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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**

**THE RESOLUTIONS PASSED AT THE 2023 ANNUAL  
GENERAL MEETING;  
DISTRIBUTION OF FINAL CASH DIVIDEND, SPECIAL  
CASH DIVIDEND AND BONUS SHARES; AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The AGM was held on 21 June 2024. All the resolutions set out in the Notice of AGM were duly passed.

The Company will distribute a final cash dividend of RMB1.30 (tax inclusive) per Share and a special cash dividend of RMB0.19 (tax inclusive) per Share for the year 2023 to Shareholders, and allot three (3) Bonus Shares for every ten (10) Shares to the Shareholders based on the number of Shares on the dividend distribution record date.

At the 2022 annual general meeting held on 30 June 2023, a special resolution was passed in relation to the granting of a general mandate to the Board to issue additional H Shares. Such special resolution authorised the Board to make appropriate 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. The Board has further authorised the chief financial officer of the Company, Mr. Zhao Zhiguo, to deal with the Placing, pursuant to which Mr. Zhao Zhiguo has decided on 21 June 2024 to amend the Articles of Association to reflect the increase in registered capital of the Company and the new share capital structure of the Company as a result of the Placing.

The annual general meeting of Yankuang Energy Group Company Limited\* (the “**Company**”) for the year 2023 (the “**AGM**”) was convened at the headquarters of the Company at 949 South Fushan Road, Zoucheng City, Shandong Province, the People’s Republic of China (“**PRC**”) at 9:00 a.m. on Friday, 21 June 2024. All the resolutions set out in the notice of AGM

dated 22 May 2024 (“**Notice of AGM**”) were duly passed at the AGM. The convening of the AGM was in compliance with relevant laws, administrative regulations, departmental rules, normative documents, such as the Company Law of the PRC, and the requirements under the articles of association of the Company (the “**Articles of Association**”). The procedures and results of voting at the AGM were valid and effective.

## I. CONVENING AND ATTENDANCE OF THE AGM

1. Date of convening of the AGM: 21 June 2024
2. Venue of the convening of the AGM: Headquarters of the Company at 949 South Fushan Road, Zoucheng City, Shandong Province, PRC
3. Shareholders of the Company (“**Shareholders**”) holding ordinary shares (the “**Shares**”) who attended the AGM and their shareholdings

1. Number of Shareholders/proxies attending the AGM	120
Including: number of Shareholders/proxies of A Shares	113
number of Shareholders/proxies of H Shares	7
2. Number of Shares carrying voting rights held by the Shareholders attending the AGM	4,277,867,945
Including: number of Shares carrying voting rights held by holders of A Shares	3,430,938,418
number of Shares carrying voting rights held by holders of H Shares	846,929,527
3. Percentage of Shares carrying voting rights held by the Shareholders attending the AGM among the total Shares carrying voting rights (%)	55.391490%
Including: percentage of A Shares carrying voting rights held by holders of A Shares among the total number of Shares carrying voting rights of the Company (%)	44.425119%
percentage of H Shares carrying voting rights held by holders of H Shares among the total number of Shares carrying voting rights of the Company (%)	10.966371%

4. Compliance of the voting method with the Company Law of the PRC and the requirements under the Articles of Association, chairman of the meeting, etc.

The AGM was convened by the board (the “**Board**”) of directors of the Company (the “**Directors**”). The AGM was chaired by Mr. Li Wei, chairman of the Board. The voting method of the AGM was onsite voting combined with online voting. The convening of the AGM was in compliance with the Company Law of the PRC and the requirements under the Articles of Association.

### 5. Attendance

- 1) The Company has 11 Directors and 7 Directors attended the AGM. Mr. Liu Jian, the

Director, and Mr. Peng Suping, Mr. Woo Kar Tung, Raymond and Ms. Zhu Rui, the independent non-executive Directors, did not attend the AGM due to work commitment;

- 2) The Company has 3 supervisors and 2 supervisors attended the AGM. Mr. Li Shipeng, the supervisor of the Company, did not attend the AGM due to work commitment; and
- 3) Mr. Li Hongguo (deputy general manager of the Company), Mr. Gao Chunlei (chief engineer (chemical)), Mr. Zhang Lei (chief investment officer) and Mr. Huang Xiaolong (the secretary to the Board) attended the AGM.

