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

If you have sold or transferred all your shares in **China Coal Energy Company Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

中煤

CHINA COAL ENERGY COMPANY LIMITED*

中國中煤能源股份有限公司

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

(Stock code: 01898)

2025 ANNUAL GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

Gram Capital Limited
嘉林資本有限公司

The AGM of the Company is to be held at 3:00 p.m. on Friday, 26 June 2026 at China Coal Building, No. 1 Huangsidajie, Chaoyang District, Beijing, the PRC, and the notice of the AGM is set out on pages N-1 to N-4 of this circular.

If you intend to appoint a proxy to attend the AGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof, and deposit it with Computershare Hong Kong Investor Services Limited, the H Shares registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of holders of H Shares); or to the registered office of the Company at No. 1 Huangsidajie, Chaoyang District, Beijing, 100120, the PRC (in the case of holders of A Shares). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

* *For identification purpose only*

29 May 2026

TABLE OF CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 5

LETTER FROM THE INDEPENDENT BOARD COMMITTEE 30

LETTER FROM GRAM CAPITAL 32

APPENDIX I – GENERAL INFORMATION I-1

NOTICE OF ANNUAL GENERAL MEETING N-1

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the 2025 annual general meeting of the Company to be held at 3:00 p.m. on Friday, 26 June 2026 at China Coal Building, No. 1 Huangsidajie, Chaoyang District, Beijing, the PRC
"A Share(s)"	the ordinary share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange and traded in RMB
"associate"	has the meaning ascribed to it under the Hong Kong Listing Rules and the SSE Listing Rules
"Board"	the board of Directors of the Company
"China Coal Finance Company"	China Coal Finance Co., Ltd.* (中煤財務有限責任公司), a limited liability company incorporated under the laws of the PRC and a subsidiary of the Company
"CNCDC"	China National Coal Development Co., LTD.* (中國煤炭開發有限責任公司), a limited liability company incorporated under the laws of the PRC and a wholly-owned subsidiary of the Company
"Company"	China Coal Energy Company Limited* (中國中煤能源股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange under the stock code of 01898 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code of 601898
"connected person"	has the meaning ascribed to it under the Hong Kong Listing Rules
"controlling shareholder"	has the meaning ascribed to it under the Hong Kong Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries

"Guoyuan"	Guoyuan Times Coal Asset Management Co., Ltd., a state-owned enterprise established under the laws of the PRC, is a central enterprise coal asset management platform. As at the Latest Practicable Date, it was a 29% participating company of China Coal Group through its subsidiary China Coal Resources Development Group Company Limited
"H Share(s)"	the share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited amended from time to time
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Independent Board Committee"	an independent Board committee comprising all of the independent non-executive Directors, who have no material interest in the Non-exempt Continuing Connected Transactions, namely Mr. Jing Fengru, Ms. Zhan Yanjing and Mr. James Kong Tin Wong, which was established to advise the Independent Shareholders in relation to the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof
"Independent Financial Adviser" or "Gram Capital"	Gram Capital, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof
"Independent Shareholders"	Shareholders of the Company who have no material interest in the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof and thus are not required to abstain from voting on the relevant resolutions to be proposed at the AGM under the Hong Kong Listing Rules

"Latest Practicable Date"	22 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"NFRA"	National Financial Regulatory Administration
"Non-exempt Continuing Connected Transactions"	the transactions under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement (excluding the provision of integrated materials and ancillary services by the Parent Group to the Group) and the 2027 Financial Services Framework Agreement (excluding the provision of other financial services and deposit services by China Coal Finance Company to the Parent Group)
"Parent" or "China Coal Group"	China National Coal Group Corporation* (中國中煤能源集團有限公司), a state-owned enterprise established under the laws of the PRC and the controlling shareholder of the Company
"Parent Group"	the Parent and its associates (excluding the Group), for the purposes of the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, also including other companies related to the Parent that the Company voluntarily regulates as connected person, i.e. Guoyuan and its subsidiaries
"PBOC"	the People's Bank of China, the central bank of the PRC
"PRC" or "China"	the People's Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Proposed Annual Caps"	the proposed annual caps for the three years ending 31 December 2029
"RMB"	Renminbi, the lawful currency of the PRC
"SASAC"	the State-owned Assets Supervision and Administration Commission of the State Council
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Share(s)"	the ordinary share(s), including A Share(s) and H Share(s)
"Shareholder(s)"	the shareholder(s) of the Company, including holder(s) of H Share(s) and holder(s) of A Share(s)
"SSE Listing Rules"	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (《上海證券交易所股票上市規則》) amended from time to time
"subsidiary"	has the meaning ascribed to it under the Hong Kong Listing Rules and the SSE Listing Rules
"substantial shareholders"	has the meaning ascribed to it under the Hong Kong Listing Rules
"2024 Financial Services Framework Agreement"	the financial services framework agreement dated 25 October 2023 and entered into between China Coal Finance Company and the Parent
"2024 Integrated Materials and Services Mutual Provision Framework Agreement"	the integrated materials and services mutual provision framework agreement dated 25 October 2023 and entered into between the Company and the Parent
"2027 Coal Supply Framework Agreement"	the coal supply framework agreement dated 27 April 2026 and entered into between the Company and the Parent
"2027 Financial Services Framework Agreement"	the financial services framework agreement dated 27 April 2026 and entered into between China Coal Finance Company and the Parent
"2027 Integrated Materials and Services Mutual Provision Framework Agreement"	the integrated materials and services mutual provision framework agreement dated 27 April 2026 and entered into between the Company and the Parent
"%"	percent



