THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

河南金源氫化化工股份有限公司

Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2502)

RENEWAL OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser
to the Independent Board Committee and Independent Shareholders

第一上海
FIRST SHANGHAI GROUP

FIRST SHANGHAI CAPITAL LIMITED

A notice of the EGM to be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Wednesday, 31 December 2025 at 10:00 a.m. is set out on pages 63 to 65 of this circular.

A letter from the Board is set out on pages 7 to 36 of this circular. A letter from the Independent Board Committee to the Independent Shareholders is set out on pages 37 to 38 of this circular. A letter from the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders, is set out on pages 39 to 57 of this circular.

Whether or not you intend to attend the EGM in person, you are requested to complete the form of proxy enclosed with this circular in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and, in any event, not less than 24 hours before the time scheduled for the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof), should you so wish, and, in any event, the form of proxy shall be deemed to be revoked.

* *For identification purposes only*

16 December 2025

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In this circular, the following terms or expressions shall have the meanings set out below unless the context requires otherwise:

"5% Threshold"	the thresholds referred to in Rule 14A.76(2)(a) of the Listing Rules
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"By-products"	has the meaning ascribed to it under the section headed "II. Non-exempt Continuing Connected Transactions – A. Sale of by-products to the Jinma Group" in the "Letter from the Board" contained in this circular
"Coke Granule Coal Gas"	coal gas produced from the Coke Granule Coal Gas Facilities
"Coke Granule Coal Gas Facilities"	the Group's facilities in the Jiyuan high-tech industrial chemical park for the production of Coke Granule Coal Gas from coke granules by heating small coke granules in an oxygen environment
"Coke Granule Coal Gas Raw Materials"	has the meaning ascribed to it under the section headed "II. Non-exempt Continuing Connected Transactions – D. Purchase of raw materials for the Coke Granule Coal Gas Facilities from the Jinma Group" in the "Letter from the Board" contained in this circular
"Company"	Henan Jinyuan Hydrogenated Chemicals Co., Ltd.* (河南金源氫化化工股份有限公司), a company established in the PRC with limited liability
"Concession Agreement"	the concession agreement entered into by Jiyuan Jinning Energy Co., Ltd.* (濟源市金寧能源實業有限公司, a 51% subsidiary of the Company) with the local government of Jiyuan city for a period of 10 years commencing from 16 April 2023 to 15 April 2033, pursuant to which the Group was granted the exclusive right to sell and transport coal gas to, among others, industrial enterprises in the vicinity of Huancheng Road (環城路) and the residents of Du Village (杜村) in Chengliu town (承留鎮), Jiyuan city
"connected person(s)"	has the meaning ascribed to it under the Listing Rules

"Directors"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened for the Independent Shareholders to consider and, if thought fit, approve the Non-exempt Continuing Connected Transactions
"Existing Framework Agreements"	collectively, (i) the Existing Sale of By-products Framework Agreement, (ii) the Existing Purchase of Crude Coking Coal Gas Framework Agreement, (iii) the Existing Purchase of Crude Benzene Framework Agreement, (iv) the Existing Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, (v) the Existing Miscellaneous Purchases Framework Agreement, and (vi) the Existing Yugang Coking Supply Framework Agreement, and each an "Existing Framework Agreement"
"Existing Miscellaneous Purchases Framework Agreement"	the agreement dated 6 December 2023 entered into between the Company and Jinma Energy in relation to the purchase of the Miscellaneous Materials by the Group from the Jinma Group
"Existing Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement"	the agreement dated 6 December 2023 entered into between the Company and Jinma Energy in relation to the purchase of Coke Granule Coal Gas Raw Materials by the Group from the Jinma Group
"Existing Purchase of Crude Benzene Framework Agreement"	the agreement dated 6 December 2023 entered into between the Company and Jinma Energy in relation to the purchase of crude benzene by the Group from the Jinma Group
"Existing Purchase of Crude Coking Coal Gas Framework Agreement"	the agreement dated 6 December 2023 entered into between the Company and Jinma Energy in relation to the purchase of crude coking coal gas by our Group from the Jinma Group
"Existing Sale of By-products Framework Agreement"	the agreement dated 6 December 2023 entered into between the Company and Jinma Energy in relation to the sale of By-products by the Group to the Jinma Group

"Existing Yugang Coking Supply Framework Agreement"	the agreement dated 6 December 2023 entered into between the Company and Yugang Coking in relation to the sale of products including coal gas and LNG by the Group to the Yugang Coking Group
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent board committee of the Company comprising of all the independent non-executive Directors, namely Ms. Wong Yan Ki Angel, Mr. Di Zhigang and Ms. Leung Sin Yeng Winnie
"Independent Financial Adviser"	First Shanghai Capital Limited, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the New Non-exempt Framework Agreements and the transactions contemplated thereunder in respect of the Non-exempt Continuing Connected Transactions
"Independent Shareholders"	Shareholders other than those who are required to abstain from voting at the EGM, pursuant to the Listing Rules, on each of the New Non-exempt Framework Agreements and the transactions contemplated thereunder in respect of the Non-exempt Continuing Connected Transactions
"Independent Third Party(ies)"	party(ies) independent and not connected with the Company and its connected persons
"Jinma Energy"	Henan Jinma Energy Company Limited (河南金馬能源股份有限公司), a company established in the PRC with limited liability
"Jinma Group"	Jinma Energy and its associates (excluding the Group)
"Latest Practicable Date"	12 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

"Listing Date"	20 December 2023, the date on which the H shares of the Company were first listed on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"LNG"	liquefied natural gas
"Miscellaneous Materials"	has the meaning ascribed to it under the section headed "II. Non-exempt Continuing Connected Transactions – E. Purchase of miscellaneous materials from the Jinma Group" in the "Letter from the Board" contained in this circular
"New Annual Cap(s)"	the new annual cap(s) set for the transactions contemplated under each of the New Non-exempt Framework Agreements
"New Miscellaneous Purchases Framework Agreement"	the agreement dated 1 December 2025 entered into between the Company and Jinma Energy, details of which are set out in the section headed "II. Non-exempt Continuing Connected Transactions – E. Purchase of miscellaneous materials from the Jinma Group" in the "Letter from the Board" contained in this circular
"New Non-exempt Framework Agreements"	the relevant framework agreements in respect of the Non-exempt Continuing Connected Transactions, namely, (i) the New Sale of By-products Framework Agreement, (ii) the New Purchase of Crude Coking Coal Gas Framework Agreement, (iii) the New Purchase of Crude Benzene Framework Agreement, (iv) the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, (v) the New Miscellaneous Purchases Framework Agreement, and (vi) the New Yugang Coking Supply Framework Agreement, and each a "New Non-exempt Framework Agreement"

"New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement"	the agreement dated 1 December 2025 entered into between the Company and Jinma Energy, details of which are set out in the section headed "II. Non-exempt Continuing Connected Transactions – D. Purchase of raw materials for the Coke Granule Coal Gas Facilities from the Jinma Group" in the "Letter from the Board" contained in this circular
"New Purchase of Crude Benzene Framework Agreement"	the agreement dated 1 December 2025 entered into between the Company and Jinma Energy, details of which are set out in the section headed "II. Non-exempt Continuing Connected Transactions – C. Purchase of crude benzene from the Jinma Group" in the "Letter from the Board" contained in this circular
"New Purchase of Crude Coking Coal Gas Framework Agreement"	the agreement dated 1 December 2025 entered into between the Company and Jinma Energy, details of which are set out in the section headed "II. Non-exempt Continuing Connected Transactions – B. Purchase of crude coking coal gas from the Jinma Group" in the "Letter from the Board" contained in this circular
"New Sale of By-products Framework Agreement"	the agreement dated 1 December 2025 entered into between the Company and Jinma Energy, details of which are set out in the section headed "II. Non-exempt Continuing Connected Transactions – A. Sale of by-products to the Jinma Group" in the "Letter from the Board" contained in this circular
"New Yugang Coking Supply Framework Agreement"	the agreement dated 1 December 2025 entered into between the Company and the Yugang Coking Group, details of which are set out in the section headed "II. Non-exempt Continuing Connected Transactions – F. Sale of products (including coal gas and refined oil) to the Yugang Coking Group" in the "Letter from the Board" contained in this circular

"Non-exempt Continuing Connected Transactions"	the transactions contemplated under (i) the New Sale of By-products Framework Agreement, (ii) the New Purchase of Crude Coking Coal Gas Framework Agreement, (iii) the New Purchase of Crude Benzene Framework Agreement, (iv) the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, (v) the New Miscellaneous Purchases Framework Agreement, and (vi) the New Yugang Coking Supply Framework Agreement
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shareholder(s)"	holder(s) of the shares in the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"Yugang Coking"	Henan Hongkong (Jiyuan) Coking Group Co., Ltd.* (豫港(濟源)焦化集團有限公司), a company established in the PRC with limited liability
"Yugang Coking Group"	Yugang Coking and its associates
"%"	per cent

* *For identification purposes only*

If there is any inconsistency between the Chinese names of the entities mentioned in this circular and their English translations, the Chinese version shall prevail.

河南金源氫化化工股份有限公司
Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2502)

Executive Directors:
Mr. Wang Zengguang
Mr. Qiao Erwei

Non-executive Directors:
Mr. Yiu Chiu Fai
Mr. Wang Kaibao
Mr. Wang Lijie

Independent non-executive Directors:
Ms. Wong Yan Ki Angel
Mr. Di Zhigang
Ms. Leung Sin Yeng Winnie

Supervisors:
Mr. Wong Tsz Leung
Mr. Wu Zhiqiang
Mr. Li Hebao

Registered office:
West First Ring Road South
Jiyuan
Henan Province
PRC

Principal place of business in Hong Kong:
Unit 2801, 28/F
88 Hing Fat Street
Causeway Bay
Hong Kong

16 December 2025

To the Shareholders

Dear Sir or Madam,

RENEWAL OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

I. INTRODUCTION

A. Background

Reference is made to the announcement of the Company dated 1 December 2025 in relation to, inter alia, the New Non-exempt Framework Agreements in respect of the Non-exempt Continuing Connected Transactions. As the Existing Framework Agreements will expire on 31 December 2025, the Company has entered into the New Non-exempt Framework Agreements in order to renew the Existing Framework Agreements and set New Annual Caps for a term of three years from 1 January 2026 to 31 December 2028.

The purpose of this circular is to provide you with, among other things, (i) details of the Non-exempt Continuing Connected Transactions; (ii) a letter from the Independent Board Committee to the Independent Shareholders in respect of the Non-exempt Continuing Connected Transactions; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) the notice convening the EGM.

B. Summary of the Non-exempt Continuing Connected Transactions and New Annual Caps

Summary of the Non-exempt Continuing Connected transactions

Connected person	Connected person's relationship with the Company	Nature of the Non-exempt Continuing Connected Transactions with the Company
1. Jinma Group	Jinma Energy is directly and indirectly interested in 75% of the total share capital of the Company in aggregate, and is a substantial Shareholder of the Company	(a) Sale of by-products by the Group to the Jinma Group (b) Purchase of crude coking coal gas by the Group from the Jinma Group (c) Purchase of crude benzene by the Group from the Jinma Group (d) Purchase of raw materials for the Coke Granule Coal Gas Facilities by the Group from the Jinma Group (e) Purchases of miscellaneous materials by the Group from the Jinma Group
2. Yugang Coking Group	Yugang Coking is held as to approximately 88.03% by Golden Fair Chemicals (Holdings) Limited, which is in turn indirectly wholly-owned by Mr. Wang Lijie, a non-executive director of the Company	Sale of products (including coal gas and refined oil) by the Group to the Yugang Coking Group

Summary of the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions

		New Annual Caps		
		For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
		RMB'million	*RMB'million*	*RMB'million*
1.	**Non-exempt Continuing Connected Transactions with the Jinma Group**			
(a)	Sale of by-products by the Group to the Jinma Group	66	66	66
(b)	Purchase of crude coking coal gas by the Group from the Jinma Group^	530	530	530
(c)	Purchase of crude benzene by the Group from the Jinma Group^	261	261	261
(d)	Purchase of raw materials for the Coke Granule Coal Gas Facilities by the Group from the Jinma Group^	93	93	93
(e)	Purchase of miscellaneous materials by the Group from the Jinma Group^	6.6	6.6	6.6
2.	**Non-exempt Continuing Connected Transactions with the Yugang Coking Group**			
	Sale of products by the Group to the Yugang Coking Group	43	43	43

Notes:

1. The proposed New Annual Caps for the above Non-exempt Continuing Connected Transactions exceed the 5% Threshold, accordingly, all such transactions are subject to the approval by the Independent Shareholders.

2. For the purposes of ascertaining whether a continuing connected transaction would exceed the 5% Threshold, the transactions marked with "^" have been aggregated given that they all involve the purchase of materials by the Group from the Jinma Group.

II. NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

A. Sale of by-products to the Jinma Group

A summary of the salient terms of the New Sale of By-products Framework Agreement is set out below. The terms of the New Sale of By-products Framework Agreement are substantially the same as those of the Existing Sale of By-products Framework Agreement.

