

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Yankuang Energy Group Company Limited* (the “**Company**”) will be held at 9:00 a.m. on Friday, 21 June 2024 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 22 May 2024 (the “**Circular**”). The details of the following resolutions are included in the Circular:

Ordinary Resolutions

- (1) “**THAT**, to consider and approve the working report of the Board for the year ended 31 December 2023”, details of which are set out in the 2023 annual report of the Company.
- (2) “**THAT**, to consider and approve the working report of the Supervisory Committee for the year ended 31 December 2023”, details of which are set out in note 4.
- (3) “**THAT**, to consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2023”, details of which are set out in the 2023 annual report of the Company.
- (4) “**THAT**, to consider and approve the remuneration of the Directors and Supervisors of the Company for the year ending 31 December 2024”.
- (5) “**THAT**, to consider and approve the renewal of the liability insurance of the Directors, Supervisors and senior officers of the Company”.
- (6) “**THAT**, to consider and approve the appointment and remuneration of external auditing firm for the year 2024”.

Special Resolutions

- (7) “**THAT**, to consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2023 and to authorize the Board to distribute: (i) a final cash dividend of RMB1.30 (tax inclusive) per share for the year 2023; (ii) a special cash dividend of RMB0.19 (tax inclusive) per share; and (iii) three (3) Bonus Shares for every ten (10) Shares to the Shareholders based on the number of shares on the dividend distribution record date”.
- (8) “**THAT**, to consider and approve the Proposal in respect of 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) “**THAT**, to consider and approve the Proposal to authorize the Company to carry out domestic and overseas financing businesses”.
- (10) “**THAT**, to consider and approve the amendments to the Articles of Association of Yankuang Energy Group Company Limited* and the Relevant Rules of Procedure”.
- (11) “**THAT**, to consider and approve the Proposal in relation to the Plan of Storage Issuance of Corporate Bonds and Related Authorizations:

(11.01) To consider and approve the size and method of the issuance;

The size of the bonds to be issued 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.

(11.02) To consider and approve the maturity period of the bonds;

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

(11.03) To consider and approve the types of bonds to be issued;

The types of the issuance include general corporate bonds, renewable bonds, green bonds and other types. The Company shall determine the exact types of the issuance based on its need.

(11.04) 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.

(11.05) To consider and approve the coupon rate and its determination mechanism;

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

(11.06) To consider and approve the form of the bonds;

The Bonds are real-name account corporate bonds.

(11.07) To consider and approve the method of interest payment and redemption;

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

(11.08) To consider and approve the guarantee;

The bonds do not have any guarantee arrangement.

(11.09) To consider and approve the underwriting;

The unsubscribed portion of the bonds shall be underwritten by the underwriter syndicate formed by the lead underwriter.

(11.10) To consider and approve the target of the Issuance;

The target of the issuance are the qualified investors pursuant to the Administrative Measures for the Issuance and Trading of Corporate Bonds and other relevant laws and regulations.

(11.11) To consider and approve the placing arrangement for Shareholders;

The bonds will be publicly issued to the qualified investors and will not be offered, by way of preferential placing, to the Shareholders.

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

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

(11.13) To consider and approve the authorization.

In order to effectively coordinate the specific matters in the issuance, a resolution will be proposed at the 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 issuance in accordance with relevant laws and regulations and the requirements of supervising authorities, including but not limited to:

(A) To formulate and adjust the detailed plans and terms of the issuance in accordance with the laws and regulations of the state, relevant regulations of securities supervision departments, the resolutions of the Company's 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 issuance as well as the matters of listing and repayment of principal and interests of the bonds after completion of the issuance;
 - (C) To select the bond trustee manager(s) for the issuance of the bonds, execute the trustee management agreement(s) and formulate rules of bondholders meeting;
 - (D) 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 issuance according to the changes in policies or the changes in market conditions;
 - (E) The above authorization shall be valid from the date of conclusion of the AGM at which this proposal is considered until the date of conclusion of the next annual general meeting of the Company”.
- (12) To consider and approve the proposal regarding 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 earliest of:

- (i) the conclusion of the next annual 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 general meeting; and
 - (c) contingent on the Directors 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 PRC, Hong Kong and other 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”.
- (13) To consider and approve the proposal regarding 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 aggregate nominal value 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 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 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 carries out the relevant approval and disclosure procedures (if applicable), including but not limited to, determinate 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 (after the amendments to the Listing Rules in relation to treasury shares come into effect on 11 June 2024), 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”.