## II. RESOLUTIONS CONSIDERED AND PASSED

All resolutions set out in the Notice of AGM were considered and voted on by way of poll at the AGM. The 2023 working report of the independent Directors was also debriefed in the AGM and such report did not require voting.

Resolutions No. 1 to No. 6 were ordinary resolutions and all the ordinary resolutions have been approved by more than half of the Shares carrying voting rights held by the Shareholders and proxies who attended the AGM. Resolutions No. 7 to No. 13 were special resolutions and all the special resolutions have been approved by more than two-thirds of the Shares carrying voting rights held by the Shareholders and proxies who attended the AGM.

The number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM was 7,722,969,540. To the best knowledge and belief of the Directors, there were no Shares entitling the Shareholder to attend and abstain from voting in favour of any resolution pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) at the AGM, and no Shareholder was required under the Listing Rules to abstain from voting at the AGM. There were no Shareholders who had stated in the circular of the Company dated 22 May 2024 their intention to vote against the relevant resolutions or to abstain from voting at the AGM.

Details of the resolutions were set out in the announcement of resolutions passed at the third meeting of the ninth session of the Board dated 27 October 2023; the announcements of resolutions passed at the sixth meeting of the ninth session of the Board, the fifth meeting of the ninth session of the supervisory committee of the Company, announcement of profit distribution plan for the year 2023, announcement of change of the accounting firms and announcement of the provision of financing guarantees to the Subsidiaries and the granting of authorization to Yancoal Australia and its subsidiaries to provide guarantees for the daily operation of the subsidiaries of the Company in Australia dated 28 March 2024; announcement of resolutions passed at the seventh meeting of the ninth session of the Board and announcement of the proposed amendments to the Articles of Association dated 26 April 2024; the circular of the Company dated 22 May 2024 and the materials of the Shareholders’ general meeting disclosed on 13 June 2024, which were published on the websites of the Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Company and/or *China Securities Journal*, *Shanghai Securities News*, *Securities Times* and *Securities Daily*.

### 1. Resolutions with non-cumulative voting

- 1) Resolution: To consider and approve the working report of the Board for the year ended 31 December 2023

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,430,365,380	99.983298	441,488	0.012868	131,550	0.003834
H Share	790,888,269	93.383008	52,534,328	6.202916	3,506,930	0.414076
Total of Ordinary Shares	4,221,253,649	98.676577	52,975,816	1.238369	3,638,480	0.085054

- 2) Resolution: To consider and approve the working report of the Supervisory Committee for the year ended 31 December 2023

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,430,382,380	99.983793	422,488	0.012314	133,550	0.003893
H Share	837,172,065	98.847902	6,250,532	0.738022	3,506,930	0.414076
Total of Ordinary Shares	4,267,554,445	99.758910	6,673,020	0.155990	3,640,480	0.085100

- 3) Resolution: To consider and approve the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2023

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,430,387,330	99.983938	429,238	0.012510	121,850	0.003552
H Share	837,172,065	98.847902	6,250,532	0.738022	3,506,930	0.414076
Total of	4,267,55	99.759026	6,679,7	0.156147	3,628,78	0.084827

Ordinary Shares	9,395		70		0	
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- 4) Resolution: To consider and approve the remuneration of the Directors and Supervisors for the year ending 31 December 2024

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,430,587,549	99.989773	245,069	0.007143	105,800	0.003084
H Share	840,215,771	99.207283	3,213,756	0.379459	3,500,000	0.413258
Total of Ordinary Shares	4,270,803,320	99.834856	3,458,825	0.080854	3,605,800	0.084290

- 5) Resolution: To consider and approve the renewal of the liability insurance of the Directors, Supervisors and senior officers of the Company

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,430,565,368	99.989127	240,200	0.007001	132,850	0.003872
H Share	843,194,597	99.559003	228,000	0.026921	3,506,930	0.414076
Total of Ordinary Shares	4,273,759,965	99.903971	468,200	0.010945	3,639,780	0.085084

- 6) Resolution: To consider and approve the appointment and remuneration of external auditing firm for the year 2024

