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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)**

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

The second meeting of the ninth session of the board of directors (the “Board”) of Yankuang Energy Group Company Limited\* (the “**Company**”) considered and approved the Resolution in Relation to the Amendment to the Articles of Association (the “**Proposed Amendment**”). The Board agreed to submit the same to the general meeting of the Company for discussion and consideration.

As the share capital structure and registered capital of the Company changed, CSRC newly issued Measures for the Administration of Listing Companies Independent Directors(《上市公司獨立董事管理辦法》), and further improve the relevant expression of “Adoption of Party Building into Articles of Association”, the Board proposed to amend the relevant terms of the Articles of Association. Details on the Proposed Amendment is set out as follow:

<b>Original</b>	<b>Amendments</b>
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
<b>Article 4</b> The Company's address: 949 South Fushan Road, Zoucheng,	<b>Article 4</b> The Company's address: 949 South Fushan Road, Zoucheng,

<p>Shandong Province, China, with registered capital of RMB<u>4,948,703,640</u>.</p> <p>Telephone number: 0537-5383310</p> <p>Facsimile number: 0537-5383311</p> <p>Postal code: 273500</p>	<p>Shandong Province, China, with registered capital of RMB<u>7,442,040,720</u>.</p> <p>Telephone number: 0537-5383310</p> <p>Facsimile number: 0537-5383311</p> <p>Postal code: 273500</p>
CHAPTER 3 SHARES	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 <u>4,948,703,640</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 16</b> Subject to the approval of the companies approving department authorised by the State Council, the Company has issued a total of <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><b>Article 17</b> The share capital structure of the Company is as follows: <u>4,948,703,640</u> ordinary shares, of which (a) <u>3,048,703,640</u> shares, which represent <u>61.61%</u> of the Company's share capital, are held by A Shares shareholders; (b) <u>1,900,000,000</u> shares, which represent <u>38.39%</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>7,442,040,720</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>
CHAPTER 7 BOARD OF DIRECTORS	CHAPTER 7 BOARD OF DIRECTORS
<p><b>Article 106</b> Independent Directors are directors who do not hold any positions in the Company other than as director and do not maintain with the Company and its substantial shareholders a connection which may <del>hamper</del> their independent and objective judgments.</p>	<p><b>Article 106</b> Independent Directors are directors who do not hold any positions in the Company other than as director and do not <u>have a direct or indirect interest in the Company, its substantial shareholders and de facto controllers</u> or any other relationship which may <u>affect</u> their independent and objective judgments.</p>
<p><b>Article 110</b> The term of office of the</p>	<p><b>Article 110</b> The term of office of the</p>

<p>independent directors is the same with that of the other directors of the Company. The term is renewable upon re-election after expiry, but shall not be more than six (6) years.</p> <p><del>Any independent director shall not be removed before the expiry of his term of office without appropriate reason. Any removal before the expiry of term shall be disclosed by the Company as a special disclosable matter.</del></p>	<p>independent directors is the same with that of the other directors of the Company. The term is renewable upon re-election after expiry, but shall not be more than six (6) years.</p> <p><u>The Company may terminate an independent director duty in accordance with legal procedures</u> before the expiry of his term of office.</p>
<p><b>Article 113</b> Independent directors shall attend the meetings of the board of directors on time, understand the production business and operation of the Company, and initiate investigation to gain information required for making decision.</p> <p>Independent directors shall submit an annual working report for at the annual general meeting of the Company providing explanation in respect of the performance of their duties.</p>	<p><b>Article 113</b> Independent directors shall attend the meetings of the board of directors on time, understand the production business and operation of the Company, and initiate investigation to gain information required for making decision.</p> <p>Independent directors shall submit an annual working report for at the annual general meeting of the Company providing explanation in respect of the performance of their duties.</p>
<p><b>Article 115</b> If an independent director fails to attend <del>three</del> consecutive board meeting in person, <del>the board of directors shall recommend his removal to a shareholders' general meeting.</del></p>	<p><b>Article 115</b> If an independent director fails to attend <u>two</u> consecutive board meeting in person <u>or appoint another independent director to attend on his behalf</u>, the board of directors shall, within <u>thirty days from the date of occurrence of such fact, propose to convene a shareholders' general meeting to terminate his duties as an independent director.</u></p>
<p><b>Article 117</b> An independent director may tender his resignation before the</p>	<p><b>Article 117</b> An independent director may tender his resignation before the</p>