CHINA COAL ENERGY COMPANY LIMITED*

中國中煤能源股份有限公司

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

(Stock code: 01898)

Executive Directors:
Wang Shudong
Gao Shigang
Liao Huajun

Non-executive Director:
Xu Qian

Independent Non-executive Directors:
Jing Fengru
Zhan Yanjing
James Kong Tin Wong

Registered office:
No. 1 Huangsidajie
Chaoyang District
Beijing, 100120, China

Principal place of business in Hong Kong:
Room 2608, 26th Floor
Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

29 May 2026

To the Shareholders

Dear Sir or Madam,

2025 ANNUAL GENERAL MEETING

I. INTRODUCTION

The AGM of the Company is to be held at 3:00 p.m. on Friday, 26 June 2026 at China Coal Building, No. 1 Huangsidajie, Chaoyang District, Beijing, the PRC.

Reference is made to the announcement of the Company dated 27 April 2026, in relation to, among others, the entering into of the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and the 2027 Financial Services Framework Agreement, and the Proposed Annual Caps of the transactions thereunder, being the Non-exempt Continuing Connected Transactions.

The purpose of this circular is to provide you with all the information regarding, among other matters, (i) details of the matters to be considered at the AGM; and (ii) the notice of the AGM, so as to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

II. DETAILS OF MATTERS TO BE CONSIDERED AT THE AGM

The proposals to be submitted at the AGM include: (1) the proposal in relation to the work report of the Board of the Company for the year 2025; (2) the proposal in relation to the financial statements of the Company for the year 2025; (3) the proposal in relation to the profit distribution proposal of the Company for the year 2025; (4) the proposal in relation to the proposal of shareholders' general meetings to authorize the Board to formulate and implement the 2026 interim dividend distribution plan; (5) the proposal in relation to the appointment of the accounting firms of the Company for 2026 interim financial report review and annual financial report audit; (6) the proposal in relation to formulating the Measures for the Administration of Directors' Remuneration of the Company; (7) the proposal in relation to the emoluments of the Directors of the Company for the year 2026; (8) the proposal in relation to the renewal of the Integrated Materials and Services Mutual Provision Framework Agreement between the Company and China Coal Group and the application for the Proposed Annual Caps for the transactions thereunder; and (9) the proposal in relation to the renewal of the Financial Services Framework Agreement by the Finance Company and China Coal Group and the application for the Proposed Annual Caps of transactions thereunder.

(I) Routine Matters to be Considered

The details of the 2025 profit distribution plan, the proposal to request the general meeting to authorize the Board to formulate and implement the 2026 interim dividend distribution plan, the appointment of the accounting firms of the Company for 2026 interim financial report review and annual financial report audit, and the emoluments of the Directors of the Company for the year 2026 are set out below. For details of items (1) and (2), please refer to the 2025 annual report published by the Company on 27 March 2026; for details of item (6), please refer to the overseas regulatory announcement published by the Company on 27 April 2026.

(1) Profit Distribution Proposal for the Year 2025

The Board recommended the distribution of a final dividend for the year ended 31 December 2025 (the "**Final Dividend**") of RMB0.217 per share (tax inclusive), with a total dividend amount of approximately RMB2,876,402,700, and authorized the Board of the Company to execute the aforementioned distribution.

If the above proposal is approved by the Shareholders at the AGM, the Final Dividend will be paid on 28 August 2026 to the holders of H Shares whose names appear on the Company's register of members for H Shares on Thursday, 9 July 2026. The Company's register of members will be closed from Monday, 6 July 2026 to Thursday, 9 July 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the dividend, all transfer documents of the holders of H Shares of the Company must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 3 July 2026.

(2) Proposal in relation to Authorizing the Board to Formulate and Implement the 2026 Interim Dividend Distribution Plan

On 27 April 2026, the Board resolved that, on the premise that the Company's normal operations and long-term development are not affected, it is proposed to the AGM to authorize the Board to formulate and implement the 2026 interim cash dividend plan in accordance with the resolution of the AGM, provided that the conditions for profit distribution are met. The distribution shall be made from the net profit attributable to shareholders of the listed company for the first half of 2026 (whichever is lower of the amounts under PRC GAAP and IFRS Accounting Standards), at a ratio of not less than 30%.

(3) Proposal in relation to the Appointment of the Accounting Firms of the Company for 2026 Interim Financial Report Review and Annual Financial Report Audit

On 27 April 2026, the Board proposed to appoint Ernst & Young Hua Ming LLP and Ernst & Young (collectively, "EY") as the auditors of the Company for the review of interim financial report and audit of annual financial report for the year 2026 prepared under the PRC GAAP and IFRS, and to submit such proposal to the AGM for consideration and approval.