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,430,596,418	99.990032	230,000	0.006704	112,000	0.003264

H Share	843,429,527	99.586742	0	0.000000	3,500,000	0.413258
Total of Ordinary Shares	4,274,025,945	99.910189	230,000	0.005376	3,612,000	0.084435

- 7) Resolution: 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,423,608,752	99.786366	7,238,766	0.210985	90,900	0.002649
H Share	727,837,209	85.938344	115,592,318	13.648398	3,500,000	0.413258
Total of Ordinary Shares	4,151,445,961	97.044743	122,831,084	2.871316	3,590,900	0.083941

*Note:* The Company completed the placing of 285,000,000 new H Shares under general mandate (“**Placing**”) on 12 June 2024 (please refer to the announcements of the Company dated 4 June 2024 and 12 June 2024 for details) and such placing Shares are also entitled to profit distribution rights. Based on the total share capital of the Company after completion of the Placing, total cash dividends of approximately RMB11,507,224,615 (tax inclusive) and total Bonus Shares of approximately 2,316,890,862 Shares will be distributed.

- 8) Resolution: 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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,401,722,372	99.148453	29,103,746	0.848274	112,300	0.003273
H Share	576,209,729	68.035145	267,219,798	31.551597	3,500,000	0.413258

Total of Ordinary Shares	3,977,932,101	92.988661	296,323,544	6.926897	3,612,300	0.084442
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- 9) Resolution: To consider and approve the proposal to authorize the Company to carry out domestic and overseas financing businesses

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,428,819,283	99.938235	2,100,235	0.061214	18,900	0.000551
H Share	829,999,488	98.001010	13,430,039	1.585732	3,500,000	0.413258
Total of Ordinary Shares	4,258,818,771	99.554704	15,530,274	0.363038	3,518,900	0.082258

- 10) Resolution: To consider and approve the amendments to the Articles of Association of Yankuang Energy Group Company Limited\* and the Relevant Rules of Procedure

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,415,874,707	99.560945	14,873,811	0.433520	189,900	0.005535
H Share	622,586,926	73.511066	219,390,601	25.904234	4,952,000	0.584700
Total of Ordinary Shares	4,038,461,633	94.403607	234,264,412	5.476195	5,141,900	0.120198

- 11) To consider and approve the proposal in relation to the Plan of Storage Issuance of Corporate Bonds and Related Authorizations:

- (11.01) Resolution: To consider and approve the size and method of the issuance

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of	Percentage (%)	Number of	Percentage (%)	Number of	Percentage (%)

	Shares		Shares		Shares	
A Share	3,429,072,650	99.945619	1,838,368	0.053582	27,400	0.000799
H Share	829,999,488	98.001010	13,430,039	1.585732	3,500,000	0.413258
Total of Ordinary Shares	4,259,072,138	99.560627	15,268,407	0.356916	3,527,400	0.082457

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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,072,650	99.945619	1,838,368	0.053582	27,400	0.000799
H Share	829,999,488	98.001010	13,430,039	1.585732	3,500,000	0.413258
Total of Ordinary Shares	4,259,072,138	99.560627	15,268,407	0.356916	3,527,400	0.082457

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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,072,650	99.945619	1,838,368	0.053582	27,400	0.000799
H Share	829,999,488	98.001010	13,430,039	1.585732	3,500,000	0.413258
Total of Ordinary Shares	4,259,072,138	99.560627	15,268,407	0.356916	3,527,400	0.082457

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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of	Percentage (%)	Number of	Percentage (%)	Number of	Percentage (%)



	Shares		Shares		Shares	
A Share	3,429,07 2,650	99.945619	1,838,3 68	0.053582	27,400	0.000799
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,138	99.560627	15,268, 407	0.356916	3,527,40 0	0.082457

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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,07 2,650	99.945619	1,838,3 68	0.053582	27,400	0.000799
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,138	99.560627	15,268, 407	0.356916	3,527,40 0	0.082457

(11.06) Resolution: To consider and approve the form of the bonds

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,07 2,650	99.945619	1,838,3 68	0.053582	27,400	0.000799
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,138	99.560627	15,268, 407	0.356916	3,527,40 0	0.082457