Date:	1 December 2025
Parties:	(1) The Company (2) Jinma Energy
Term:	1 January 2026 to 31 December 2028
Subject matter:	The Jinma Group may, from time to time, place purchase orders with the Group, specifying the amount of by-products including steam and chemical products such as heavy benzol (the "**By-products**") required by the Jinma Group, the requisite product specifications, as well as the expected delivery schedule. Following the Group's acceptance of the orders, the Group will sell the relevant By-products to the Jinma Group and deliver the products according to the agreed delivery schedule.
Pricing policy:	The pricing of the By-products shall be determined according to the following mechanisms: (i) in respect of chemical products: the Company will regularly monitor the movements and trends of the market price of such chemical products based on the relevant prevailing market prices and information on market inventory levels (obtained from specialised online information platforms such as www.oilchem.net (隆眾資訊) for heavy benzol), and the sales price provided by the Group to Independent Third Parties, and determine the current price range of such chemical products. Through weekly internal price analysis meetings held between the general manager, the deputy general manager and the managers of the finance, production, procurement and sales departments of the Company, having considered the aforesaid market information, as well as other factors including the previous sales price, the Company will determine the indicative selling prices of such chemical products. The parties shall then determine the final price after arm's length negotiations, taking into account the relevant transportation costs; and

(ii) in respect of steam: the Company will regularly monitor the movements and trends of the price of steam through weekly internal price analysis meetings held between the general manager, the deputy general manager and the managers of the finance, production, procurement and sales departments of the Company which will consider the prevailing market price as reflected by the latest sales price as agreed between the Group and at least two Independent Third Parties, as well as historical sales prices in relation to the sale of steam by the Group to the Jinma Group, and determine the current price range of steam. The parties shall then determine the final price after arm's length negotiations, taking into account the specification of the steam and power generation costs.

Payment term: Payments to the Group from the Jinma Group for the purchase of By-products will be settled on a monthly basis.

Condition precedent: The New Sale of By-products Framework Agreement is subject to and shall become effective upon the passing of the relevant resolution by the Independent Shareholders at the EGM approving the New Sale of By-products Framework Agreement and the transactions contemplated thereunder pursuant to the requirements of the Listing Rules.

New Annual Caps and basis of determination

The table below summarises the existing annual caps for the transactions contemplated under the Existing Sale of By-products Framework Agreement.

	For the year ended 31 December 2023 *RMB'million*	**For the year ended 31 December 2024** *RMB'million*	**For the year ending 31 December 2025** *RMB'million*
Existing annual caps	33	37	37

The table below summarises the historical transaction amounts involved in the transactions contemplated under the Existing Sale of By-products Framework Agreement.

	From Listing Date to 31 December 2023 *RMB'million*	**For the year ended 31 December 2024** *RMB'million*	**For the 10 months ended 31 October 2025** *RMB'million*
Historical transaction amounts	0.8	36.6	17.8

The Board noted the decrease in the transaction amount for the 10 months ended 31 October 2025, which was mainly due to a drop in the average price of heavy benzol by approximately 17% for the 10 months ended 31 October 2025 as compared to that in 2024.

Pursuant to the New Sale of By-products Framework Agreement, the New Annual Caps for the transactions contemplated thereunder are as follows:

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB'million	*RMB'million*	*RMB'million*
New Annual Caps	66	66	66

The above New Annual Caps were determined after having taken into account the following factors:

(i) the historical transaction amounts;

(ii) the Jinma Group's expected increase in demand for heavy benzol (being the primary By-product expected to be sold by the Group to the Jinma Group), which is a raw material for the production of coal-tar based chemicals, in view of Jinma Group's expansion in its processing capacity of coal tar by 100% from 2026 onwards; and

(iii) the Group's expected increase in production capacity of LNG by 30% from the first half of 2026 onwards, resulting in the production of a larger amount of steam as a byproduct and, in turn, a larger sales amount given that the Jinma Group has a large demand for steam for its production.

Taking into account and on the basis of the aforesaid factors, it is estimated that the overall transaction amount under the New Sale of By-products Framework Agreement for the year ending 31 December 2026 will increase by around two times from the annualised transaction amount in 2025 (calculated in accordance with the actual transaction amount for the 10 months ended 31 October 2025), and remain stable for the two years ending 31 December 2028. Accordingly, RMB66 million has been set as the New Annual Caps for each of the three years ending 31 December 2028.

Reasons for and benefits of the transactions

The Group has historically sold its By-products to the Jinma Group and other Independent Third Parties. As it is beneficial to the Group to have uptakers for its By-products, considering the geographical proximity and long history of the relationship between the Group and the Jinma Group, and that the selling price of the By-products is no less favourable than those offered to Independent Third Parties, the Group intends to continue selling the By-products to the Jinma Group.

In light of the above, the Directors (including the independent non-executive Directors after considering the advice of the Independent Financial Adviser) are of the view that the New Sale of By-products Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

B. Purchase of crude coking coal gas from the Jinma Group

A summary of the salient terms of the New Purchase of Crude Coking Coal Gas Framework Agreement is set out below. The terms of the New Purchase of Crude Coking Coal Gas Framework Agreement are substantially the same as those of the Existing Purchase of Crude Coking Coal Gas Framework Agreement.

Date:	1 December 2025
Parties:	(1) The Company (2) Jinma Energy
Term:	1 January 2026 to 31 December 2028
Subject matter:	The Group may, from time to time, place purchase orders with the Jinma Group, specifying the amount of crude coking coal gas required by the Group, the requisite product specifications, as well as the expected delivery schedule. The Jinma Group will sell crude coking coal gas to the Group and deliver the products according to the agreed delivery schedule. Further, the Jinma Group will be obliged to first satisfy the Group's requirements for crude coking coal gas before it is permitted to sell its crude coking coal gas to any other party.

Pricing policy: The pricing of crude coking coal gas shall be determined by both parties after arm's length negotiations, which normally take place in January every year, with reference to:

(i) the historical purchase price of crude coking coal gas paid by the Group to the Jinma Group;

(ii) the market price of coal (being the raw material of crude coking coal gas), which, in turn, is determined with reference to various factors such as the quotations obtained from at least two Independent Third Party suppliers in the Henan province and nearby provinces (including the Shanxi province) and the movements and trends in the price of coal;

(iii) the price of crude coking coal gas in Henan province in general, which mainly reflects the internal selling price within a group, given that crude coking coal gas (which is one of the coking by-products of the coking process) needs to be delivered through pipelines, resulting in a relatively closed market with crude coking coal gas producers often giving priority to (a) self-use, followed by (b) sale to nearby subsidiaries for further processing, as well as the price of coal gas, which is regulated by the Concession Agreement (entered into by Jiyuan Jinning Energy Co., Ltd.* (濟源市金寧能源實業有限公司, a 51% subsidiary of the Company) with the local government of Jiyuan City for a period of 10 years commencing from 16 April 2023 to 15 April 2033), pursuant to which the end-user price of the Group's coal gas shall follow the benchmark rates approved by the pricing authorities in Jiyuan city (namely the Jiyuan Industrial-Urban Integration Demonstration Zone Market Supervision Administration* (濟源產城融合示範區市場監督管理局)). Such end-user price is subject to the Regulation on the Administration of Urban Gas (城鎮燃氣管理條例) promulgated by the State Council on 19 November 2010 and revised on 6 February 2016, and when determining the end-user price, the said pricing authorities would take into factors including the overall macro economy condition, ex-factory price of coal gas and pipeline transmission costs; and

(iv) a reasonable profit margin for the Group, in particular, a positive profit margin (in the range of approximately 10% to 15%, which the Group will target to achieve during the term of the New Purchase of Crude Coking Coal Gas Framework Agreement) for the energy products segment of the Group, given that the procurement of crude coking coal gas as raw material is for the purpose of manufacturing of the products under the energy products segment of the Group. In determining the range of a reasonable profit margin, the Group will make reference to the historical profit margins of its business segment and also take into account the estimated development in market conditions.

Payment term: Payments from the Group to the Jinma Group for the purchase of crude coking coal gas will be settled on a monthly basis.

Condition precedent: The New Purchase of Crude Coking Coal Gas Framework Agreement is subject to and shall become effective upon the passing of the relevant resolution by the Independent Shareholders at the EGM approving the New Purchase of Crude Coking Coal Gas Framework Agreement and the transactions contemplated thereunder pursuant to the requirements of the Listing Rules.

The Directors consider that the pricing policy, which takes into account a positive profit margin for the energy products segment of the Group, is expected to result in a positive contribution to the Group's performance, especially in respect of the energy products segment of the Group going forward, and is therefore fair and reasonable.

New Annual Caps and basis of determination

The table below summarises the existing annual caps for the transactions contemplated under the Existing Purchase of Crude Coking Coal Gas Framework Agreement.

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ending 31 December 2025**
	RMB'million	*RMB'million*	*RMB'million*
Existing annual caps	380	400	400

The table below summarises the historical transaction amounts involved in the transactions contemplated under the Existing Purchase of Crude Coking Coal Gas Framework Agreement.

	From Listing Date to 31 December 2023	For the year ended 31 December 2024	For the 10 months ended 31 October 2025
	RMB'million	*RMB'million*	*RMB'million*
Historical transaction amounts	12.4	377.5	325.6

Pursuant to the New Purchase of Crude Coking Coal Gas Framework Agreement, the New Annual Caps for the transactions contemplated thereunder are as follows:

	For the year ending 31 December 2026	For the year ending 31 December 2027	For the year ending 31 December 2028
	RMB'million	*RMB'million*	*RMB'million*
New Annual Caps	530	530	530

The above New Annual Caps were determined after having taken into account the following factors:

(i) the historical transaction amounts and historical transaction volumes;

(ii) the average price of crude coking coal gas purchased by the Group from the Jinma Group for the 10 months ended 31 October 2025 being RMB0.63 per m^3 and the expectation that the price of crude coking coal gas will increase by approximately 9.5% to RMB0.69 per m^3 for the three years ending 31 December 2026, 2027 and 2028 considering a trend of increase in the price of coal and with reference to the pricing notice of products published by Jinma Energy in November 2025. In view of the increasing trend in the average unit price of crude coking coal gas in recent years as well as the volatility in unit price, the Company considers that the expected unit price of crude coking coal gas, which represents a buffer of no more than 10% as compared with the recent actual average unit price, which is also in line with indicative product unit prices of crude coking coal gas to be sold by Jinma Energy from 1 January 2026 onwards as set out the abovementioned pricing notice of products published by Jinma Energy, is fair and reasonable for the purpose of determining the New Annual Caps; and

(iii) the expected increase in volume of crude coking coal gas to be purchased by the Group from the Jinma Group to 770 million m^3 for the three years ending 31 December 2028 as compared to 517 million m^3 for the 10 months ended 31 October 2025 due to the Jinma Group's recent intention to acquire additional coke production capacities, which, if materialises, is expected to result in an increase in production of crude coking coal gas as a by-product by the Jinma Group.

Taking into account and on the basis of the aforesaid factors, it is estimated that the overall transaction amount under the New Purchase of Crude Coking Coal Gas Framework Agreement for the year ending 31 December 2026 will increase by 36% from the annualised transaction amount in 2025 (calculated in accordance with the actual transaction amount for the 10 months ended 31 October 2025), and remain stable for the two years ending 31 December 2028. Accordingly, RMB530 million has been set as the New Annual Caps for each of the three years ending 31 December 2028.

Reasons for and benefits of the transactions

Crude coking coal gas is the principal raw material for the Group's production of its energy products, which will be processed into coal gas before being delivered for the production of LNG and acquisition of hydrogen, respectively. In light of the close proximity to the Jinma Group and convenience in sourcing from the Jinma Group, the Group has historically purchased a substantial amount of crude coking coal gas as raw material from the Jinma Group. Considering that (i) the chemical properties and industry/market characteristics of crude coking coal gas make it desirable for the Group to source from the Jinma Group, (ii) it is consistent with the national strategic policy of promoting circular economic development, and (iii) the Group is able to rely on the Jinma Group for an adequate and stable supply of crude coking coal gas, the Group intends to continue sourcing crude coking coal gas from the Jinma Group as a raw material for its production of coal gas.

In light of the above, the Directors (including the independent non-executive Directors after considering the advice of the Independent Financial Adviser) are of the view that the New Purchase of Crude Coking Coal Gas Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

C. Purchase of crude benzene from the Jinma Group

A summary of the salient terms of the New Purchase of Crude Benzene Framework Agreement is set out below. The terms of the New Purchase of Crude Benzene Framework Agreement are substantially the same as those of the Existing Purchase of Crude Benzene Framework Agreement.

Date:	1 December 2025
Parties:	(1) The Company (2) Jinma Energy
Term:	1 January 2026 to 31 December 2028
Subject matter:	The Group will, from time to time, place purchase orders with the Jinma Group, specifying the amount of crude benzene required by the Group, the requisite product specifications, as well as the expected delivery schedule. The Jinma Group will sell crude benzene to the Group and deliver the products according to the agreed delivery schedule.
Pricing policy:	The pricing of crude benzene shall be determined according to the following mechanism: the Company will regularly monitor the movements and trends of the futures price of crude benzene through weekly internal price analysis meetings held between the general manager, the deputy general manager and the managers of the finance, production, procurement and sales departments of the Company, which will consider various factors such as the quotations obtained from at least two Independent Third Party suppliers (in respect of crude benzene of comparable quality and specification, and selected based on their stability in supplying crude benzene), the historical prices of crude benzene purchased by the Group from the Jinma Group, and the movements and trends of the price of crude benzene (obtained from specialised online information platforms such as www.oilchem.net (隆眾資訊)), and determine the prevailing price range of crude benzene. Based on such a prevailing price range and taking into account the historical average delivered duty paid price of crude benzene, the Company will agree on the final price with the Jinma Group after arm's length negotiations.
Payment term:	Payments from the Group to the Jinma Group for the purchase of crude benzene will be settled on a monthly basis.