<p>expiry of his term of office. He should deliver a written resignation letter to the board of directors, which explains any circumstances that are relevant to his resignation or that he considered necessary for the shareholders and creditors to pay attention.</p> <p>If an independent director's resignation results in the number of independent directors or member of the board of directors falling below the legally prescribed minimum or the minimum under these Articles of Association, before the appointment of a new independent director, the independent director shall perform his duties according to the laws, administrative regulations and requirements under this Article of Association. <del>The board of directors shall convene a shareholders' general meeting within two months to elect a replacement. If not within two months, the independent director may not continue to perform his duties.</del></p>	<p>expiry of his term of office. He should deliver a written resignation letter to the board of directors, which explains any circumstances that are relevant to his resignation or that he considered necessary for the shareholders and creditors to pay attention.</p> <p>If an independent director's resignation results in the number of independent directors or member of the board of directors falling below the legally prescribed minimum or the minimum under these Articles of Association, <u>or which results in the proportion of independent directors on the board of directors or its specialized committees not complying with the statutory or these by-laws requirements, or where there is a shortage of accounting professionals among the independent directors,</u> before the appointment of a new independent director, the independent director shall perform his duties according to the laws, administrative regulations and requirements under this Article of Association. <u>The Company shall complete the by-election within sixty days from the date on which the independent director tenders his resignation.</u></p>
<p>CHAPTER 16 PARTY ORGANIZATION AND TRADE UNIONS</p>	<p>CHAPTER 16 PARTY ORGANIZATION</p>
<p><b>Article 194</b> In accordance with the "Constitution of the Communist Party of China" and relevant regulations, the</p>	<p><b>Article 194</b> In accordance with the "Constitution of the Communist Party of China" and relevant regulations, the</p>

Company shall establish the Party Committee of Yankuang Energy Group Company Limited of the Communist Party of China(hereinafter referred to as the “Party Committee of the Company”) and the Discipline Inspection Committee of Yankuang Energy Group Company Limited of the Communist Party of China (hereinafter referred to as the “Discipline Committee of the Company”), and shall establish working organs of the Party as well as allocate and maintain staff members to handle Party affairs. Candidates of the secretary, deputy secretary and members of the Party Committee of the Company, and secretary of the Discipline Committee of the Company shall be examined and approved according to the personnel management authority.

~~Pursuant to the relevant regulations, the Party Committee of the Company shall gradually establish the grass-root organizations of the Party by combining the actual situation of the Company and carry out the activities of the Party. The Party Committee of the Company shall hold regular re-elections in accordance with the “Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China”.~~

~~**Article 195** The Party organization of the Company shall play a core role in leadership and politics, and shall carry out~~

Company shall establish the Party Committee of Yankuang Energy Group Company Limited of the Communist Party of China(hereinafter referred to as the “Party Committee of the Company”) and the Discipline Inspection Committee of Yankuang Energy Group Company Limited of the Communist Party of China (hereinafter referred to as the “Discipline Committee of the Company”), and shall establish working organs of the Party as well as allocate and maintain staff members to handle Party affairs. Candidates of the secretary, deputy secretary and members of the Party Committee of the Company, and secretary of the Discipline Committee of the Company shall be examined and approved according to the personnel management authority.

**Article 195** Pursuant to the relevant regulations, the Party Committee of the Company shall establishes level by level primary Party Committees, general Party branch Committees and Party branch Committees in accordance with relevant regulations, establishes and improves primary Party organizations and deploys Party affairs personnel. The Company shall provide conditions which are prerequisite for the activities of the Party organisation of the Company, secure the working expenses of Party organizations. The Party organization of the Company conducts

~~the works by holding the general direction, controlling the general situation and ensuring implementation. The Company shall establish a decision-making mechanism for the Party Committee of the Company, and clearly define the boundaries of the responsibilities of the Party Committee of the Company, and the scope and procedures for decision-making and participation by the Party Committee of the Company in relation to decisions of material matters. The Party Committee of the Company, when making decisions, shall adhere to the principles of collective leadership, democratic centralism, individual deliberation and resolution by meetings. Material matters shall be fully consulted and shall be decided scientifically, democratically and in accordance with the law.~~

~~**Article 196** The institutional structure, division of responsibilities, allocation of staff members, working tasks and financial support of the Party Committee of the Company shall be incorporated into the management system in order to provide the necessary conditions to facilitate the activities of the Party organization.~~

~~**Article 197** The Company's employees may form trade unions, carry on trade union activities and protect their legal rights. The Company shall provide the necessary conditions for such~~

general elections on a regular basis in accordance with the Regulations on the Election of Primary Organizations of the Communist Party of China.

