered reasonable by Yancoal Australia in the context of the Transaction after taking into consideration the strategic rationale for the Transaction and the competitive bidding process conducted by the Vendors. It has been agreed that forfeiting the deposit is the sole remedy available to the Vendors if Yancoal Australia does not obtain Outbound Regulatory Approvals.

(h) Warranties and Indemnities

Yancoal Australia has obtained warranty and indemnity insurance in connection with the Transaction.

(i) Conduct of Business

From signing until completion, the Vendors must procure that Kestrel Coal Mine

- operates in the ordinary course of business, consistent with usual business past practice;
- complies with law, material contracts and approvals in all material respects; and
- acts in accordance with agreed budgets and work plans.

The Transaction Document includes a comprehensive list of restricted actions (subject to various agreed thresholds), including limitations on:

- capital structure changes;
- material acquisitions or disposals;

- material contracts;
- debt and encumbrances; and
- amendments to constitutional documents.

III. REASONS FOR AND BENEFITS OF THE EQUITY TRANSFER

Kestrel Coal Mine is a large, long life underground coal. Kestrel's operating unit cost and realised pricing places the mine in the top 35% of global seaborne metallurgical supply on the margin curve⁵ which supports resilient margins and strong free cash flow generation through commodity cycles. The Transaction is expected to immediately contribute cash flow and further enhance Yancoal Australia's production profile, product mix and operating cash flow. The product mix would be further optimized, with the proportion of metallurgical coal business increasing, thereby enhancing Yancoal Australia's resilience to economic cycles, and making a positive contribution to its production output and operating cash flow.

Accordingly, the Directors (including the independent non-executive Directors) are of the opinion that the Transaction is entered into on normal commercial terms, the terms of the Transaction Document are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IV. LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Transaction is more than 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

To the best of the knowledge of the Directors of the Company, none of the Directors of the Company has a material interest in the Transaction or is required to abstain from voting on the relevant Board resolution.

V. INFORMATION ON THE PARTIES

The Company

The Company is principally engaged in mining, high-end chemicals and new materials, new energy, high-end equipment manufacturing and intelligent logistics business. Products of the Company are mainly thermal coals for large power plants, coking coal for metallurgical production, high-quality low-sulfur coal for pulverized coal injection and chemical products such as methanol and acetic acid.

Yancoal Australia

Yancoal Australia is a leading, low-cost Australian coal producer and exporter to the global seaborne market, producing a mix of premium thermal, semi-soft coking and PCI coals. Yancoal Australia is a non-wholly owned subsidiary of the Company. As at the date of this announcement, it is owned by the Company and Cinda International HGB Investment (UK) Limited by approximately 62.26% equity interest and approximately 7.69% equity interest, respectively. Yancoal Australia is a public company,

⁵ Based on Wood Mackenzie's 2025 Global Seaborne Metallurgical Coal Margin Curve.

listed on both the Australian Securities Exchange (stock code: YAL) and the Stock Exchange (stock code: 3668).

EMR Vendors

EMR Capital Management Limited is a specialist resources private equity fund manager and operator. EMR Capital Advisors Pty Ltd and Kestrel Coal (EMR) Limited are entities under EMR Capital Management Limited, through which hold and manage 52.01% stake in the Target Group owned by fund investors managed by EMR Capital Management Limited.

ACL

ACL is a company incorporated in Malaysia and holds a 47.99% equity interest in the Target Group as of the date of this announcement. ACL is a subsidiary of PT Adaro Andalan Indonesia Tbk, which is a company listed on the Indonesia Stock Exchange.

KCG

Basic Information

As at the date of this announcement, KCR is indirectly held by KCG as to 100% equity interest, and KCR holds 80% interest in the unincorporated joint venture which owns and operates the Kestrel Coal Mine, with the remaining 20% interest held by Mitsui.

