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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)

NOTICE OF 2025 ANNUAL SHAREHOLDERS' GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual shareholders' general meeting (the "**2025 annual shareholders' general meeting**") of Yankuang Energy Group Company Limited* (the "**Company**") will be held at 9:00 a.m. on Friday, 26 June 2026 at the headquarters of the Company at 949 South Fushan Road, Zoucheng, Shandong Province 273500, the People's Republic of China (the "**PRC**") for the purpose of considering and, if thought fit, passing the following resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 2 June 2026 (the "**Circular**")). The details of the following resolutions are included in the Circular:

- (1) Ordinary Resolution: "**THAT**, to consider and approve the working report of the Board for the year ended 31 December 2025", details of which are set out in the 2025 annual report of the Company.
- (2) Ordinary Resolution: "**THAT**, to consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2025", details of which are set out in the 2025 annual report of the Company.
- (3) Ordinary Resolution: "**THAT**, to consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2025 and to authorize the Board to distribute a final cash dividend of RMB0.32 (tax inclusive) per share for the year 2025 based on the number of shares on the record date".
- (4) Ordinary Resolution: "**THAT**, to consider and approve the renewal of the liability insurance of the Directors and senior officers of the Company".
- (5) Ordinary Resolution: "**THAT**, to consider and approve the remuneration of the non-independent Directors of the Company for the year 2026".
- (6) Ordinary Resolution: "**THAT**, to consider and approve the allowance of independent Directors of the Company for the year 2026".

- (7) Ordinary Resolution: “**THAT**, to consider and approve the reappointment and remuneration of external auditing firm for the year 2026”.
- (8) Special Resolution: “**THAT**, to consider and approve the proposal in relation to the provision of financial guarantee(s) to the Company’s Subsidiaries and the granting of authorization to Yancoal Australia Limited and its subsidiaries to provide guarantee(s) in relation to daily operations to the subsidiaries of the Company in Australia”.
- (9) Special Resolution: “**THAT**, to consider and approve the proposal to authorize the Company to carry out domestic and overseas financing businesses”.
- (10) Special Resolution: “**THAT**, to consider and approve the resolution in relation to the Plan for Return to the Shareholders for 2026-2028”.
- (11) Special Resolution: “**THAT**, to consider and approve the amendments to the Articles of Association of Yankuang Energy Group Company Limited* and the Relevant Rules of Procedures”.
- (12) Ordinary Resolution: “**THAT**, to consider and approve the establishment of the Remuneration Management System”.
- (13) Special Resolution: “**THAT**, to consider and approve the proposal in relation to the general mandate authorizing the Board to issue additional shares of the Company”.

“**THAT**,

- (a) the Board be and is hereby granted an unconditional general mandate to issue, allot and deal with additional shares in the share capital of the Company (including any sale or transfer of treasury shares), and to make or grant offers, agreements and options in respect thereof, subject to the following terms:
 - (i) such mandate shall not extend beyond the Relevant Period (as defined in paragraph (b) below) save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the expiration of the Relevant Period;
 - (ii) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution; and
 - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

(b) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until the earlier of:

- (i) the conclusion of the next annual shareholders’ general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authorization set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a shareholders’ general meeting; and

(c) contingent on the Board resolving to issue shares pursuant to paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares, including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution”.

(14) Special Resolution: “**THAT**, to consider and approve the proposal in relation to the general mandate authorizing the Board to repurchase H shares”.

“**THAT**,

(a) subject to paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (e) below) during which the Board may exercise the power of the Company in full to repurchase the issued H shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, The Stock Exchange of Hong Kong Limited or of any other governmental or regulatory body be and is hereby approved;

(b) the aggregate number of H shares authorized to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of H shares in issue of the Company (excluding any treasury shares) as at the date of the passing of this resolution;

(c) the approval in paragraph (a) above shall be conditional upon:

(i) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and

(ii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the relevant provisions in relation to reduction of share capital in the Articles of Association;

- (d) subject to the approval of all relevant PRC regulatory authorities for the repurchase of such H shares being granted, the Board be hereby authorized to:
 - (i) amend the Articles of Association as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.
- (e) for the purpose of this special resolution, “**Relevant Period**” means the period starting from the date of the passing of this special resolution and ending at the earlier of the following:
 - (i) the conclusion of the next annual shareholders’ general meeting following the passing of this special resolution; or
 - (ii) the date on which the authorization set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any shareholders’ general meeting.
- (f) any one of the Directors may be authorized by the Board to act on behalf of the Board to make timely decision about the specific matters of the repurchase of H shares after the Board has been granted the general mandate to repurchase up to 10% of the total issued H shares (excluding any treasury shares), and carry out the relevant approval and disclosure procedures (if applicable), including but not limited to, determine the timing, quantity and price of the repurchase, open overseas securities account and carry out the corresponding change of foreign exchange registration procedures, inform creditors and make public announcement, file with the China Securities Regulatory Commission, sell or transfer any treasury shares, cancel the shares repurchased, reduce the registered capital, amend the Articles of Association, and carry out the corresponding change of registration procedures and execute and handle other documents and matters related to the repurchase”.