Condition precedent: The New Purchase of Crude Benzene Framework Agreement is subject to and shall become effective upon the passing of the relevant resolution by the Independent Shareholders at the EGM approving the New Purchase of Crude Benzene Framework Agreement and the transactions contemplated thereunder pursuant to the requirements of the Listing Rules.

New Annual Caps and basis of determination

The table below summarises the existing annual caps for the transactions contemplated under the Existing Purchase of Crude Benzene Framework Agreement.

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ending 31 December 2025**
	RMB'million	*RMB'million*	*RMB'million*
Existing annual caps	231	261	261

The table below summarises the historical transaction amounts involved in the transactions contemplated under the Existing Purchase of Crude Benzene Framework Agreement.

	From Listing Date to 31 December 2023	**For the year ended 31 December 2024**	**For the 10 months ended 31 October 2025**
	RMB'million	*RMB'million*	*RMB'million*
Historical transaction amounts	6.2	234.2	136.0

The Board noted the decrease in the transaction amount for the 10 months ended 31 October 2025, which was mainly due to the substantial decrease in the average price of crude benzene during the period driven by the then market conditions.

Pursuant to the New Purchase of Crude Benzene Framework Agreement, the New Annual Caps for the transactions contemplated thereunder are as follows:

	For the year ending 31 December 2026 *RMB'million*	For the year ending 31 December 2027 *RMB'million*	For the year ending 31 December 2028 *RMB'million*
New Annual Caps	261	261	261

The above New Annual Caps were determined after having taken into account the following factors:

(i) the historical transaction amounts and transaction volumes of crude benzene;

(ii) the assumption that the average price of crude benzene will increase by 26.5% from approximately RMB4,900 per tonne for the 10 months ended 31 October 2025 to approximately RMB6,200 per tonne for each of the three years ending 31 December 2028 considering the recovering economy in the PRC, and the historical average price of crude benzene reaching RMB7,000 per tonne in 2024; and

(iii) the expected increase in the volume of crude benzene to be purchased by the Group from the Jinma Group for each of the three years ending 31 December 2028 to 42,000 tonnes from 28,036 tonnes for the 10 months ended 31 October 2025 due to the expected increase in supply by the Jinma Group.

Taking into account and on the basis of the aforesaid factors, it is estimated that the overall transaction amount under the New Purchase of Crude Benzene Framework Agreement for the year ending 31 December 2026 will increase by approximately 59% from the annualised transaction amount in 2025 (calculated in accordance with the actual transaction amount for the 10 months ended 31 October 2025), and will remain stable for the two years ending 31 December 2028. Accordingly, RMB261 million has been set as the New Annual Caps for each of the three years ending 31 December 2028.

Reasons for and benefits of the transactions

The Group has historically purchased crude benzene from the Jinma Group for the Group's manufacture of hydrogenated benzene-based chemicals. As a result of such a long-term relationship between the Group and the Jinma Group, the Jinma Group is familiar with the Group's business processes, requirements and quality standards and is able to supply crude benzene that meets the Group's procurement standards on a continuous basis. Further, the geographic proximity of the relevant facilities of the Jinma Group minimises transportation costs and time. As such, the Group intends to continue sourcing some of its crude benzene from the Jinma Group.

In light of the above, the Directors (including the independent non-executive Directors after considering the advice of the Independent Financial Adviser) are of the view that the New Purchase of Crude Benzene Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

D. Purchase of raw materials for the Coke Granule Coal Gas Facilities from the Jinma Group

A summary of the salient terms of the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement is set out below. The terms of the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement are substantially the same as those of the Existing Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement.

Date:	1 December 2025
Parties:	(1) The Company (2) Jinma Energy
Term:	1 January 2026 to 31 December 2028
Subject matter:	The Group will, from time to time, place purchase orders with the Jinma Group, specifying the amount of the raw materials for the Coke Granule Coal Gas Facilities including coke granules, oxygen and steam (the "**Coke Granule Coal Gas Raw Materials**") required by the Company, the requisite product specifications, as well as the expected delivery schedule. The Jinma Group will sell Coke Granule Coal Gas Raw Materials (as the case may be) to the Group and deliver the products according to the agreed delivery schedule.
Pricing policy:	The pricing of the Coke Granule Coal Gas Raw Materials shall be determined according to the following mechanism: the Company will regularly monitor the movements and trends in the prices of the Coke Granule Coal Gas Raw Materials through weekly internal price analysis meetings held between the general manager, the deputy general manager and the managers of the finance, production, procurement and sales departments of the Company, which will mainly consider the prevailing market prices as reflected by quotations from at least two Independent Third Parties in nearby regions (taking into account comparable quality, specification, quantity and reliability of the supply of such products) and historical prices of the Coke Granule Coal Gas Raw Materials purchased by the Group from the Jinma Group, in order to determine the prevailing price range of the Coke Granule Coal Gas Raw Materials. Based on such a prevailing price range and taking into account the relevant transportation costs where applicable, the Company will agree on the final price with Jinma Energy after arm's length negotiations.

Payment term:	Payments from the Group to the Jinma Group for the purchase of Coke Granule Coal Gas Raw Materials will be settled on a monthly basis.
Condition precedent:	The New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement is subject to and shall become effective upon the passing of the relevant resolution by the Independent Shareholders at the EGM approving the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement and the transactions contemplated thereunder pursuant to the requirements of the Listing Rules.

New Annual Caps and basis of determination

The table below summarises the existing annual caps for the transactions contemplated under the Existing Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement.

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ending 31 December 2025**
	RMB'million	*RMB'million*	*RMB'million*
Existing annual caps	47	140	140

The table below summarises the historical transaction amounts involved in the transactions contemplated under the Existing Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement.

	From Listing Date to 31 December 2023	**For the year ended 31 December 2024**	**For the 10 months ended 31 October 2025**
	RMB'million	*RMB'million*	*RMB'million*
Historical transaction amounts	2.4	13.6	6.3

Coke Granule Coal Gas Raw Materials are raw materials used for the operation of the Coke Granule Coal Gas Facilities which produce coal gas (a primary raw material for one of the Group's major product – LNG). However, since December 2023, the cost of sourcing coal gas directly from external suppliers has been lower than the production costs. As a result, in order to maximise cost efficiency, the Group has significantly reduced the operation of the Coke Granule Coal Gas Facilities to produce coal gas (which in turn has led to the low utilisation of the existing annual caps in respect of the purchase of Coke Granule Coal Gas Raw Materials during the term of the Existing Purchase of

Coke Granule Coal Gas Raw Materials Framework Agreement). However, since the price and availability of externally sourced coal gas are subject to market fluctuations, the Group has continuously monitored, and will continue to monitor, the prices of externally sourced coal gas, and if the cost of sourcing coal gas exceeds the cost of production, the Group will reassess and consider increasing the operation of its Coke Granule Coal Gas Facilities to ensure a stable supply of coal gas for the Group's production of LNG. As such, it is crucial for the Group to maintain a minimal level of operation of the Coke Granule Coal Gas Facilities in order to ensure smooth operations of such facilities, such that the Group will have a reliable and accessible source of coal gas supply whenever needed.

Pursuant to the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, the New Annual Caps for the transactions contemplated thereunder are as follows:

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB'million	*RMB'million*	*RMB'million*
New Annual Caps	93	93	93

The above New Annual Caps were determined after having taken into account the following factors:

(i) the historical transaction amounts;

(ii) the assumption that, for each of the three years ending 31 December 2028, the prices of the Coke Granule Coal Gas Raw Materials will remain at the prevailing prices in 2024;

(iii) the expectation that the Coke Granule Coal Gas Facilities may be required to operate at a reasonable production capacity required to be utilised to produce Coke Granule Coal Gas in the event that the Group is unable to source the requisite coal gas directly from external suppliers, and that the Group's level of demand of Coke Granule Coal Gas Raw Materials from the Jinma Group remains comparable to that in 2024 for the purpose of maintaining a minimal level of operation of the Coke Granule Coal Gas Facilities as disclosed above; and

(iv) more specifically, in respect of coke granules (being the primary Coke Granule Coal Gas Raw Material expected to be purchased by the Group from the Jinma Group), it is expected that the average price will remain at RMB1,415 per tonne (being the prevailing price in 2024), and the Group will purchase approximately 43,200 tonnes from the Jinma Group for each of the three years ending 31 December 2028.

Taking into account the low utilisation rate of the existing caps for the years 2024 and 2025, the Board proposed that the New Annual Caps under the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement for each of the three years ending 31 December 2026 be adjusted downwards by more than 33% to RMB93 million from the existing cap of RMB140 million for the year ending 31 December 2025.

Reasons for and benefits of the transactions

The Group has to purchase coke granules, oxygen and steam for the operation of the Coke Granule Coal Gas Facilities. Whilst coke granules, oxygen and steam are commodities that could easily be sourced from Independent Third Parties, the geographical proximity of the Jinma Group could minimise transportation costs and time for the delivery of such raw materials. Hence, given that the Group would only source the Coke Granule Coal Gas Raw Materials from the Jinma Group when the relevant price is comparable to those offered by Independent Third Parties (or more favourable to the Group), sourcing the coke granules, oxygen and steam directly from the Jinma Group could maximise the Group's operational efficiency and stability of its operations. In light of the above, the Company considers that it is in the Group's best interests to have flexibility in sourcing the Coke Granule Coal Gas Raw Materials from the Jinma Group as raw materials for its production of Coke Granule Coal Gas.

In light of the above, the Directors (including the independent non-executive Directors after considering the advice of the Independent Financial Adviser) are of the view that the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

E. Purchase of miscellaneous materials from the Jinma Group

A summary of the salient terms of the New Miscellaneous Purchases Framework Agreement is set out below. The terms of the New Miscellaneous Purchases Framework Agreement are substantially the same as those of the Existing Miscellaneous Purchases Framework Agreement.

Date:	1 December 2025
Parties:	(1) The Company
	(2) Jinma Energy
Term:	1 January 2026 to 31 December 2028

Subject matter:	The Group may, from time to time, procure ancillary materials for the Group's production process, including compressed air, nitrogen, desalinated water and other chemicals (the "**Miscellaneous Materials**") from the Jinma Group.
Pricing policy:	The pricing of Miscellaneous Materials shall be determined according to the following mechanism: the Company will regularly monitor the movements and trends in the prices of the Miscellaneous Materials through weekly internal price analysis meetings held between the general manager, the deputy general manager and the managers of the finance, production, procurement and sales departments of the Company, and after taking into account the relevant prevailing market prices and quotations obtained from at least two Independent Third Parties in the Henan province, determine the prevailing price range of such products. Based on such a prevailing price range and taking into account the historical average delivered price and the relevant transportation fees, the Company will agree on the final price with the Jinma Group after arm's length negotiations.
Payment term:	Payments from the Group to the Jinma Group for the Miscellaneous Materials will be settled on a monthly basis.
Condition precedent:	The New Miscellaneous Purchases Framework Agreement is subject to and shall become effective upon the passing of the relevant resolution by the Independent Shareholders at the EGM approving the New Miscellaneous Purchases Framework Agreement and the transactions contemplated thereunder pursuant to the requirements of the Listing Rules.

New Annual Caps and basis of determination

The table below summarises the existing annual caps for the transactions contemplated under the Existing Miscellaneous Purchases Framework Agreement.

	For the year ended 31 December 2023 *RMB'million*	For the year ended 31 December 2024 *RMB'million*	For the year ending 31 December 2025 *RMB'million*
Existing annual caps	3.2	4.0	4.0

The table below summarises the historical transaction amounts involved in the transactions contemplated under the Existing Miscellaneous Purchases Framework Agreement.

	From Listing Date to 31 December 2023 *RMB'million*	For the year ended 31 December 2024 *RMB'million*	For the 10 months ended 31 October 2025 *RMB'million*
Historical transaction amounts	0.2	4.0	3.4

Pursuant to the New Miscellaneous Purchases Framework Agreement, the New Annual Caps for the transactions contemplated thereunder are as follows:

	For the year ending 31 December 2026 *RMB'million*	For the year ending 31 December 2027 *RMB'million*	For the year ending 31 December 2028 *RMB'million*
New Annual Caps	6.6	6.6	6.6

The above New Annual Caps were determined after having taken into account the following factors:

(i) the historical transaction amounts; and

(ii) the expected increase in demand for the Miscellaneous Materials as raw materials of the Group in light of the Group's expected increase in production capacity of LNG by 30% from 2026 onwards, and the expected attainment of full production capacity of the Company.

Taking into account and on the basis of the aforesaid factors, it is estimated that the overall transaction amount under the New Miscellaneous Purchases Framework Agreement for the year ending 31 December 2026 will increase by 61% from the annualised transaction amount in 2025 (calculated in accordance with the actual transaction amount for the 10 months ended 31 October 2025), and remain stable for the two years ending 31 December 2028. Accordingly, RMB6.6 million has been set as the New Annual Caps for each of the three years ending 31 December 2028.

Reasons for and benefits of the transactions

The Group has historically sourced the Miscellaneous Materials from the Jinma Group as ancillary materials in its production process. Whilst the Miscellaneous Materials are commodities that could easily be sourced from Independent Third Parties, the geographical proximity of the Jinma Group could minimise transportation costs and time for delivery of such ancillary materials. Hence, sourcing Miscellaneous Materials directly from the Jinma Group could maximise the Group's operational efficiency and stability of its operations. In light of the above, the Company considers it to be in the best interests of the Group to source and intends to continue sourcing the Miscellaneous Materials from the Jinma Group as ancillary materials required in the Group's production process.