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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number	Percentage	Number	Percentage	Number	Percentage

	of Shares	(%)	of Shares	(%)	of Shares	(%)
A Share	3,429,07 2,950	99.945628	1,838,3 68	0.053582	27,100	0.000790
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,438	99.560634	15,268, 407	0.356916	3,527,10 0	0.082450

(11.08) Resolution: To consider and approve the guarantee

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,07 2,650	99.945619	1,838,3 68	0.053582	27,400	0.000799
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,138	99.560627	15,268, 407	0.356916	3,527,40 0	0.082457

(11.09) Resolution: To consider and approve the underwriting

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,07 2,950	99.945628	1,838,3 68	0.053582	27,100	0.000790
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,438	99.560634	15,268, 407	0.356916	3,527,10 0	0.082450

(11.10) Resolution: To consider and approve the target of the Issuance

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number	Percentage	Number	Percentage	Number	Percentage

	of Shares	(%)	of Shares	(%)	of Shares	(%)
A Share	3,429,07 2,950	99.945628	1,838,3 68	0.053582	27,100	0.000790
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,438	99.560634	15,268, 407	0.356916	3,527,10 0	0.082450

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

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,07 2,650	99.945619	1,839,8 68	0.053626	25,900	0.000755
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,138	99.560627	15,269, 907	0.356951	3,525,90 0	0.082422

(11.12) Resolution: To consider and approve the listing arrangement

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,429,07 2,950	99.945628	1,838,3 68	0.053582	27,100	0.000790
H Share	829,999, 488	98.001010	13,430, 039	1.585732	3,500,00 0	0.413258
Total of Ordinary Shares	4,259,07 2,438	99.560634	15,268, 407	0.356916	3,527,10 0	0.082450

(11.13) Resolution: To consider and approve the authorization

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number	Percentage	Number	Percentage	Number	Percentage

	of Shares	(%)	of Shares	(%)	of Shares	(%)
A Share	3,429,072,950	99.945628	1,838,368	0.053582	27,100	0.000790
H Share	829,999,488	98.001010	13,430,039	1.585732	3,500,000	0.413258
Total of Ordinary Shares	4,259,072,438	99.560634	15,268,407	0.356916	3,527,100	0.082450

- 12) Resolution: To consider and approve the proposal regarding the general mandate authorizing the Board to issue additional Shares

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,396,471,785	98.995417	34,448,933	1.004067	17,700	0.000516
H Share	639,726,670	75.534817	203,574,857	24.036812	3,628,000	0.428371
Total of Ordinary Shares	4,036,198,455	94.350702	238,023,790	5.564076	3,645,700	0.085222

- 13) Resolution: To consider and approve the proposal regarding the general mandate authorizing the Board to repurchase H Shares

Results: Passed

Voting Results:

Class of Shareholders	For		Against		Abstain	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
A Share	3,430,661,018	99.991915	230,000	0.006703	47,400	0.001382
H Share	843,069,527	99.544236	228,000	0.026921	3,632,000	0.428843
Total of Ordinary Shares	4,273,730,545	99.903284	458,000	0.010706	3,679,400	0.086010

## 2. Voting results by holders of A Shares holding less than 5% on material matters

According to the relevant regulatory requirements in the PRC, individual disclosure of voting results of the holders of A Shares holding less than 5% of the total share capital is required for

resolutions No. 4, 6, 7 and 8:

No.	Resolution	For		Against		Abstain	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
4	To consider and approve the remuneration of the Directors and Supervisors for the year ending 31 December 2024	215,316,617	99.837310	245,069	0.113633	105,800	0.049057
6	To consider and approve the appointment and remuneration of external auditing firm for the year 2024	215,325,486	99.841423	230,000	0.106645	112,000	0.051932
7	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	208,337,820	96.601404	7,238,766	3.356448	90,900	0.042148

8	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	186,451,440	86.453199	29,103,746	13.494730	112,300	0.052071
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### III. PRESENCE OF SCRUTINEERS AND LAWYERS

#### 1. Scrutineers

Pursuant to the Listing Rules, Hong Kong Registrars Limited was appointed as the scrutineers for the purpose of inspecting the vote-taking at the AGM on site.