(15) Special Resolution: “**THAT**, to consider and approve the “Proposal in relation to the storage issuance of corporate bonds and relevant authorization”.

(15.01) To consider and approve the size and method of the issuance:

The total size of the Bond Issuance will not be more than RMB30 billion (inclusive) and the validity period of the issuance is 24 months. The Bonds can be issued in tranches.

(15.02) To consider and approve the maturity period of the Bonds:

The maturity period of the Bond Issuance will not be more than 15 years (inclusive). The Bonds may comprise subcategories with a single maturity period or multiple maturity periods.

(15.03) To consider and approve the types of Bonds to be issued:

The types of the Bonds under the Bond Issuance include general corporate bonds, renewable bonds, technology innovation corporate bonds, green corporate bonds and other types. The Company shall determine the exact types of the Bonds to be issued based on its need.

(15.04) To consider and approve the par value and the issue price:

The par value of the Bonds is RMB100, which is also the issue price.

(15.05) To consider and approve the coupon rate and its determination mechanism:

The coupon rate of the Bond Issuance shall be a fixed rate and calculated on an annual basis without accruing compound interests.

(15.06) To consider and approve the form of the Bonds:

The Bonds under the Bond Issuance are real-name account corporate bonds.

(15.07) To consider and approve the method of interest payment and redemption:

The interests of the Bond Issuance will be distributed annually and fully redeemed upon maturity, and the last interest payment will be distributed together with the redemption of principal.

(15.08) To consider and approve the guarantee:

No guarantee arrangement is made under the Bond Issuance.

(15.09) To consider and approve the underwriting:

The unsubscribed portion of the Bonds under the Bond Issuance shall be underwritten by the underwriter syndicate formed by the lead underwriter.

(15.10) To consider and approve the target of the issuance:

The target of the Bond Issuance shall be professional qualified investors pursuant to the Administrative Measures for the Issuance and Trading of Corporate Bonds and other relevant laws and regulations.

(15.11) To consider and approve the placing arrangement for the Shareholders of the Company:

The Bonds under the Bond Issuance will be publicly issued to the qualified investors and will not be offered, by way of preferential placing, to the Shareholders of the Company.

(15.12) To consider and approve the listing arrangement; and

The listing arrangement of the Bonds shall be decided upon the completion of the Bond Issuance taking into consideration the actual situation of the Company, the method of issuance and the market conditions.

(15.13) To consider and approve the authorization.

In order to effectively coordinate the specific matters in the Bond Issuance, a resolution will be proposed at the shareholders' general meeting to grant a general and unconditional mandate to authorize the Board and the Board to authorize the chairman of the Board (or his authorized representatives) to deal with, at its/their sole discretion, all matters in connection with the Bond Issuance in accordance with relevant laws and regulations and the opinions and suggestions of supervising authorities under the framework and principle considered and approved at the shareholders' general meeting in order to maximize the interests of the Company, including but not limited to:

- (a) To formulate and adjust the detailed plans and terms of the Bond Issuance, in accordance with the laws and regulations of the state, relevant regulations of securities supervision departments, the resolutions of the Company's shareholders' general meeting and the specific situation of the Company as well as the bond market;
- (b) To decide the engagement of intermediaries to deal with the reporting matters of the Bond Issuance as well as the matters of listing and repayment of principal and interests of the corporate bonds involved in the Bond Issuance after completion of the Bond Issuance;
- (c) To select the bond trustee manager(s) for corporate bonds under the Bond Issuance, execute the trustee management agreement(s) and formulate rules of bondholders meetings;
- (d) To undertake all applications and filings as well as listing matters (if applicable) in connection with the Bond Issuance, including but not limited to preparing, amending and submitting relevant application materials for the issuance and listing of the domestic corporate bonds of the Company, as well as signing the relevant application documents and other legal documents according to the requirements of relevant regulatory authorities;
- (e) To authorize the Board and the Board to authorize the chairman of the Board (or his authorized representatives) to make relevant adjustments to matters relating to the Bond Issuance according to the advice of regulatory authorities and changes in policies or the changes in market conditions, or determine whether to proceed with all or any part of the Bond Issuance in accordance with the actual conditions, save as matters that require re-approval at the shareholders' general meeting pursuant to the relevant laws, regulations and the Articles of Association;
- (f) Subject to approval of the above authorisation at the shareholders' general meeting, the Board and the chairman of the Board with the authorization from the Board (or his authorized representatives), which is to be authorized by the Shareholders, shall deal with other matters in relation to the Bond Issuance which are not mentioned above;