**Article 196** The Party Committee of the Company shall play a leading role, set the right direction, keep in mind the big picture, promote the implementation, discuss and decide on major issues of the Company in accordance with the regulations. Material matters relating to operation management shall be first deliberated and discussed by the Party Committee before they are submitted to the board of directors or the management of the Company for determination. The primary responsibilities of Party Committee are:

(1) to enhance the political construction of the Company's Party, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;

(2) to thoroughly study and implement Xi Jinping's Socialism Ideology with Chinese characteristics in the new era, learn and propagate the Party's theory,

activities.

~~Article 198~~ The Company shall implement democratic management in accordance with the provisions of the laws and administrative regulations by hold employee representative meetings and in other ways.

~~Article 199~~ When the Company studies material matters in relation to merger, division, change in systems, dissolution, insolvency application and matters in relation to the personal interests of employees such as employees' remuneration, benefits, production safety, labour protection and labour insurance, the Company shall listen to the opinions and recommendations from the trade unions and employees of the Company, and carry out the necessary democratic procedures in accordance with the relevant regulations.

thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organisation at a higher level in the Company; promote the Company to take up its responsibilities and missions, focus on its main responsibilities and businesses, serve the national and provincial major strategies, and fully fulfill its economic, political and social responsibilities;

(3) to investigate and discuss the significant operation and management matters of the Company and support the shareholders' general meeting, the board of directors, the Supervisory Committee and the management to exercise their rights and perform their duties in accordance with the laws;

(4) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;

(5) to undertake the main responsibility of the Company to govern the Party comprehensively with strict discipline, lead and support the discipline inspection and supervision agency to fulfill its supervisory responsibility, to strict political discipline and political rules, and to promote the overall and strict

governance of the Party to the grassroots extension;

(6) to strengthen the building of working style of the Party in the Company, strictly implement the spirit of the eight-point code of conduct issued by the Party Central Committee and take a firm stand against undesirable work styles, such as formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;

(7) to strengthen the building of grassroots Party organizations and the Party member team, and unite and lead employees to actively devote themselves into the reform and development of the Company;

(8) to lead the ideological and political work, the spirit and civilisation construction and the united front work of the Company, as well as lead mass organizations such as the Labor Union, Communist Youth League and women's organisation of the Company.

**Article 197** The Company formulated a list of issues to be studied to further clarifies the power and duties of the Party Committee and other authority units such as the board of directors, the Supervisory Committee and the senior management.

The Party Committee strictly controls the decision-making proposals authorized by the board of directors to prevent irregular authorization and excessive



	<p><u>authorization. In general, the Party Committee does not conduct any prior study or discussion of the decision-making matters authorized by the board of directors to the Chairman and the management.</u></p> <p><u><b>Article 198</b> The Company shall adhere and improve the leadership mechanism of “Dual Entry and Cross Appointment”. Eligible members of the Party Committee may be appointed to join the board of directors and the management team through statutory procedures, and eligible Party members in the board of directors and the management may be appointed to join the Party Committee in accordance with the relevant regulations and procedures.</u></p> <p><u><b>Article 199</b> The Party Committee of the Company implements the system of combining collective leadership with individual division of responsibilities. Members of the leadership team of the Party Committee who are going to be the members of the board of directors, the Board of Supervisors and the senior management must implement the decisions of the Party Committee.</u></p>
	<p><u>CHAPTER 17 TRADE UNIONS</u></p>
	<p><u><b>Article 200</b> The Company's employees may form trade unions, carry on trade union activities and protect their legal rights. The Company shall provide the necessary conditions for such activities.</u></p>

	<p><u><b>Article 201</b> The Company shall implement democratic management in accordance with the provisions of the laws and administrative regulations by hold employee representative meetings and in other ways.</u></p> <p><u><b>Article 202</b> When the Company studies material matters in relation to merger, division, change in systems, dissolution, insolvency application and matters in relation to the personal interests of employees such as employees' remuneration, benefits, production safety, labour protection and labour insurance, the Company shall listen to the opinions and recommendations from the trade unions and employees of the Company, and carry out the necessary democratic procedures in accordance with the relevant regulations.</u></p>
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The Proposed Amendment 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 amendment above.

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

Zoucheng, Shandong Province, the PRC  
25 August 2023

*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*