In light of the above, the Directors (including the independent non-executive Directors after considering the advice of the Independent Financial Adviser) are of the view that the New Miscellaneous Purchases Framework Agreement and the transactions contemplated thereunder fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

F. Sale of products (including coal gas and refined oil) to the Yugang Coking Group

A summary of the salient terms of the New Yugang Coking Supply Framework Agreement is set out below. The terms of the New Yugang Coking Supply Framework Agreement are substantially the same as those of the Existing Yugang Coking Supply Framework Agreement.

Date:	1 December 2025
Parties:	(1) The Company (2) Yugang Coking
Term:	1 January 2026 to 31 December 2028
Subject matter:	The Yugang Coking Group will, from time to time, place purchase orders with the Company, specifying the amount of products (including coal gas and refined oil) required by the Yugang Coking Group, the requisite product specifications, as well as the expected delivery schedule. Following the Group's acceptance of the orders, the Group will sell the relevant products to the Yugang Coking Group and deliver the products according to the agreed delivery schedule.

Pricing policy:	The pricing of the relevant products shall be determined according to the following mechanism: the Company will regularly monitor the movements and trends of the market price of the relevant products, through weekly internal price analysis meetings held between the general manager, the deputy general manager and the managers of the finance, production, procurement and sales departments of the Company, which will consider the prevailing market prices and information on market inventory levels primarily based on the sales price provided by the Group to Independent Third Parties and historical transaction prices between the Group and the Yugang Coking Group, and determine the current price range of the relevant products. The parties shall then determine the final price after arm's length negotiations taking into account the relevant transportation costs.
Payment term:	Payments to the Group from the Yugang Coking Group for the purchase of products will be settled on a monthly basis.
Condition precedent:	The New Yugang Coking Supply Framework Agreement is subject to and shall become effective upon the passing of the relevant resolution by the Independent Shareholders at the EGM approving the New Yugang Coking Supply Framework Agreement and the transactions contemplated thereunder pursuant to the requirements of the Listing Rules.

The Directors consider that the terms of the New Yugang Coking Supply Framework Agreement are fair and reasonable as the pricing policy takes into account the sales price provided by the Group to Independent Third Parties, which ensures that the sales pricing between the Group and the Yugang Coking Group will be no less favourable than that available from Independent Third Parties from the perspective of the Group.

New Annual Caps and basis of determination

The table below summarises the existing annual caps for the transactions contemplated under the Existing Yugang Coking Supply Framework Agreement.

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ending 31 December 2025**
	RMB'million	*RMB'million*	*RMB'million*
Existing annual caps	35	35	35

The table below summarises the historical transaction amounts involved in the transactions contemplated under the Existing Yugang Coking Supply Framework Agreement.

	From Listing Date to 31 December 2023	**For the year ended 31 December 2024**	**For the 10 months ended 31 October 2025**
	RMB'million	*RMB'million*	*RMB'million*
Historical transaction amounts	0.6	13.6	0.04

The low utilisation of the existing annual caps is mainly due to the Yugang Coking Group not purchasing coal gas from the Group due to a delay in its business development plans that was originally scheduled to take part during such periods.

Pursuant to the New Yugang Coking Supply Framework Agreement, the New Annual Caps for the transactions contemplated thereunder are as follows:

	For the year ending 31 December 2026	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB'million	*RMB'million*	*RMB'million*
New Annual Caps	43	43	43

The above New Annual Caps were determined after having taken into account the following factors:

(i) the historical transaction amounts; and

(ii) the expected substantive increase in the amount of coal gas to be sold by the Group to the Yugang Coking Group for each of the three years ending 31 December 2028 to approximately 43 million m^3, taking into account the expansion of the production facilities of the Yugang Coking Group which increases its demand of coal gas as a raw material for the production of photovoltaic glass. Based on an expected unit price of RMB0.96 for the sale of coal gas by the Group (which is the actual unit price of coal gas transacted during the past year) for each of the three years ending 31 December 2028, such increase in demand is expected to result in an increase of sales of over RMB40 million.

Taking into account and on the basis of the aforesaid factors, it is estimated that the overall transaction amount under the New Yugang Coking Supply Framework Agreement for the year ending 31 December 2026 will increase substantially by over RMB40 million, and remain stable for the two years ending 31 December 2028. Accordingly, RMB43 million has been set as the New Annual Caps for the three years ending 31 December 2028. In view of the fact that the expected unit price of RMB0.96 for the sale of coal gas by the Group is in line with the actual unit price transacted during the past year, the Directors consider the adoption of such unit price as basis of determining the New Annual Caps to be fair and reasonable.

Reasons for and benefits of the transactions

The Group has historically sold its products to the Yugang Coking Group and other Independent Third Parties. The sale of products to the Yugang Coking Group will contribute to the overall sales of the Group's products and the implementation of the Group's sales plan. Considering the geographical proximity and long history of the relationship between the Group and the Yugang Coking Group, and that the selling prices of the products are no less favourable than those offered to Independent Third Parties, the Group intends to continue selling the products to the Yugang Coking Group.

In light of the above, the Directors (including the independent non-executive Directors after considering the advice of the Independent Financial Adviser) are of the view that the New Yugang Coking Supply Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

III. INFORMATION ON THE PARTIES

A. Information on the Company and the Group

The Company is a company established in the PRC with limited liability and is principally engaged in the production and sales of hydrogenated benzene-based chemicals. The Group is principally engaged in the production and sale of hydrogenated benzene-based chemicals, coal gas and LNG, the trading of LNG, refined oil and hydrogen, and the provision of other services, including the provision of steam. Jinma Energy directly and indirectly (through its wholly-owned subsidiary) holds in aggregate 75% of the total share capital of the Company.

B. Information on Jinma Energy and the Jinma Group

Jinma Energy is a company established in the PRC with limited liability, whose shares are listed on the Stock Exchange (stock code: 6885). As the Latest Practicable Date and in so far as the Company is aware, Jinma Energy is held as to approximately:

(i) 30.76%, directly and indirectly (through wholly-owned companies), by Mr. Yiu Chiu Fai (a non-executive director of the Company);

(ii) 26.89% by Maanshan Iron & Steel Company Limited (馬鞍山鋼鐵股份有限公司), a company whose A and H shares are listed on the Shanghai Stock Exchange and the Main Board of the Stock Exchange, respectively, and is principally engaged in the manufacture and sale of iron and steel. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Maanshan Iron & Steel Company Limited (馬鞍山鋼鐵股份有限公司) is an Independent Third Party;

(iii) 9.89% by Jiangxi PXSteel Industrial Co. Ltd.* (江西萍鋼實業股份有限公司, a steel enterprise based in the PRC), which in turn is ultimately controlled by Mr. Fang Wei, who, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, is an Independent Third Party; and

(iv) 8.01% by Jiyuan Jinma Xingye Investment Co., Ltd.* (濟源市金馬興業投資有限公司, the principal business of which is investment holding), which in turn is held as to approximately 33.44% by Mr. Wang Lijie (a non-executive Director of the Company).

The Jinma Group is a leading coke producer and processor of coking by-products in the coking chemical industry in Henan province, the PRC. The Jinma Group operates a vertically integrated business model along the coking chemical value chain from coke production to the processing of coking by-products into refined chemicals and energy products.

C. Information on Yugang Coking and the Yugang Coking Group

Yugang Coking is a company established in the PRC with limited liability. The Yugang Coking Group is principally engaged in the processing of petroleum, coal and other fuel products. Yugang Coking is held as to 88.03% by Golden Fair Chemicals (Holdings) Limited (the principal business of which is investment holding, and which is in turn indirectly wholly-owned by Mr. Wang Lijie, a non-executive director of the Company) and 11.97% by Luoyang Railway Yuntong Group Co., Ltd.* (洛陽鐵路運通集團有限公司) (the principal business of which is railway transport support, logistics and warehousing), which in turn is wholly-owned by Zhengzhou Railway Economic Development Group Co., Ltd.* (鄭州鐵路經濟開發集團有限公司), and which is in turn ultimately wholly-owned by the State Council of the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Luoyang Railway Yuntong Group Co., Ltd.* (洛陽鐵路運通集團有限公司) and its ultimate beneficial owner are Independent Third Parties.

IV. INTERNAL CONTROL MEASURES

The Company has adopted the following internal control measures in respect of the transactions contemplated under the New Non-exempt Framework Agreements.

Internal control measures on pricing policies

In order to ensure that the transactions contemplated under the New Non-exempt Framework Agreements will be conducted in accordance with the relevant pricing policies, the pricing for the relevant purchases and sales will be managed by the pricing committee of the relevant member of the Group, chaired by the general manager of the relevant member of the Group and will include the heads of operations, finance, production and technology of the relevant member of the Group. The pricing committee will meet on a weekly/monthly basis to determine the relevant prices for the transactions contemplated under the New Non-exempt Framework Agreements.

Before each pricing committee meeting, the general manager, the deputy general manager and the managers of the finance, production, procurement and sales departments will gather the relevant market information (such as prevailing market prices, market inventory levels and the movement and trends in the market prices), as well as at least two sets of quotations/latest sales prices obtained from/provided by the Group to Independent Third Parties, and determine a preliminary price range for the products to be purchased or sold pursuant to the relevant pricing policies under the New Non-exempt Framework Agreements, and submit the aforesaid information, quotations and preliminary price range to the pricing committee. The pricing committee will review and consider such information as a whole and determine the indicative prices of the products to be purchased or sold in order to ensure the fairness and reasonableness of the transactions from the perspective of the Group. Pricing decisions made in the meeting will be documented in minutes and signed by the general manager for execution by the procurement and sales departments. Furthermore, the pricing committee will also review and evaluate the actual pricing of the continuing connected transactions conducted on a monthly basis.

Internal control measures on the utilisation rate of the New Annual Caps

The utilisation rate of the New Annual Caps will be monitored on a monthly basis by the finance department of the Company. In addition, the finance department of the Company will prepare review reports containing details of the latest utilisation rate of the New Annual Caps on a monthly basis. In the event that the utilisation rate of any of the New Annual Caps reaches 80%, the head of the finance department will issue a written alert notification to the head of the relevant shipping, procurement and/or operations department, and all subsequent purchases and/or sales must be approved by the head of the finance department of the Company. The Board will also be informed for considering if the relevant New Annual Cap shall be revised, and, if so, the Company will comply with the relevant requirements under the Listing Rules as soon as practicable.

The independent non-executive Directors and the independent auditor of the Company will conduct annual reviews on the pricing terms and the New Annual Caps.

In view of the aforesaid, the Directors consider that the internal control measures are effective to ensure that the transactions contemplated under the New Non-exempt Framework Agreements will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its Shareholders as a whole.

V. LISTING RULES IMPLICATIONS

Jinma Energy is a substantial Shareholder of the Company and therefore is a connected person of the Company. Accordingly, the entering into of the (i) New Sale of By-products Framework Agreement, (ii) New Purchase of Crude Coking Coal Gas Framework Agreement, (iii) New Purchase of Crude Benzene Framework Agreement, (iv) New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, and (v) New Miscellaneous Purchases Framework Agreement, and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Mr. Wang Lijie is a non-executive director of the Company and hence a connected person of the Company. Yugang Coking (being held as to approximately 88.03% by Golden Fair Chemicals (Holdings) Limited, which is in turn indirectly wholly-owned by Mr. Wang Lijie) is an associate of Mr. Wang Lijie. Accordingly, the entering into of the New Yugang Coking Supply Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the New Annual Caps for the transactions contemplated under each of the (i) New Sale of By-products Framework Agreement and (ii) New Yugang Coking Supply Framework Agreement exceeds 5%, the (i) New Sale of By-products Framework Agreement and (ii) New Yugang Coking Supply Framework Agreement and the transactions contemplated thereunder are subject to the annual review, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the transactions contemplated under the (i) New Purchase of Crude Coking Coal Gas Framework Agreement, (ii) New Purchase of Crude Benzene Framework Agreement, (iii) New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, and (iv) New Miscellaneous Purchases Framework Agreement involve the purchase of materials by the Group from the Jinma Group, the relevant New Annual Caps are aggregated for the purpose of calculating the applicable percentage ratios under the Listing Rules. As the highest applicable percentage ratio, on an aggregate basis exceeds 5%, the (i) New Purchase of Crude Coking Coal Gas Framework Agreement, (ii) New Purchase of Crude Benzene Framework Agreement, (iii) New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, and (iv) New Miscellaneous Purchases Framework Agreement and the transactions contemplated thereunder are subject to the annual review, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

In view of Mr. Wang Lijie's interest in Yugang Coking, Mr. Wang Lijie has abstained from voting on the relevant Board resolutions approving the New Yugang Coking Supply Framework Agreement. Further, Mr. Yiu Chiu Fai and Mr. Wang Lijie have abstained from voting on the relevant Board resolutions approving the New Non-exempt Framework Agreements entered into with Jinma Energy in view of their respective positions as directors in Jinma Energy.

Save as disclosed, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Director has any material interest in the New Non-exempt Framework Agreements and was required to abstain from voting on the relevant Board resolutions.

VI. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising the independent non-executive Directors (namely, Ms. Wong Yan Ki Angel, Mr. Di Zhigang and Ms. Leung Sin Yeng Winnie) has been established to advise the Independent Shareholders on whether or not the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions are conducted in the ordinary and usual course of business and on normal commercial terms or better, fair and reasonable and in the interests of the Company and its shareholders as a whole.

An Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions.

VII. EGM

A notice convening the EGM to be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Wednesday, 31 December 2025 at 10:00 a.m. is set out in this circular.

A form of proxy for the use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and, in any event, not less than 24 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof), should you wish, and, in such event, the form of proxy shall be deemed to be revoked.