#### 2. Law firm which witnessed the AGM: Beijing office of King & Wood Mallesons

Attorneys: Tang Lizi and Sun Yong.

#### 3. Legal opinion of the witnessing lawyers

The convening of the AGM was in compliance with the relevant laws, regulations and rules of the PRC, such as the Company Law of the PRC, the Securities Law of the PRC, the Rules for Shareholders Meetings and the requirements under the Articles of Association. The eligibilities of the attendees and the convener of the AGM were valid and effective. The procedures and results of voting at the AGM were valid and effective.

### IV. DISTRIBUTION OF FINAL CASH DIVIDEND, SPECIAL CASH DIVIDEND AND BONUS SHARES

#### 1. Target for distribution

Pursuant to resolution No. 7 of the AGM and as approved at the AGM, the Board will distribute a final cash dividend for the year 2023 and a special cash dividend, and allot Bonus Shares to:

- 1) holders of the Company's A Shares; and

- 2) holders of the Company's overseas-listed foreign invested Shares (in the form of H Shares) whose names appear on the H Share register of members of the Company at the close of business on Friday, 5 July 2024.

To determine the identity of the Shareholders entitled to receive the final cash dividend, the special cash dividend and Bonus H Shares, the Company's register of members of H Shares will be closed from Friday, 28 June 2024 to Friday, 5 July 2024 (both days inclusive), during which no transfer of H Shares will be registered. In order to be entitled to the final cash dividend, the special cash dividend and Bonus H Shares, 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 27 June 2024.

The Company will determine the country of residence of the individual H Shareholders based on the registered addresses as recorded in the Company's register of members of H Shares at the close of business on Friday, 5 July 2024 and will accordingly withhold and pay the individual income tax. If the actual residence of any individual H Shareholder differs from the registered address, such individual H Shareholder shall attend in person with relevant supporting documents to the H Share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before the close of business on Thursday, 27 June 2024 to prove his/her residence status. If the individual H Shareholders fail to provide the relevant supporting documents to the H Share registrar within the time period stated above, the Company will determine the country of residence of the individual H Shareholders based on the recorded registered addresses on the Company's register of members of H Shares at the close of business on Friday, 5 July 2024.

## **2. Details of distribution of dividend**

- 1) A final cash dividend of RMB1.30 per Share (tax inclusive) shall be distributed to the Shareholders entitled to such dividend.
- 2) A special cash dividend of RMB0.19 per Share (tax inclusive) shall be distributed to the Shareholders entitled to such dividend.
- 3) Three (3) Bonus Shares for every ten (10) Shares shall be allotted to the Shareholders entitled to such Bonus Shares. The expected date of commencement of dealings in the Bonus H Shares is on Wednesday, 31 July 2024.
- 4) Pursuant to the Articles of Association, cash dividend payable to the Shareholders shall be declared in Renminbi. Cash dividend payable to holders of the Company's A Shares shall be paid in Renminbi while cash dividend payable to holders of the Company's H Shares shall be paid in Hong Kong dollars (except to the individual or enterprise investors in the PRC investing in the H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect). The following formula shall apply to the H Share cash dividend payable in Hong Kong dollars:

$$\text{Hong Kong dollar for} = \frac{\text{(Cash dividend per Share in RMB)}}{\text{}} \text{}$$

dividend per Share  
(Renminbi to Hong Kong  
dollar)

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(Average closing exchange rates of RMB to Hong Kong dollar as announced by the People's Bank of China for the five working days prior to the announcement of payment of final cash dividend and special cash dividend)

For the purpose of calculating the Hong Kong dollar equivalent to the amount of cash dividend payable per H Share of the Company, the average closing exchange rates for Renminbi to Hong Kong dollar as announced by People's Bank of China for the five working days prior to the announcement of payment of final cash dividend and special cash dividend is RMB0.9112 = HK\$1.00. Accordingly, the amount of final cash dividends which will be payable to the holders of H Shares of the Company is HK\$1.4267 per H Share of the Company (tax inclusive) and the amount of special cash dividends is HK\$0.2085 per H Share of the Company (tax inclusive).