(g) The above authorization shall be valid for 12 months from the date of passing of the relevant resolution at the 2025 annual shareholders' general meeting. In the event that the Company has obtained the approval, permit, filing or registration of the issuance (if applicable) from regulatory authorities during the validity period of such authorization, the Company may complete all or part of the issuance within the validity period of such approval, permit, filing or registration (if applicable). As to the matters relating to all or part of the issuance, the validity period of the authorization above will be extended to the date on which all or part of the Bond Issuance is completed.”

(16) Ordinary Resolution: “**THAT**, to consider and approve the appointment of non-independent Directors

(16.01)To consider and approve the appointment of Mr. Li Wei as a non-independent Director;

(16.02)To consider and approve the appointment of Mr. Wang Jiuhong as a non-independent Director;

(16.03)To consider and approve the appointment of Mr. Yue Guangsheng as a non-independent Director;

(16.04)To consider and approve the appointment of Mr. Zhang Haijun as a non-independent Director;

(16.05)To consider and approve the appointment of Mr. Li Shipeng as a non-independent Director; and

(16.06)To consider and approve the appointment of Mr. Huang Xiaolong as a non-independent Director”.

(17) Ordinary Resolution: “**THAT**, to consider and approve the appointment of independent Directors

(17.01)To consider and approve the appointment of Mr. Li Weian as an independent Director;

(17.02)To consider and approve the appointment of Mr. Gao Jingxiang as an independent Director;

(17.03)To consider and approve the appointment of Mr. Woo Kar Tung, Raymond as an independent Director; and

(17.04)To consider and approve the appointment of Ms. Zhu Rui as an independent Director”.

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

Zoucheng, Shandong, the PRC
2 June 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

Notes:

1. Eligibility for attending the 2025 annual shareholders' general meeting

Holders of the Company's overseas listed foreign invested shares (in the form of H shares) whose names appear on the Company's register of members of H Shares which is maintained by Computershare Hong Kong Investor Services Limited at the close of business on Wednesday, 17 June 2026 are entitled to attend the 2025 annual shareholders' general meeting. Further details of the requirements of the instrument appointing the proxies are set out in note 2 below.

2. Proxy

Each holder of H Shares who has the right to attend and vote at the 2025 annual shareholders' general meeting is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the 2025 annual shareholders' general meeting. The proxies of a Shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a legal entity, either under seal or under the hand of a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarized. For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to Computershare Hong Kong Investor Services Limited (17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no less than 24 hours before the time appointed for the holding of the 2025 annual shareholders' general meeting or any adjournment thereof in order for such documents to be valid.

3. Closure of register of members

The H Share register of members of the Company will be closed, for the purpose of determining Shareholders' entitlement to attend the 2025 annual shareholders' general meeting, from Thursday, 18 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of the Company's H Shares will be registered. In order to attend the 2025 annual shareholders' general meeting, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 17 June 2026 for registration. H Shareholders whose names appear on the H Share register of members of the Company maintained by Computershare Hong Kong Investor Services Limited on or before the above date will be eligible to attend the 2025 annual shareholders' general meeting.

To determine the identity of the Shareholders entitled to receive the final dividend, the Company's H Share register of members will be closed from Friday, 3 July 2026 to Thursday, 9 July 2026 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to the final dividend, H Shareholders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant Share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 2 July 2026.

4. Miscellaneous

- (1) The 2025 annual shareholders' general meeting is expected to last a day. Shareholders attending the 2025 annual shareholders' general meeting are responsible for their own transportation and accommodation expenses.
- (2) All voting at the 2025 annual shareholders' general meeting will be conducted by onsite or online poll.
- (3) Details of the Office of the Secretary to the Board are as follows:

949 South Fushan Road
Zoucheng
Shandong Province 273500 PRC
Tel: 86-537-5933997
Fax: 86-537-5383311