Any Shareholder with a material interest in the New Non-exempt Framework Agreements and the transactions contemplated thereunder, and his/her/its associates, is required to abstain from voting on the relevant proposed resolutions at the EGM. In so far as the Directors are aware, other than Jinma Energy and its associates, which held a total of 716,730,000 shares (representing 75% of the total issued share capital of the Company) as at the Latest Practicable Date, no Shareholder will be required to abstain from voting at the EGM in relation to the resolutions to be proposed in respect of the New Non-exempt Framework Agreements and the transactions contemplated thereunder.

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the EGM shall be taken by a poll. The Company will appoint scrutineers to handle vote-taking procedures at the EGM.

The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the EGM in accordance with rule 13.39(5) of the Listing Rules.

VIII. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 24 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during which period no transfers of shares will be registered, and the record date will be Wednesday, 31 December 2025. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 23 December 2025.

IX. RECOMMENDATIONS

Your attention is drawn to:

(i) the letter from the Independent Board Committee (comprising Ms. Wong Yan Ki Angel, Mr. Di Zhigang and Ms. Leung Sin Yeng Winnie, all being independent non-executive Directors) set out on pages 37 to 38 of this circular, which contains the recommendation of the Independent Board Committee to the Independent Shareholders concerning the fairness and reasonableness of the New Non-exempt Framework Agreements and the transactions contemplated thereunder; and

(ii) the letter from the Independent Financial Adviser set out on pages 39 to 57 of this circular, which contains its recommendations to the Independent Board Committee and the Independent Shareholders on whether the terms of the New Non-exempt Framework Agreements and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms (or better), entered into in the ordinary and usual course of business of the Group, and in the interests of the Company and its Shareholders as a whole, and the principal factors and reasons taken into account by the Independent Financial Adviser in arriving at its recommendations.

Based on the reasons set out hereinabove, the Board recommends that the Independent Shareholders vote in favour of the proposed resolutions set out in this circular in respect of the New Non-exempt Framework Agreements and the transactions contemplated thereunder.

X. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

By order of the Board
Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*
Wang Zengguang
Executive Director

河南金源氫化化工股份有限公司

Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2502)

16 December 2025

To the Independent Shareholders

Dear Sir or Madam,

RENEWAL OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company to the Shareholders dated 16 December 2025 (the "**Circular**"), of which this letter forms part. Terms defined in the Circular shall have the same meaning when used herein, unless the context requires otherwise.

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders as to whether (i) the terms of the New Non-exempt Framework Agreements are fair and reasonable; (ii) the New Non-exempt Framework Agreements and the transactions contemplated thereunder are entered into on normal commercial terms (or better), and in the ordinary and usual course of business of the Group; and (iii) the New Non-exempt Framework Agreements and the transactions contemplated thereunder are in the interests of the Company and its Shareholders as a whole. First Shanghai Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this respect.

We wish to draw your attention to the letter from the Board and the letter of advice from the Independent Financial Adviser as set out in the Circular.

Having considered the advice of the Independent Financial Adviser, we are of the view that (i) the terms of the New Non-exempt Framework Agreements are fair and reasonable; (ii) the New Non-exempt Framework Agreements and the transactions contemplated thereunder are entered into on normal commercial terms (or better) and in the ordinary and usual course of business of the Group; and (iii) the New Non-exempt Framework Agreements and the transactions contemplated thereunder are in the interests of the Company and its Shareholders as a whole.

Therefore, we would recommend that the Independent Shareholders vote in favour of the resolutions in respect of the New Non-exempt Framework Agreements and the transactions contemplated thereunder to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Independent Board Committee
Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*

WONG Yan Ki Angel **DI Zhigang** **LEUNG Sin Yeng Winnie**
Independent non-executive Directors

* *For identification purposes only*

The following is the full text of the letter to the Independent Board Committee and the Independent Shareholders from the Independent Financial Adviser setting out its opinion and recommendation regarding the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions for the purpose of inclusion in this circular.



First Shanghai Capital Limited
19th Floor
Wing On House
71 Des Voeux Road Central
Hong Kong

16 December 2025

To the Independent Board Committee and the Independent Shareholders

Henan Jinyuan Hydrogenated Chemicals Co., Ltd.
West First Ring Road South
Jiyuan
Henan Province
PRC

Dear Sirs,

RENEWAL OF NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions, details of which are set out in the circular to the Shareholders dated 16 December 2025 (the "**Circular**"), of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

The Existing Framework Agreements will expire on 31 December 2025. On 1 December 2025, the Company entered into the New Non-exempt Framework Agreements with Yugang Coking and Jinma Energy to renew the Existing Framework Agreements and set the New Annual Caps for a term of three years commencing from 1 January 2026 and ending on 31 December 2028. The New Non-exempt Framework Agreements include the New Yugang Coking Supply Framework Agreement with Yugang Coking and (i) the New Sale of

By-products Framework Agreement; (ii) the New Purchase of Crude Coking Coal Gas Framework Agreement; (iii) the New Purchase of Crude Benzene Framework Agreement; (iv) the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement; and (v) the New Miscellaneous Purchases Framework Agreement with Jinma Energy.

Given (i) Yugang Coking is an associate of Mr. Wang Lijie, a director of the Company; and (ii) Jinma Energy is a substantial shareholder of the Company, both Yugang Coking and Jinma Energy are connected persons of the Company. Accordingly, the transactions contemplated under the New Non-exempt Framework Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

According to the letter from the Board in the Circular (the "**Board Letter**"), the New Non-exempt Framework Agreements and the Non-exempt Continuing Connected Transactions contemplated thereunder are subject to the annual review, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE INDEPENDENT BOARD COMMITTEE

An Independent Board Committee comprising all the independent non-executive Directors, namely Ms. Wong Yan Ki Angel, Mr. Di Zhigang and Ms. Leung Sin Yeng Winnie, has been established to advise the Independent Shareholders on the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions. We, First Shanghai Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

The Independent Shareholders should note that we were previously engaged as the independent financial adviser by Jinma Energy regarding (i) the spin-off and listing of the Company on the Main Board of the Stock Exchange as detailed in the circular of Jinma Energy dated 26 October 2023; and (ii) the continuing connected transactions of Jinma Energy with Maanshan Iron & Steel Company Limited (323 HK) as detailed in the circular of Jinma Energy dated 27 May 2025 (the "**Previous Engagements**"). Apart from normal professional fees paid or payable to us in connection with the Previous Engagements and this current engagement, we did not have any other relationships or interests with the Group within the past two years prior to the Latest Practicable Date. Given (i) our independent roles in the Previous Engagements and they were not for the Non-exempt Continuing Connected Transactions; (ii) none of the members of our parent group is a direct party to the New Non-exempt Framework Agreements; and (iii) our fee for this current engagement with the Company, in addition to that for the Previous Engagements, represented an insignificant percentage of revenue of our parent group, we consider the Previous Engagements would not affect our independence, and we consider

ourselves independent pursuant to rule 13.84 of the Listing Rules, to provide our advice and form our opinion in respect of the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions.

BASIS OF OUR ADVICE

In putting forth our opinion and recommendation, we have relied on the accuracy of the information and representations included in the Circular and provided to us by the management of the Group (the "**Management**"), and have assumed that all such information and representations made or referred to in the Circular and provided to us by the Management were true and accurate at the time they were made and continued to be true up to the Latest Practicable Date. During the course of our due diligence, we have reviewed, among other documents, the prospectus of the Company dated 12 December 2023, the annual report of the Company for the year ended 31 December 2024 (the "**2024 Annual Report**"), the interim report of the Company for the six months ended 30 June 2025, the relevant New Non-exempt Framework Agreements, sample transactions documents in relation to the Non-exempt Continuing Connected Transactions and relevant market information as further elaborated in our letter.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular the omission of which would make any such statement contained in the Circular, including this letter, misleading. We consider that we have reviewed sufficient information to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our advice. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and representations and opinions made to us untrue, inaccurate or misleading. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Management nor have we conducted any form of investigation into the business, affairs or future prospects of the Group and the Jinma Group. We consider that we have taken sufficient and necessary steps to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation regarding the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions, we have taken into consideration the following principal factors and reasons:

1. Background information on the Group

The Group is principally engaged in the production and sale of hydrogenated benzene-based chemicals, coal gas and LNG, the trading of LNG, refined oil and hydrogen, and the provision of other services, including the provision of steam. We understand that approximately 77% of the revenue of the Group for the year ended 31 December 2024 and for the six months ended 30 June 2025 were generated from refined chemicals (being hydrogenated benzene-based chemicals), while the majority of the remaining revenue were generated from energy products (including LNG and coal gas). In respect of the business development and financial performance of the Group, we note that the revenue of the Group (i) achieved an annual growth rate of approximately 33% for the year ended 31 December 2024 (being the latest full financial year) (the "**Latest Year Revenue Growth Rate**"); and (ii) achieved a compound annual growth rate of approximately 30% from the year ended 31 December 2020 to the year ended 31 December 2024 (the "**Five Year Revenue CAGR**").

According to the 2024 Annual Report, the Group sells all of its products in the PRC and has established a diversified customer base, where (i) in respect of hydrogenated benzene-based chemicals, major customers include nylon and fertilizer manufacturers, refined oil product manufacturers and other chemical companies; (ii) in respect of LNG, major customers include industrial users, trading customers and retail customers; and (iii) in respect of coal gas, major customers include industrial enterprises and resident users. As stated in the 2024 Annual Report, the general economic conditions in the PRC have affected the market price and demand for the products of the Group, hence we have reviewed the general economic information in the report titled *World Economic Outlook (October 2025)* (the "**IMF Report**") published by the International Monetary Fund (國際貨幣基金組織) (being a global organisation with 191 member countries) (the "**IMF**"), where the following table illustrates the expected performance of the macro environment in terms of annual percentage change of real gross domestic product ("**GDP**") according to the IMF Report and the relevant economic data published by the IMF.

	For the year ended 31 December					For the year ending 31 December			
	2020	**2021**	**2022**	**2023**	**2024**	**2025**	**2026**	**2027**	**2028**
World real GDP									
of which	-2.7%	+6.6%	+3.8%	+3.5%	+3.3%	+3.2%	+3.1%	+3.2%	+3.2%
– United States	-2.1%	+6.2%	+2.5%	+2.9%	+2.8%	+2.0%	+2.1%	+2.1%	+2.1%
– PRC	+2.3%	+8.6%	+3.1%	+5.4%	+5.0%	+4.8%	+4.2%	+4.2%	+4.0%

Source: Official website of the IMF

With reference to the above table, we understand that (i) the global economy was adversely impacted in year 2020 primarily due to the coronavirus pandemic, but recovered in the following years; and (ii) despite the ongoing trade policy uncertainties, the general economy of the PRC is still expected to continue to grow in the upcoming years.

2. Background information on Yugang Coking

Yugang Coking is held as to approximately 88% by Golden Fair Chemicals (Holdings) Limited, which is in turn indirectly wholly-owned by Mr. Wang Lijie (a non-executive director of the Company). The Yugang Coking Group is principally engaged in the processing of petroleum, coal and other fuel products.

3. Background information on Jinma Energy

Jinma Energy (6885 HK) directly and indirectly (through its wholly-owned subsidiary) holds in aggregate 75% of the total share capital of the Company. The Jinma Group is a leading coke producer and processor of coking by-products in the coking chemical industry in Henan province, the PRC. The Jinma Group operates a vertically integrated business model along the coking chemical value chain from coke production to the processing of coking by-products into refined chemicals and energy products.

4. Background of and reasons for the Non-exempt Continuing Connected Transactions

We are advised by the Management that the Group has been leveraging on the established relationships with the Yugang Coking Group and the Jinma Group through the Existing Framework Agreements to develop its businesses. Nonetheless, the Existing Framework Agreements will expire on 31 December 2025 and, given the Management aims to further capitalise on the aforementioned cooperation with the Yugang Coking Group and the Jinma Group, therefore the New Non-exempt Framework Agreements were entered into on 1 December 2025 to renew the Existing Framework Agreements for a further term of three years commencing from 1 January 2026 and ending on 31 December 2028.

In respect of the Non-exempt Continuing Connected Transactions under the New Non-exempt Framework Agreements, we understand:

- the New Yugang Coking Supply Framework Agreement with Yugang Coking facilitates the Group to sell its products (including coal gas and refined oil) to the Yugang Coking Group, where such transactions are revenue in nature to the Group;

- the New Sale of By-products Framework Agreement facilitates the Group to sell its By-products to the Jinma Group, where such transactions are revenue in nature to the Group;

- the New Purchase of Crude Coking Coal Gas Framework Agreement facilitates the Group to procure crude coking coal gas (being a principal raw material for the production of the energy products of the Group) from the Jinma Group;

- the New Purchase of Crude Benzene Framework Agreement facilitates the Group to procure crude benzene (being a raw material for the manufacture of the refined chemicals of the Group) from the Jinma Group;

- the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement facilitates the Group to procure the Coke Granule Coal Gas Raw Materials (being raw materials for the operation of the Coke Granule Coal Gas Facilities of the Group) from the Jinma Group; and

- the New Miscellaneous Purchases Framework Agreement facilitates the Group to procure the Miscellaneous Materials (being ancillary materials for the production processes of the Group) from the Jinma Group.

We note that the Non-exempt Continuing Connected Transactions are either revenue in nature or for the procurement of materials for the operations of the Group. In addition, we are advised by the Management that the New Non-exempt Framework Agreements provide the Group with the option, but do not impose an obligation on the Group, to transact with the Yugang Coking Group and the Jinma Group.