- 5) The Company will appoint Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay the Receiving Agent the final cash dividend and special cash dividend declared in respect of the Company's H Shares (except for investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), which will be held on trust pending payment to the holders of such Shares. Such final cash dividend and special cash dividend will be paid by the Receiving Agent on or before Tuesday, 30 July 2024 and will be dispatched by Hong Kong Registrars Limited to the holders of H Shares who are entitled to receive the same by ordinary post at the risk of the holders of H Shares.
- 6) Details regarding the distribution of dividend to holders of the Company's A Shares will be announced separately in the PRC.

### **3. Matters in relation to withholding and payment of income tax**

The profit distribution involves Bonus Issue, and in accordance with the relevant provisions of the “Notice of the State Administration of Taxation on the Publication of the Provisions on Certain Issues Concerning the Levy of Individual Income Tax” (國家稅務總局關於印發<徵收個人所得稅若干問題的規定>的通知) (Guo Shui Fa (1994) No. 089), each Bonus Share was treated as taxable income at the par value of RMB1. Tax rate will be withheld with reference to the dividend and bonus (including cash dividends and Bonus Shares, the same below) tax policy described below.

#### **1) For investors of H Shares (except for investors of Southbound Trading)**

- i) Withholding and payment of enterprise income tax for non-resident enterprise shareholders

According to the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008 and other relevant rules and regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% before distributing the final cash dividend, special cash dividend and Bonus Shares to



non-resident enterprise shareholders as appearing on the H share register of members of the Company. Any shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

ii) Withholding and payment of individual income tax for individual foreign shareholders

The Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final cash dividend, special cash dividend and Bonus Shares.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final cash dividend, special cash dividend and Bonus Shares. If the applicable tax rate of the country (region) of domicile of individual holders as appeared on the Company's register of members of H Shares is less than 10% under tax treaty, such individual holders shall submit to the H Share Registrar at or before 4:30 p.m. on Thursday, 27 June 2024 a written authorization and relevant application documents. The Company will forward such application documents to the applicable tax authorities for approval. After receiving such approval, the Company will, for and on behalf of such individual holders, effect the preferential treatments in accordance with the relevant tax treaty and pursuant to the relevant regulations promulgated by the PRC tax authorities.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of the final cash dividend, special cash dividend and Bonus Shares.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of the final cash dividend, special cash dividend and Bonus Shares.

## 2) For investors of Southbound Trading

For investors of Southbound Trading, the Company has entered into "The Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading" (港股通 H 股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository

and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H shares of Southbound Trading will be paid in Renminbi. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui (2014) No. 81) and the “Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect” (關於深港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui (2016) No. 127) jointly issued by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission, for dividends to be paid to the individual investors in the PRC from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends to be paid to securities investment funds in the PRC from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Company will not withhold and pay the income tax of dividends for enterprise investors in the PRC and those domestic enterprise investors shall report and pay the relevant tax themselves.

### **3) For investors of Northbound Trading**

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and Bonus Issue for the investors of Northbound Trading will be the same as those for the holders of A Shares.

The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the withholding and payment of tax.

Shareholders’ attention should be drawn to the contents of this announcement. The Company recommends individual H Shareholders, who have any questions on the above, to consult their taxation advisors for advice on the PRC, Hong Kong and other tax implications with

respect to their holding and disposing of the H Shares.

## V. DOCUMENTS FOR INSPECTION

1. Resolutions of the AGM, signed and confirmed (and stamped with the chop of the Board) by the Directors and meeting recorder(s) attending the meeting; and
2. Legal opinions in respect of the AGM issued by the witnessing lawyers, signed by the responsible lawyer and stamped with firm chop.

## VI. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcements of the Company dated 4 June 2024 and 12 June 2024 in relation to the placing of the new H Shares under general mandate and its completion. Upon completion of the Placing, the total number of issued Shares of the Company has been increased from 7,437,969,540 Shares to 7,722,969,540 Shares and the total number of issued H Shares has been increased from 2,850,000,000 H Shares to 3,135,000,000 H Shares.