Kestrel Coal Mine is a large-scale, long-life metallurgical coal asset located in Queensland's Bowen Basin. Kestrel Coal Mine produces a premium metallurgical coal product (high fluidity and plasticity, low ash and deleterious elements) which is in high demand from steelmakers. Kestrel Coal Mine is one of the largest producing underground coal mines in Australia⁶. In 2025, it recorded saleable production of 5.9 Mt (100% of Kestrel caliber). It has a 25 year mine life underpinned by 164 Mt marketable coal reserves. In addition, it also has an amount of coal resources, amounting to 406 Mt (100% of Kestrel caliber)⁷⁸. Kestrel Coal Mine is a highly productive mine which ranks as a top 2 Australian underground coal mine.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Vendors and KCG and their respective ultimate beneficial owners are third parties independent of the Group and its connected person(s).

Financial Information

Set forth below is the financial information of KCG for the recent two financial years ended 31 December 2025 prepared in accordance with the AAS:

For the financial year ended 31 December

2025

2024

⁶ Kestrel Coal Mine's production data sourced from KCG 2025 management accounts. Comparable companies' data mainly sourced from company filings where available and supplemented with Wood Mackenzie data.

⁷ The life of the mine is subject to environmental approvals and the availability of mining permits.

⁸ Coal resources and coal reserves have been rounded to the significant figures in accordance with the JORC Code to reflect the relative uncertainty associated with the relevant estimates, where applicable. The estimated remaining mine life is based on Yankuang Australia's mine life projections and takes into account the results of the relevant technical due diligence.

	(Unaudited) (US\$ million)	(Audited) (US\$ million)
Profit before tax	25.8	37.4
Profit after tax	18.1	31.6

As at 31 December 2025, the net assets of KCG amounted to US\$1,498.6 million (unaudited).

There are uncertainties as to whether and when the conditions of the Transaction, such as the effectiveness of the agreements and payment, can be fulfilled. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

VI. DEFINITIONS

In this announcement, unless the context otherwise indicates, the following terms have the following meanings:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Vendors”	The Vendors being EMR Capital Advisors Pty Ltd, Kestrel Coal (EMR) Limited and ACL, are sellers of shares in KCG. ACL and EMR Capital Management Limited are sellers of warrants in KCG
“Board”	the board of directors of the Company
“AAS”	Australian Accounting Standards issued by the Australian Accounting Standards Board
“Company”	Yankuang Energy Group Company Limited* (兗礦能源集團股份有限公司), a joint stock company with limited liability incorporated under the laws of the PRC in 1997, with its H shares and A shares listed on the Stock Exchange (01171.HK) and the Shanghai Stock Exchange (600188.SH), respectively
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

“Yancoal Australia”	Yancoal Australia Ltd, a subsidiary of the Company as at the date of this announcement
“Kestrel Coal Mine”	Kestrel Joint Venture* (紅隼煤礦合資企業), an unincorporated joint venture
“KCR”	Kestrel Coal Resources Pty Ltd* (紅隼煤炭資源有限公司), which holds 80% interest in and operates Kestrel Coal Mine as at the date of the announcement
“Mitsui”	Mitsui Kestrel Coal Investment Pty Ltd* (三井紅隼煤炭投資有限公司), which holds 20% interest in Kestrel Coal Mine as at the date of the announcement
“KCG”	Kestrel Coal Group Pty Ltd* (紅隼煤炭集團有限公司), which holds 100% equity interest in KCR as at the date of the announcement
“EMR Capital Advisors Pty Ltd”	EMR Capital Advisors Pty Ltd* (EMR資本顧問有限公司)
“Kestrel Coal (EMR) Limited”	Kestrel Coal (EMR) Limited* (紅隼煤炭(EMR)有限公司)
“ACL”	Adaro Capital Limited* (阿達羅資本有限公司)
“EMR Capital Management Limited”	EMR Capital Management Limited* (EMR資本管理有限公司)
“Target Group”	KCG and its subsidiaries
“Transaction”	the transaction in relation to the acquisition of 100% equity interest and warrants in KCG by Yancoal Australia from the Vendors on 14 April 2026
“Transaction Document”	the transaction document that Yancoal Australia and the Vendors signed on 14 April 2026 to acquire 100% equity interest and warrants in KCG
“percentage ratio(s)”	has the meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Target Equity”	100% equity interest in KCG
“%”	per cent.

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

Zoucheng City, Shandong Province, the PRC
14 April 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*