Moreover, regarding the New Purchase of Crude Coking Coal Gas Framework Agreement, we have reviewed the Prospectus and we note that the Prospectus stated that (i) since crude coking coal gas, which is one of the coking by-products of the coking process, needs to be delivered through pipelines, most crude coking coal gas producers often give priority to self-use, followed by sale to nearby subsidiaries for further processing; (ii) the pipelines of the Jinma Group, through which crude coking coal gas is delivered, are only connected to the facilities of the Group and, accordingly, the Jinma Group sells crude coking coal gas only to the Group, but not to any other third party; and (iii) there is no other set of pipelines in place for connecting the Group to any third party suppliers of crude coking coal gas, and it is thus likewise impractical for the Group to source from alternative suppliers (the "**Pipeline Background**"). We are advised by the Management that (i) the aforementioned Pipeline Background stated in the Prospectus remain valid from the Listing Date up to the Latest Practicable Date; and (ii) the entering into of the New Purchase of Crude Coking Coal Gas Framework Agreement allows the Group to reduce business risk through securing a stable supply of crude coking coal gas from the Jinma Group.

Having considered, in particular, (i) the Non-exempt Continuing Connected Transactions are either revenue in nature or for the procurement of materials for the operations of the Group; (ii) the Group has been leveraging on, and is expected to continue to leverage on, the transactions with the Yugang Coking Group and the Jinma Group for the ongoing business development of the Group; and (iii) the terms of the New Non-exempt Framework Agreements and the transactions contemplated thereunder in respect of the Non-exempt Continuing

Connected Transactions are fair and reasonable as discussed below, we are of the view that the entering into of the New Non-exempt Framework Agreements and the transactions contemplated thereunder in respect of the Non-exempt Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

5. Principal terms of the Non-exempt Continuing Connected Transactions

The principal terms of the Non-exempt Continuing Connected Transactions under the New Non-exempt Framework Agreements are set out in details in the Board Letter. We understand that (i) the pricing terms of the Non-exempt Continuing Connected Transactions (other than those under the New Purchase of Crude Coking Coal Gas Framework Agreement) with connected persons shall be no less favourable to the Group than those with independent third parties in the market; (ii) the pricing terms of the Non-exempt Continuing Connected Transactions under the New Purchase of Crude Coking Coal Gas Framework Agreement shall provide a reasonable profit margin for the Group; and (iii) the payments of the Non-exempt Continuing Connected Transactions with connected persons are to be settled on a monthly basis.

As part of the internal control measures of the Group, the auditor of the Company and the independent non-executive Directors had reviewed and will continue to review the Non-exempt Continuing Connected Transactions. We note from the two latest published annual reports of the Company that, in accordance with the Listing Rules, (i) the Company had engaged its auditor to report on the continuing connected transactions of the Group for each of the years ended 31 December 2023 and 2024 and the auditor of the Company issued unqualified letters in respect of such transactions; and (ii) the independent non-executive Directors had also reviewed the continuing connected transactions of the Group for each of the years ended 31 December 2023 and 2024 and confirmed that such transactions were, among other things, on normal commercial terms or on terms no less favourable than those entered into by independent third parties with the Group following the Listing Date. Further details of the internal controls on each category of the Non-exempt Continuing Connected Transactions are set out in the Board Letter.

In respect of our due diligence on pricing terms, we have reviewed three sets of sample transaction documents in connection with each category of the Non-exempt Continuing Connected Transactions (other than the one category under the New Purchase of Crude Coking Coal Gas Framework Agreement given its difference in pricing due to the Pipeline Background). The selection bases were to obtain samples covering three sets of transactions since the beginning of the latest full financial year (i.e. since 1 January 2024) with connected parties in respect of each category of the Non-exempt Continuing Connected Transactions (i.e. a total of 15 sets of transactions with connected parties given there are five categories of Non-exempt Continuing Connected Transactions, other than the one category under the New Purchase of Crude Coking Coal Gas Framework Agreement). For each set of the samples with connected parties, we have reviewed their corresponding quotation or transaction documents with independent third parties for the comparison of the terms. We understand that the terms

of these reviewed transactions had adhered to the aforementioned principal terms, where the pricing terms with connected parties were no less favourable to the Group than those with independent third parties. In particular, based on our work done, we note that (i) for the Non-exempt Continuing Connected Transactions involving sales of the Group, the unit prices with connected parties were no lower than those with independent third parties; (ii) for the Non-exempt Continuing Connected Transactions involving procurements of the Group, the unit prices with connected parties were no higher than those with independent third parties.

Regarding the pricing terms of the Non-exempt Continuing Connected Transactions under the New Purchase of Crude Coking Coal Gas Framework Agreement, we are advised by the Management that, given the aforementioned Pipeline Background stated in the Prospectus, the Group only procured crude coking coal gas from the Jinma Group in the recent period for the latest full financial year up to the Latest Practicable Date. In respect of our due diligence on the pricing terms of the Non-exempt Continuing Connected Transactions under the New Purchase of Crude Coking Coal Gas Framework Agreement, we note that the pricing terms of the Non-exempt Continuing Connected Transactions under the New Purchase of Crude Coking Coal Gas Framework Agreement shall provide a reasonable profit margin for the Group and we are advised by the Management that (i) the procurement of crude coking coal gas as raw material from the Jinma Group was for the manufacturing of all the products under the energy products segment of the Group; and (ii) through manufacturing with the crude coking coal gas procured from the Jinma Group, the energy products segment of the Group recorded segment profit margin for the recent financial periods. Accordingly, we have reviewed sample transaction documents of the Group during the latest full financial year, including three sample procurements of crude coking coal gas from the Jinma Group and three sample subsequent sales of coking coal gas to Independent Third Parties as advised by the Management, where we note that these samples represented margins ranged from approximately 20% to approximately 38% (based on dividing the difference between the sales unit price and the procurement unit price by the sales unit price). We have also reviewed the recent financial reports of the Group, where we note that (i) for the year ended 31 December 2024, the energy products segment of the Group, which accounted for approximately 19% of total revenue, recorded segment profit margin of approximately 16%, whereas the refined chemicals segment of the Group, which accounted for approximately 77% of total revenue, recorded segment loss and the trading segment of the Group, which accounted for approximately 4% of total revenue, recorded segment profit margin of approximately 6%; (ii) for the six months ended 30 June 2025, the energy products segment of the Group, which accounted for approximately 20% of total revenue, recorded segment profit margin of approximately 13%, whereas the refined chemicals segment of the Group, which accounted for approximately 77% of total revenue, recorded segment loss and the trading segment of the Group, which accounted for approximately 3% of total revenue, recorded segment profit margin of approximately 7%; and (iii) the energy products segment recorded the highest segment profit margin out of the three core business segments of the Group for the recent financial periods. In view of (i) the positive margins observed in our reviewed sample transactions; and (ii) the energy products segment recorded the highest segment profit margin out of the three core business segments of the Group, we consider the margins of the reviewed samples to be reasonable.

In respect of our sample review for the transactions under each of the six categories of the Non-exempt Continuing Connected Transactions, after taking into account (i) the coverage of our samples included transactions under every category of the Non-exempt Continuing Connected Transactions; (ii) the samples covered both sales transactions and purchase transactions of the Group; (iii) the samples covered a variety of product types; (iv) the sample size is in line with our usual practice; and (v) our samples were from a recent period, i.e. since the beginning of the latest full financial year, we consider our sample coverage for the Non-exempt Continuing Connected Transactions to be representative and have facilitated us to assess the internal control measures of the Group.

In respect of our due diligence on the credit terms, we have reviewed the 2024 Annual Report, where we note that (i) for the trade receivables of the Group, the normal credit term to the customers are within 60 days; and (ii) for the trade payables of the Group, the normal credit term to the Group are within 60 days. Hence, we consider the settlement of the payments of the Non-exempt Continuing Connected Transactions on a monthly basis to be within the normal credit terms of the Group and acceptable.

In respect of the internal control measures of the Group, based on our aforementioned work done, including our review of a total of 18 sets of samples (i.e. 3 sets for each of the six categories) of the Non-exempt Continuing Connected Transactions, we understand, among other things, (i) the pricing terms of the Non-exempt Continuing Connected Transactions (other than those under the New Purchase of Crude Coking Coal Gas Framework Agreement) with connected persons were no less favourable to the Group than those with independent third parties; (ii) the pricing terms of the Non-exempt Continuing Connected Transactions under the New Purchase of Crude Coking Coal Gas Framework Agreement provided a reasonable profit margin for the Group; and (iii) the internal control measures of the Group are sufficient, in place and effective.

Having considered, in particular, (i) our review of the principal terms of the Non-exempt Continuing Connected Transactions, where the pricing terms with connected persons shall be no less favourable than those with independent third parties or with a reasonable profit margin; (ii) our review of sample transactions in respect of every category of the Non-exempt Continuing Connected Transactions; (iii) the settlement of the payments of the Non-exempt Continuing Connected Transactions on a monthly basis is within the normal credit term of the Group; (iv) the internal control measures of the Group, particularly the review and comparison of the terms with independent third parties; and (v) our understanding of the positive track record of compliance where the independent auditors of the Company and the independent non-executive Directors had reviewed and will continue to review the Non-exempt Continuing Connected Transactions, we are of the view that the internal control measures of the Group are sufficient, in place and effective and the terms of the New Non-exempt Framework Agreements and the transactions contemplated thereunder in respect of the Non-exempt Continuing Connected Transactions are on normal commercial terms or better and are fair and reasonable so far as the Independent Shareholders are concerned.

6. Historical transaction amounts and New Annual Caps in respect of the Non-exempt Continuing Connected Transactions

In respect of the Non-exempt Continuing Connected Transactions under the New Non-exempt Framework Agreements, the following table sets out the relevant historical transaction amounts for each of the years ended 31 December 2023 and 2024 and the ten months ended 31 October 2025 as well as the respective New Annual Caps for each of the years ending 31 December 2026, 2027 and 2028 as advised by the Management:

	Historical transaction amounts			**New Annual Caps**		
	For the year ended 31 December 2023[#]	**For the year ended 31 December 2024**	**For the ten months ended 31 October 2025**	**For the year ending 31 December 2026**	**2027**	**2028**
	RMB million	*RMB million*	*RMB million*	*RMB million*	*RMB million*	*RMB million*
New Yugang Coking Supply Framework Agreement	19.8	13.6	0.0	43.0	43.0	43.0
New Sale of By-products Framework Agreement	39.0	36.6	17.8	66.0	66.0	66.0
New Purchase of Crude Coking Coal Gas Framework Agreement	377.1	377.5	325.6	530.0	530.0	530.0
New Purchase of Crude Benzene Framework Agreement	210.9	234.2	136.0	261.0	261.0	261.0
New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement	20.5	13.6	6.3	93.0	93.0	93.0
New Miscellaneous Purchases Framework Agreement	3.8	4.0	3.4	6.6	6.6	6.6

[#]*Note:* Despite the Listing Date was on 20 December 2023, the transaction amount covered the full financial year period from 1 January 2023 to 31 December 2023.

(i) New Annual Caps for the New Yugang Coking Supply Framework Agreement

We have reviewed the relevant historical transaction amounts and the New Annual Caps for the New Yugang Coking Supply Framework Agreement and we note that:

- the historical transaction amounts for each of the years ended 31 December 2023 and 2024 was approximately RMB20 million and approximately RMB14 million, respectively;

- the historical transaction amount for the ten months ended 31 October 2025 was approximately RMB40,000, where such significant reduction as compared with the amounts for the years ended 31 December 2023 and 2024 was mainly because the delay in business development plans of the Yugang Coking Group that was originally scheduled as stated in the Board Letter; and

- the New Annual Caps are RMB43 million for each of the years ending 31 December 2026, 2027 and 2028.

We have discussed with the Management and we are advised by the Management that factors considered for the determination of the New Annual Caps include (i) the ongoing business development of the Group, where the Group aims to deepen its co-operation with the Yugang Coking Group and generate more revenue through the sale of coal gas to the Yugang Coking Group; (ii) the scale of the business of the Group; and (iii) the expansion of the business of the Yugang Coking Group.

In respect of the scale of the coal gas business of the Group, we note from the 2024 Annual Report that (i) the total revenue of the Group was approximately RMB3,102 million for the year ended 31 December 2024 (the "**2024 Total Revenue**"), where the New Annual Cap of approximately RMB43 million is only approximately 1% of the 2024 Total Revenue; and (ii) the revenue of the Group from coal gas was approximately RMB444 million for the year ended 31 December 2024 (the "**2024 Total Coal Gas Revenue**"), where the New Annual Cap of approximately RMB43 million is only approximately 10% of the 2024 Total Coal Gas Revenue.

In respect of the expansion of the business of the Yugang Coking Group, we have discussed with and we are advised by the Management that the higher New Annual Cap as compared with the historical transaction amounts is also attributable to the expansion of the production facilities of the Yugang Coking Group which increases its demand of coal gas as a raw material for the production of photovoltaic glass. The New Annual Cap of RMB43 million is based on the expected sales volume of around 43 million m^3 of coal gas with the assumed unit price of RMB0.96. In respect of the expected sales volume, we are advised by the Management that it is based on a coal gas demand estimation dated 7 November 2025 provided by the Yugang Coking Group, hence we have reviewed the estimation and we were given to understand that the expected sales volume is in line with the coal gas demand estimation under the scenario that the second phase project would double coal gas demand. In respect of the assumed unit price, we are advised by the Management that it is based on actual unit price

transacted during the past year, hence we have reviewed the relevant sample transaction of the Group and we note that the assumed unit price is in line with that in the sample transaction. In view of the fact that the assumed unit price is in line with the actual unit price transacted during the past year based on our review, we consider the adoption of such assumed unit price to be fair and reasonable for the purpose of determining the New Annual Caps.