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

Zoucheng, Shandong, the PRC
22 May 2024

As at the date of this announcement, the Directors of the Company are Mr. Li Wei, Mr. Xiao Yaomeng, 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. Peng Suping, Mr. Zhu Limin, Mr. Woo Kar Tung, Raymond and Ms. Zhu Rui.

* For identification purpose only

Notes:

1. Eligibility for attending the AGM

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 Hong Kong Registrars Limited at the close of business on Thursday, 13 June 2024 are entitled to attend the AGM. 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 AGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the AGM. 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 Hong Kong Registrars 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 AGM 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 AGM, from Friday, 14 June 2024 to Friday, 21 June 2024 (both days inclusive), during which period no transfer of the Company's H Shares will be registered. In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share Registrar, Hong Kong Registrars 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, 13 June 2024 for registration. H Shareholders whose names appear on the H Share register of members of the Company maintained by Hong Kong Registrars Limited on or before the above date will be eligible to attend the AGM.

To determine the identity of the Shareholders entitled to receive the final dividend, the special dividend and the Bonus H Shares, the Company's H Share register of members will be closed from Friday, 28 June 2024 to Friday, 5 July 2024 (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, Hong Kong Registrars 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, 27 June 2024.

4. The Supervisory Committee of the Company held 6 meetings in 2023, details of which are as follows:

- (1) The 18th meeting of the eighth session of the Supervisory Committee was held on 24 March 2023. The "Proposal in relation to the Annual Report for the year 2022 of the Company and the Summary of the Annual Report", the "Proposal in relation to the Working Report of the Supervisory Committee for the year 2022 of the Company", the "Proposal in relation to the Audited Financial Statements for the year 2022 of the Company", the "Proposal in relation to the Profit Distribution Plan for the year 2022 of the Company", the "Proposal in relation to the Internal Control Evaluation Report for the year 2022 of the Company", the "Proposal in relation to the ESG Report of the Company for the year 2022", the "Proposal in relation to the continuing connected transactions of the Company for the year 2022" and the "Proposal in relation to the Election of New Session of the Supervisory Committee of the Company" were considered and approved at the meeting.
- (2) The 19th meeting of the eighth session of the Supervisory Committee was held on 24 April 2023. The "Proposal in relation to adjust relevant matters of the 2018 A Share Incentive Scheme", the "Proposal on the Achievement of Conditions for the 2018 A Share Incentive Scheme" and the "Proposal in relation to the amendments to the Rules of Procedure for Supervisory Committee of the Company" were considered and approved at the meeting.
- (3) The 20th meeting of the eighth session of the Supervisory Committee was held on 28 April 2023. The "First Quarterly Report for the year 2023 of the Company" was considered and approved at the meeting.

- (4) The 1st meeting of the ninth session of the Supervisory Committee was held on 30 June 2023. The “Proposal for the election of the chairman of the ninth session of the Supervisory Committee of the Company”, the “Proposal for the appointment of the secretary to the ninth session of the Supervisory Committee of the Company” and the “Proposal in relation to the profit distribution policy of the Company for 2023-2025” were considered and approved at the meeting.
- (5) The 2nd meeting of the ninth session of the Supervisory Committee was held on 25 August 2023. The “2023 Interim Report of the Company” and the “Summary of 2023 Interim Report” and the “Proposal in relation to adjust the Company’s 2021 Restricted A Share Incentive Scheme” were considered and approved at the meeting.
- (6) The 3rd meeting of the ninth session of the Supervisory Committee was held on 27 October 2023. The “Third Quarterly Report for the year 2023 of the Company” was considered and approved at the meeting.

The Supervisory Committee of the Company had no disagreement on the matters under supervision during the year of 2023.

5. Miscellaneous

- (1) The AGM is expected to last a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.
- (2) All voting at the AGM 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: 86-537-5382319
Fax: 86-537-5383311