At the 2022 annual general meeting held on 30 June 2023, a special resolution was passed in relation to the granting of a general mandate to the Board to issue additional H Shares. Such special resolution authorised the Board to make appropriate 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. The Board has further authorised the chief financial officer of the Company, Mr. Zhao Zhiguo, to deal with the Placing, pursuant to which Mr. Zhao Zhiguo has decided on 21 June 2024 to amend the Articles of Association to reflect the increase in registered capital of the Company and the new share capital structure of the Company as a result of the Placing. Details of the amendments to the Articles of Association are set out as follow:

Original Articles	Amended Articles
CHAPTER 1 GENERAL PROVISIONS	
<p><b>Article 4</b> The Company's address: 949 South Fushan Road, Zoucheng, Shandong Province, China, with registered capital of RMB7,442,040,720.</p> <p>Telephone number: 0537-5383310</p> <p>Facsimile number: 0537-5383311</p> <p>Postal code: 273500</p>	<p><b>Article 4</b> The Company's address: 949 South Fushan Road, Zoucheng, Shandong Province, China, with registered capital of RMB7,722,969,540.</p> <p>Telephone number: 0537-5383310</p> <p>Facsimile number: 0537-5383311</p> <p>Postal code: 273500</p>
CHAPTER 3 SHARES	
<p><b>Article 16</b> Subject to the approval of the companies approving department authorised by the State Council, the Company has issued a total of</p>	<p><b>Article 16</b> Subject to the approval of the companies approving department authorised by the State Council, the Company has issued a total of</p>

<p><u>7,442,040,720</u> ordinary shares, of which 1,670,000,000 ordinary shares were issued to the promoters at the time of establishment.</p>	<p><u>7,722,969,540</u> ordinary shares, of which 1,670,000,000 ordinary shares were issued to the promoters at the time of establishment.</p>
<p><b>Article 17</b> The share capital structure of the Company is as follows: <u>7,442,040,720</u> ordinary shares, of which (a) <u>4,592,040,720</u> shares, which represent <u>61.70%</u> of the Company's share capital, are held by A Shares shareholders; (b) <u>2,850,000,000</u> shares, which represent <u>38.30%</u> of the Company's share capital, are held by the H Shares shareholders.</p>	<p><b>Article 17</b> The share capital structure of the Company is as follows: <u>7,722,969,540</u> ordinary shares, of which (a) <u>4,587,969,540</u> shares, which represent <u>59.41%</u> of the Company's share capital, are held by A Shares shareholders; (b) <u>3,135,000,000</u> shares, which represent <u>40.59%</u> of the Company's share capital, are held by the H Shares shareholders</p>

*Note:*

- ① The above amendments to the Articles of Association shall become effective on the date of this announcement.
- ② Details of changes in registered capital and number of Shares of the Company are set out as follows:
  - (i) Pursuant to the 2021 A Share restricted share incentive plan, the Company repurchased and cancelled 4,071,180 A restricted Shares granted to some incentive participants but not yet released, resulting in a reduction of the registered capital (and number of Shares) of A Shares by RMB4,071,180 (and 4,071,180 Shares). Such changes in registered capital and number of Shares were approved by the Shareholders at the AGM and became effective at the same time. Such changes in registered capital and number of Shares have been reflected in the above amendments to the Articles of Association;
  - (ii) As the changes in the registered capital and number of Shares of the Company arising from the issue of 2023 Bonus Shares by the Company have been approved by the Shareholders at the AGM but will not become effective until the issue of 2023 Bonus Shares by the Company, such changes in the registered capital and number of Shares have not been reflected in the above amendments to the Articles of Association; and
  - (iii) Upon the issue of the 2023 Bonus Shares, the registered capital of the Company will be further amended from "RMB7,722,969,540" to "RMB10,039,860,402", and the total number of issued ordinary Shares of the Company will be further amended from "7,722,969,540 ordinary shares" to "10,039,860,402 ordinary shares", of which the number of A Shares will be further amended from "4,587,969,540 shares" to "5,964,360,402 shares" and the number of H Shares will be further amended from "3,135,000,000 shares" to "4,075,500,000 shares".

The amendments to the Articles of Association is finally subject to the change of registration

by the municipal registration authority of Jining City, Shandong Province, and the other terms of the Articles of Association remain unchanged except the amendments above.

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

Zoucheng, Shandong Province, the PRC  
21 June 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*