Taking into account, in particular, (i) the New Annual Caps provide flexibility for the sale of coal gas to the Yugang Coking Group, which is revenue in nature to the Group; (ii) the New Annual Cap is only approximately 1% of the 2024 Total Revenue and approximately 10% of the 2024 Total Coal Gas Revenue; (iii) the increase in demand of coal gas by the Yugang Coking Group due to the expansion of production facilities; and (iv) the assumed unit price is in line with the actual unit price transacted during the past year, we consider the New Annual Caps for the New Yugang Coking Supply Framework Agreement to be fair and reasonable so far as the Independent Shareholders are concerned.

(ii) New Annual Caps for the New Sale of By-products Framework Agreement

We have reviewed the relevant historical transaction amounts and the New Annual Caps for the New Sale of By-products Framework Agreement and we note that:

- the historical transaction amount for each of the years ended 31 December 2023 and 2024 was approximately RMB28 million and RMB37 million, respectively;

- the historical transaction amount for the ten months ended 31 October 2025 was approximately RMB18 million, representing an annualised amount for the year ending 31 December 2025 of approximately RMB21 million, where the reduction as compared with the amount for the year ended 31 December 2024 was mainly because the drop in the average price of heavy benzol by approximately 30% for the ten months ended 31 October 2025 as stated in the Board Letter; and

- the New Annual Caps are RMB66 million for each of the years ending 31 December 2026, 2027 and 2028.

We have discussed with the Management and we are advised by the Management that factors considered for the determination of the New Annual Caps include (i) the ongoing business development of the Group, where the Group aims to deepen its co-operation with the Jinma Group and generate more revenue through the sale of By-products to the Jinma Group; (ii) the scale of the business of the Group; and (iii) the expansion of the businesses of the Jinma Group and the Group.

In respect of the scale of the business of the Group, we note from the 2024 Annual Report that the 2024 Total Revenue of the Group was approximately RMB3,102 million, where the New Annual Cap for the New Sale of By-products Framework Agreement of approximately RMB66 million is only approximately 2% of the 2024 Total Revenue.

In respect of the expansion of businesses, we note from the Board Letter that (i) the Jinma Group is expecting to expand its processing capacity of coal tar by 100% from year 2026, where heavy benzol (being a By-product) is a raw material for the production of coal-tar based chemicals; and (ii) the Group is expecting to expand its production capacity of LNG by 30% from year 2026, resulting in the production of steam (being a By-product). In relation to the aforesaid, we have reviewed the relevant historical transaction amount with the Jinma Group for the latest full financial year and we note that (i) the sale of heavy benzol amounted to approximately RMB27 million and the sale of LNG amounted to approximately RMB9 million for the year ended 31 December 2024 as advised by the Management; and (ii) if such sale of heavy benzol increase by 100% and sale of LNG increase by 30% as described, the aggregate sales amount would be approximately RMB66 million, being the amount of the New Annual Cap.

Taking into account, in particular, (i) the New Annual Caps provide flexibility for the sale of By-products to the Jinma Group, which is revenue in nature to the Group; (ii) the New Annual Cap is only approximately 2% of the 2024 Total Revenue; (iii) the expected increase in demand of the Jinma Group for heavy benzol along with its expansion in the processing capacity of coal tar by 100% from year 2026; and (iv) the expansion of production capacity of LNG, which would result in an increase in the production of steam as a By-product, of the Group by 30% from year 2026, we consider the New Annual Caps for the New Sale of By-products Framework Agreement to be fair and reasonable so far as the Independent Shareholders are concerned.

(iii) New Annual Caps for the New Purchase of Crude Coking Coal Gas Framework Agreement

We have reviewed the relevant historical transaction amounts and the New Annual Caps for the New Purchase of Crude Coking Coal Gas Framework Agreement and we note that:

- the historical transaction amount for each of the years ended 31 December 2023 and 2024 maintained at approximately RMB377 million and RMB378 million, respectively;

- the historical transaction amount for the ten months ended 31 October 2025 was approximately RMB326 million, representing an annualised amount for the year ending 31 December 2025 of approximately RMB391 million, where such annualised amount represents an annual increase of approximately 3% as compared with the historical transaction amount for the year ended 31 December 2024; and

- the New Annual Caps are RMB530 million for each of the years ending 31 December 2026, 2027 and 2028.

We note from the Board Letter that the Group historically purchased the majority of its crude coking coal gas from the Jinma Group in view of, among other things, the Jinma Group has an adequate and stable supply of crude coking coal gas, therefore the Group will continue to source crude coking coal gas from the Jinma Group as a raw material for the production of coal gas.

We have discussed with and we are advised by the Management that factors considered for the determination of the New Annual Caps include the potential demand of crude coking coal gas in view of (i) the historical transaction amounts; (ii) the ongoing business development of the Group; and (iii) the business expansion of the Jinma Group.

In respect of the ongoing business development of the Group, we note that the Group recorded the Latest Year Revenue Growth Rate of approximately 33% and the Five Year Revenue CAGR of approximately 30% as aforementioned. We understand the aforementioned achieved growth rates illustrates the potential increase in demand of raw materials by the Group.

In respect of the business development of the Jinma Group, we understand from the Board Letter that the Jinma Group intends to acquire additional coke production capacities, which, if materialises, is expected to result in an increase in production of crude coking coal gas as a by-product by the Jinma Group, which in turn would increases the volume of crude coking coal gas that can be purchased by the Group.

The New Annual Cap is derived from (i) the expected procurement volume of 770 million m^3; and (ii) the assumed unit price of RMB0.69 per m^3. In respect of the procurement volume, we note that (i) the procurement volume from the Jinma Group was approximately 517 million m^3 for the ten months ended 31 October 2025, representing an annualised volume of approximately 620 million m^3 for the year ending 31 December 2025; and (ii) the expected procurement volume is approximately 25% higher than the aforementioned annualised procurement volume, where such growth rate is close to but no higher than the Five Year Revenue CAGR of approximately 30%. In respect of the assumed unit price, we have reviewed the document titled 關於對2026年集團公輔產品及中間化產品定價的通知 (The Notice regarding the Pricing of Public auxiliary products and intermediate chemical products of the Group in Year 2026) published by Jinma Energy in November 2025 (the "**Jinma Pricing Notice**"), which, as advised by the Management, is a notice regarding the indicative product unit prices for a variety of products of Jinma Energy from 1 January 2026 onwards. We understand that the Jinma Pricing Notice mentioned that the unit price of crude coking coal gas is RMB0.69 per m^3 as advised by the Management, where we note that the assumed unit price is in line with the unit price in the Jinma Pricing Notice. In view of (i) the assumed unit price is in line with the unit price in the Jinma Pricing Notice; (ii) the actual average unit price for the ten months ended 31 October 2025 was approximately RMB0.63 per m^3, where the assumed unit price of RMB0.69 per m^3 represents a buffer of no more than 10% as compared with the aforementioned recent actual average unit price; and (iii) the potential volatility of unit price, where we note that the actual average unit price for the ten months ended 31 October

2025 was approximately 5% higher than that for the year ended 31 December 2024, we consider the adoption of such assumed unit price to be fair and reasonable for the purpose of determining the New Annual Caps.

Taking into account, in particular, (i) the New Annual Caps provide the flexibility but not an obligation to the Group for the procurement of crude coking coal gas from the Jinma Group, where crude coking coal gas is a principal raw material for the production of the energy products of the Group; (ii) the expected procurement volume is approximately 25% higher than the annualised volume for the year ending 31 December 2025, where such growth rate is close to but no higher than the Five Year Revenue CAGR; and (iii) the assumed unit price is in line with the unit price in the Jinma Pricing Notice and represents a buffer of no more than 10% as compared with the recent actual average unit price, we consider the New Annual Caps for the New Purchase of Crude Coking Coal Gas Framework Agreement to be fair and reasonable so far as the Independent Shareholders are concerned.

(iv) New Annual Caps for the New Purchase of Crude Benzene Framework Agreement

We have reviewed the relevant historical transaction amounts and the New Annual Caps for the New Purchase of Crude Benzene Framework Agreement and we note that:

- the historical transaction amount for the year ended 31 December 2024 was approximately RMB234 million (the "**2024 Crude Benzene Transaction Amount**"), representing an annual growth of approximately 11% as compared with that for the year ended 31 December 2023 of approximately RMB211 million (the "**2024 Crude Benzene Annual Growth Rate**");

- the historical transaction amount for the ten months ended 31 October 2025 was approximately RMB136 million, representing an annualised amount for the year ending 31 December 2025 of approximately RMB163 million, where such annualised amount represents an annual decrease of approximately 30% as compared with the historical transaction amount for the year ended 31 December 2024 due to the substantial decrease in the average price of crude benzene as stated in the Board Letter; and

- the New Annual Caps are RMB261 million for each of the years ending 31 December 2026, 2027 and 2028.

We note that, according to the 2024 Annual Report, the Group purchased crude benzene from a number of suppliers located in Henan and Shanxi provinces in the PRC, where the procurement from the Jinma Group accounted for approximately 10% of the total purchases of crude benzene of the Group during the year ended 31 December 2024. Hence we have discussed and are advised by the Management that, based on the aforesaid, the procurement amount of crude benzene from the Jinma Group has substantial potential to increase if the Group procures from the Jinma Group rather than from other parties.

Despite the annualised amount for the year ending 31 December 2025 represents a decrease as compared with the historical transaction amount for the year ended 31 December 2024, it was due to the substantial decrease in the average price of crude benzene, where the price of crude benzene may recover to around the level recorded in year 2024 in the coming future. We also note that the New Annual Cap of RMB261 million represents a growth of approximately 11% as compared with the 2024 Crude Benzene Transaction Amount, which is (i) in line with the 2024 Crude Benzene Annual Growth Rate of approximately 11%; and (ii) no higher than the Latest Year Revenue Growth Rate of approximately 33% and the Five Year Revenue CAGR of approximately 30%.

The New Annual Cap is derived from (i) the expected procurement volume of 42,000 tonnes; and (ii) the assumed unit price of RMB6,200 per tonne. In respect of the procurement volume, we note that (i) the procurement volume from the Jinma Group was approximately 28,036 tonnes for the ten months ended 31 October 2025, representing an annualised volume of approximately 33,643 tonnes for the year ending 31 December 2025; and (ii) the expected procurement volume is approximately 25% higher than the aforementioned annualised procurement volume, where such growth rate is close to but no higher than the Five Year Revenue CAGR of approximately 30%. In respect of the assumed unit price, we have reviewed sample unit price of transaction between the Group and the Jinma Group during the latest full financial year, which was approximately RMB6,580 per tonne. In view of the fact that the assumed unit price is no higher than the actual unit price transacted during the latest full financial year based on our review, we consider the adoption of such assumed unit price to be fair and reasonable for the purpose of determining the New Annual Caps.

Taking into account, in particular, (i) the New Annual Caps provide the flexibility but not an obligation to the Group for the procurement of crude benzene from the Jinma Group, where crude benzene is a raw material for the manufacture of the refined chemicals of the Group; (ii) the procurement amount of crude benzene from the Jinma Group has substantial potential to increase given the procurement from the Jinma Group accounted for approximately 10% of the total purchases of crude benzene of the Group during the year ended 31 December 2024; (iii) the New Annual Cap of RMB261 million represents a growth of approximately 11% as compared with the 2024 Crude Benzene Transaction Amount, which is in line with the 2024 Crude Benzene Annual Growth Rate of approximately 11%; (iv) the expected procurement volume is approximately 25% higher than the annualised procurement volume for the year ending 31 December 2025, where such growth rate is close to but no higher than the Five Year Revenue CAGR; and (v) the assumed unit price is no higher than the sample unit price transacted during the latest full financial year, we consider the New Annual Caps for the New Purchase of Crude Benzene Framework Agreement to be fair and reasonable so far as the Independent Shareholders are concerned.

(v) New Annual Caps for the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement

We have reviewed the relevant historical transaction amounts and the New Annual Caps for the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement and we note that:

- the historical transaction amount for each of the years ended 31 December 2023 and 2024 was approximately RMB21 million and RMB14 million, respectively;

- the historical transaction amount for the ten months ended 31 October 2025 was approximately RMB6 million, representing an annualised amount for the year ending 31 December 2025 of approximately RMB8 million; and

- the New Annual Caps are RMB93 million for each of the years ending 31 December 2026, 2027 and 2028.

As stated in the Board Letter, (i) the Coke Granule Coal Gas Raw Materials are raw materials used for the operation of the Coke Granule Coal Gas Facilities which produce coal gas (being a primary raw material for LNG, which is a major product of the Group); (ii) since December 2023, the cost of sourcing coal gas directly from external suppliers has been lower than the production costs, therefore the Group has significantly reduced the operation of the Coke Granule Coal Gas Facilities to produce coal gas; and (iii) since the price and availability of externally sourced coal gas are subject to market fluctuations and, if the cost of sourcing coal gas exceeds the cost of production, the Group would consider increasing the operations of its Coke Granule Coal Gas Facilities, which would require the Coke Granule Coal Gas Raw Materials.

We are advised by the Management that the New Annual Cap of RMB93 million is calculated based on the possible purchase of (i) coke granules of approximately 43,200 tonne at the assumed unit price of RMB1,415 per tonne, resulting in approximately RMB61 million; (ii) steam of approximately 172,800 tonne at the assumed unit price of RMB138 per tonne, resulting in approximately RMB24 million; and (iii) oxygen of approximately 19 million m^3 at the assumed unit price of RMB0.4 per m^3, resulting in approximately RMB8 million, where the remaining required materials would be purchased from Independent Third Parties. In respect of the aforesaid procurement volumes (i) the procurement volume of coke granules assumed the operation of two furnaces at the Coke Granule Coal Gas Facilities as advised by the Management, where we also note that such volume is no higher than that assumed in the Prospectus for the existing annual caps; and (ii) the procurement volumes of steam and oxygen are based on proportions to that of coke granules as advised by the Management, where we note that such proportions of steam and oxygen are no higher than the actual proportion of volume procured during the latest full financial year. In respect of the aforesaid assumed unit prices, we have reviewed and noted that (i) the assumed unit price for coke granules is based on the prevailing price in year 2024, where the assumed unit price was comparable with the unit prices in sample transactions during the latest full financial year; and (ii) the assumed unit

prices for steam and oxygen are comparable with the corresponding actual average unit prices transacted with the Jinma Group for the year ended 31 December 2024. Based on the aforesaid, we consider the possible purchase volumes and assumed unit prices to be fair and reasonable for the purpose of determining the New Annual Caps.

Taking into account, in particular, (i) the New Annual Caps provide the flexibility but not an obligation to the Group for the procurement of the Coke Granule Coal Gas Raw Materials from the Jinma Group, where the Coke Granule Coal Gas Raw Materials are raw materials for the operation of the Coke Granule Coal Gas Facilities of the Group; (ii) if the cost of sourcing coal gas exceeds the cost of production, the Group may switch from procuring crude coking coal gas to producing coal gas with its Coke Granule Coal Gas Facilities; and (iii) our review of the possible purchase volumes and assumed unit prices for the relevant raw materials, we consider the New Annual Caps for the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement to be fair and reasonable so far as the Independent Shareholders are concerned.

(vi) New Annual Caps for the New Miscellaneous Purchases Framework Agreement

We have reviewed the relevant historical transaction amounts and the New Annual Caps for the New Miscellaneous Purchases Framework Agreement and we note that:

- the historical transaction amount for each of the years ended 31 December 2023 and 2024 mainly at approximately RMB4 million;

- the historical transaction amount for the ten months ended 31 October 2025 was approximately RMB3 million, representing an annualised amount for the year ending 31 December 2025 of approximately RMB4 million; and

- the New Annual Caps are approximately RMB7 million for each of the years ending 31 December 2026, 2027 and 2028.

We have discussed with the Management and we are advised by the Management that the procurement amount of the Miscellaneous Materials from the Jinma Group is very minor as compared with its total purchase, nonetheless the Miscellaneous Materials are ancillary materials for the production processes of the Group. We note that the transaction amount for the year ended 31 December 2024 already represents more than half of the New Annual Cap. In addition, the total purchase of the Group was approximately RMB2,916 million (the "**2024 Total Purchase Amount**") as advised by the Management, where we note that the New Annual Cap merely represents less than 0.25% of the 2024 Total Purchase Amount.

Taking into account, in particular, (i) the New Annual Caps provide the flexibility but not an obligation to the Group for the procurement the Miscellaneous Materials from the Jinma Group; (ii) the procurement amount of the Miscellaneous Materials from the Jinma Group is very minor as compared with its total purchase, nonetheless the Miscellaneous Materials are ancillary materials for the production processes of the Group; (iii) the transaction amount for

the year ended 31 December 2024 already represents more than half of the New Annual Cap; and (iv) the New Annual Cap merely represents less than 0.25% of the 2024 Total Purchase Amount, we consider the New Annual Caps for the New Miscellaneous Purchases Framework Agreement to be fair and reasonable so far as the Independent Shareholders are concerned.

RECOMMENDATION

Having considered the above principal factors and reasons, we are of the opinion that the the New Non-exempt Framework Agreements and the transactions contemplated thereunder in respect of the Non-exempt Continuing Connected Transactions are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole. We are also of the opinion that the terms of the New Non-exempt Framework Agreements and the transactions contemplated thereunder in respect of the Non-exempt Continuing Connected Transactions are on normal commercial terms or better and, together with the New Annual Caps, are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves advise, the Independent Shareholders to vote in favour of the resolutions to approve the New Non-exempt Framework Agreements, the transactions contemplated thereunder and the New Annual Caps in respect of the Non-exempt Continuing Connected Transactions at the EGM.

Yours faithfully,
For and on behalf of
First Shanghai Capital Limited

Kenneth Yam	**Roger Tang**
Executive Director	*Director*

Note: Mr. Kenneth Yam is a Responsible Officer and Mr. Roger Tang is a Representative of Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Kenneth Yam and Mr. Roger Tang have more than 13 and 18 years of experience in the corporate finance industry, respectively. Both of them have participated in the provision of independent financial advisory services for numerous connected transactions involving listed companies in Hong Kong.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. INTERESTS OF DIRECTORS, CHIEF EXECUTIVE AND SUPERVISORS IN SECURITIES

As at the Latest Practicable Date, the interests and short positions of the Directors, chief executives and supervisors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (as if it were also applicable to the supervisors of the Company) were as follows:

Interests in the Company

As at the Latest Practicable Date, none of the Directors, chief executives and supervisors of the Company had an interest or short position in the shares, underlying shares or debentures of the Company that was recorded in the register required to be kept pursuant to section 352 of the SFO, or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Interests in associated corporation

Interests in Jinma Energy

	Nature of interest	Description of securities	Number of shares[(Note 1)]	Approximate percentage of shareholding[(Note 2)]
Mr. Yiu Chiu Fai	Interest in controlled corporation[(Note 3)]	H shares	162,000,000 (L)	30.26%
	Beneficial owner	H shares	2,681,000 (L)	0.50%
Mr. Wang Lijie	Interest in controlled corporation[(Note 4)]	H shares	42,900,000 (L)	8.01%

Notes:

1. The letter "L" denotes the person's long position in such shares.

2. The calculation is based on the total number of 535,421,000 shares of Jinma Energy in issue, all of which are H shares.

3. As at the Latest Practicable Date, Mr. Yiu Chiu Fai (a non-executive Director) is the legal and beneficial owner of the entire issued share capital of Golden Star Chemicals (Holdings) Limited, which in turn holds 100% of the issued share capital of Jinma Coking (BVI) Limited, and which in turn holds 100% of the issued share capital of Jinma Energy (Hong Kong) Limited. Jinma Energy (Hong Kong) Limited holds approximately 30.26% of the issued share capital of Jinma Energy. Accordingly, Mr. Yiu Chiu Fai is deemed to be interested Jinma Energy's interests held by Jinma Energy (Hong Kong) Limited by virtue of the SFO.

4. As at the Latest Practicable Date, Mr. Wang Lijie (a non-executive Director) is the legal and beneficial owner of 33.44% of the equity interest in Jiyuan Jinma Xingye Investment Co., Ltd.* (濟源市金馬興業投資有限公司), which in turn holds 8.01% of the issued share capital of Jinma Energy. Accordingly, Mr. Wang Lijie is deemed to be interested in the interest of Jiyuan Jinma Xingye Investment Co., Ltd.* (濟源市金馬興業投資有限公司) in Jinma Energy by virtue of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, the chief executive nor the supervisors had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was recorded in the register required to be kept pursuant to section 352 of the SFO, or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

The register of substantial Shareholders maintained by the Company pursuant to section 336 of the SFO (including interests filed with the Stock Exchange) shows that, as at the Latest Practicable Date, the following persons (other than the Directors, the chief executives and the supervisors) had the following interests and short positions (if any) in the shares and underlying shares of the Company:

Name	Nature of Interest	Description of securities	Number of shares*(Note 1)*	Approximate percentage of shareholding in the total share capital of the Company*(Note 2)*
Jinma Energy	Beneficial owner	H shares	713,380,000 (L)	74.65%
	Interests in controlled corporation*(Note 3)*	H shares	3,350,000 (L)	0.35%

Notes:

1. The letter "L" denotes the entity's long position in such shares.

2. The percentage is calculated based on the total share capital of the Company, being 955,640,000 H shares.

3. Shanghai Jinma Energy Sources Co., Ltd.* (上海金馬能源有限公司) is wholly-owned by Jinma Energy. Accordingly, Jinma Energy is deemed to be interested in the interest of Shanghai Jinma Energy Sources Co., Ltd.* in the Company by virtue of the SFO.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors or the chief executive of the Company, there was no other person, other than the Directors, the chief executives or supervisors of the Company and (in the case of the other members of the Group) other than the Company, who had an interest or short position in the shares and underlying shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital that carries rights to vote in all circumstances at general meetings of any other member of the Group.

As at the Latest Practicable Date, so far as was known to the Directors, the following Director held office with the substantial Shareholders of the Company set out above:

Name of Director	**Position held in the relevant substantial Shareholders of the Company**
Mr. Yiu Chiu Fai	Non-executive director and chairman of the board of directors of Jinma Energy
Mr. Wang Lijie	Executive director and deputy general manager of Jinma Energy

4. DIRECTORS' SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors has entered into any service contract with the Group, which is not expiring or determinable by the Group within one year without payment of compensation (other than the payment of statutory compensation).

5. DIRECTORS' INTERESTS

(i) As at the Latest Practicable Date, none of the Directors was interested, directly or indirectly, in any assets which, since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up, had been acquired or disposed of by or leased to any members of the Group, or were proposed to be acquired or disposed of by or leased to any members of the Group.

(ii) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or any of their respective close associates had any interest in a business which competed or might compete with the business of the Company.

7. MATERIAL ADVERSE CHANGE

The Directors do not consider that there has been any material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Company were made up.

8. QUALIFICATION OF EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained in this circular.

Name	Qualification
First Shanghai Capital Limited	A corporation licenced to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, the Independent Financial Adviser had no shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group.

As at the Latest Practicable Date, the Independent Financial Adviser had no direct or indirect interest in any asset which had, since 31 December 2024 (being the date to which the latest published audited financial statements of the Company were made up), been acquired or disposed of by, or leased to, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and references to its name, in the form and context in which they respectively appear. The letter of the Independent Financial Adviser contained herein was issued on 16 December 2025 and was made by the Independent Financial Adviser for incorporation in this circular.

9. MISCELLANEOUS

In the event of any inconsistency, other than the Chinese names of the entities mentioned in this circular and their English translations, the English text of this circular shall prevail over the Chinese text.

10. DOCUMENT ON DISPLAY

Copies of each of the New Non-exempt Framework Agreements will be published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (https://www.jyqhhg.com) for a period of 14 days from the date of this circular.

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河南金源氫化化工股份有限公司

Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2502)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Henan Jinyuan Hydrogenated Chemicals Co., Ltd.* (the "**Company**") will be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Wednesday, 31 December 2025 at 10:00 a.m. for the purposes of considering and, if thought fit, approving the matters set out below. Unless otherwise specified, capitalised terms defined in the circular of the Company dated 16 December 2025 (the "**Circular**") shall have the same meanings when used herein.

The Company reminds all shareholders of the Company (the "**Shareholders**") that physical attendance in person at EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

ORDINARY RESOLUTIONS

1. To consider, confirm and approve the New Sale of By-products Framework Agreement, the transactions contemplated thereunder and the relevant New Annual Caps, as set out in the Circular.

2. To consider, confirm and approve the New Purchase of Crude Coking Coal Gas Framework Agreement, the transactions contemplated thereunder and the relevant New Annual Caps, as set out in the Circular.

3. To consider, confirm and approve the New Purchase of Crude Benzene Framework Agreement, the transactions contemplated thereunder and the relevant New Annual Caps, as set out in the Circular.

4. To consider, confirm and approve the New Purchase of Coke Granule Coal Gas Raw Materials Framework Agreement, the transactions contemplated thereunder and the relevant New Annual Caps, as set out in the Circular.

5. To consider, confirm and approve the New Miscellaneous Purchases Framework Agreement, the transactions contemplated thereunder and the relevant New Annual Caps, as set out in the Circular.

6. To consider, confirm and approve the New Yugang Coking Supply Framework Agreement, the transactions contemplated thereunder and the relevant New Annual Caps, as set out in the Circular.

By order of the Board
Henan Jinyuan Hydrogenated Chemicals Co., Ltd.*
Wang Zengguang
Executive Director

Hong Kong, 16 December 2025

Notes:

(A) The Company will not process registration of transfers of the H shares of the Company (the "**H Shares**") from Wednesday, 24 December 2025 to Wednesday, 31 December 2025 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company's H-share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (the "**Company's H-Share Registrar**") on Wednesday, 31 December 2025 are entitled to attend and vote at the EGM following completion of the registration procedures.

To qualify for attendance and voting at the EGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar, not later than 4:30 p.m. on Tuesday, 23 December 2025. The address of the Company's H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-16, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

(B) Each holder of H Shares entitled to attend and vote at the EGM may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company (the "**Shareholder**"). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.

(C) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a "**power of attorney**"). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.

(D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.

(E) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.

(F) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

As at the date of this announcement, the executive Directors of the Company are Mr. Wang Zengguang and Mr. Qiao Erwei; the non-executive Directors are Mr. Yiu Chiu Fai, Mr. Wang Kaibao and Mr. Wang Lijie; and the independent non-executive Directors are Ms. Wong Yan Ki Angel, Mr. Di Zhigang and Ms. Leung Sin Yeng Winnie.

* *For identification purposes only*