During the process of selecting and appointing the accounting firms, the Audit and Risk Management Committee of the Board of the Company reviewed the relevant documents and materials of EY, including its practising qualifications, personnel information, business scale, service experience, investor protection capability, independence and integrity records, and conducted sufficient communication and exchanges with EY by way of interview. The Audit and Risk Management Committee of the Board is of the view that EY is familiar with the production and operational characteristics of the Company and the industry in which it operates, and that its audit work for 2025 played a positive role in ensuring the quality of the Company's financial and accounting information and promoting the Company's governance. EY is able to satisfy the requirements of relevant laws and regulations and the actual needs of the Company in terms of professional competence, investor protection capability, independence and integrity. The continued appointment of EY is conducive to the continuity and stability of the audit work and will ensure audit quality and efficiency.

The Company expects that the audit fee for 2026 will be RMB10.30 million, inclusive of tax, consistent with the price determined through an open bidding in 2022. The estimated audit fee was determined after due consideration and fair negotiation between the Company and EY, mainly based on the time costs expected to be incurred by EY partners and staff at other levels in this audit work, and taking into account factors including the responsibilities and risks assumed in providing professional services, the scale, nature and complexity of the business operations of the Group, the expected audit scope, audit timetable and the level and composition of professional staff proposed to be deployed.

The above estimated audit fee is also based on the following assumptions: during 2026, there will be no material change in the Group's operating conditions, accounting policies or regulatory environment, and the Company will provide sufficient assistance and information in a timely manner as reasonably required for the audit. Unless there is a material change in the above basis or assumptions, the final audit fee to be determined after the AGM is not expected to deviate materially from the above estimated audit fee. If there is any material change in the relevant basis or assumptions, the Company will make further disclosure in due course.

(4) Proposal in relation to the Emoluments of the Directors of the Company for the Year 2026

Taking into account the actual circumstances of the Company, the Board proposed that the remuneration standard for independent non-executive Directors for the year 2026 shall be RMB300 thousand per annum, and that a work subsidy of RMB90 thousand per annum shall be paid to heads of central enterprises who have retired from their current positions and serve as independent non-executive Directors (the above are all pre-tax standards, payable on a monthly basis with individual income tax to be withheld and paid on their behalf, and shall be calculated based on the actual term of service). Other Directors do not receive remuneration from the Company. Travel expenses incurred by Directors for attending meetings of the Board and general meetings of the Company, as well as relevant activities organized by the Board, shall be borne by the Company.

Except for the independent non-executive Directors, other Directors do not receive any remuneration from the Company.

(II) Other Matters to be Considered

The above Proposals No. (8) to No. (9) to be submitted at the AGM relate to the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof, details of which are as follows:

(1) 2027 Integrated Materials and Services Mutual Provision Framework Agreement

Date: 27 April 2026

Parties: (i) the Company

(ii) the Parent

Continuing transactions: Pursuant to the 2027 Integrated Materials and Services Mutual Provision Framework Agreement:

(i) the Parent Group shall supply the Group with (1) production materials and ancillary services, including raw materials, auxiliary materials, transportation, loading and unloading services, electricity and heat supplies, electricity trading and other related or similar services, equipment maintenance and leasing, labor contracting, entrusted management and others; and (2) social and support services including staff training, medical services and emergency rescue services, communication, property management services and others; and

(ii) the Group shall supply the Parent Group with (1) production materials and ancillary services, among others, including coal *(note)*, coal mining facilities, raw materials, auxiliary materials, electricity and heat supplies, electricity trading and other related or similar services, transportation, loading and unloading services, equipment maintenance and leasing, labor contracting, entrusted management, information services and others; and (2) coal export-related services including organizing product supplies, performing coal blending, coordinating logistics and transportation, provision of port related services, arranging inspection and quality verification and providing services relating to product delivery. In particular, the Group shall provide the Parent Group with sole and exclusive coal export-related services for the coal and coke export business of the Parent Group, including organizing product supplies, performing coal blending, coordinating logistics and transportation, provision of port related services, arranging inspection and quality verification and providing services relating to product delivery.

Note: The coal provided by the Group to the Parent Group under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement does not include the coal purchased by the Group from the Parent Group under the 2027 Coal Supply Framework Agreement, details of which are disclosed in the announcement of the Company dated 27 April 2026. Under the 2027 Coal Supply Framework Agreement, the Group purchases the coal produced by the Parent Group mainly for subsequent sales by the Group, which aims to avoid potential competition between the coal products produced by the Parent Group and the coal products produced by the Group. Under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the coal provided by the Group to the Parent Group is raw coal to meet the production needs of the power plants of the Parent Group.

The raw materials and auxiliary materials supplied each by the Parent Group and the Group are not the same, in that those provided by the Parent Group to the Group are mainly auxiliary materials and accessories for coal mine production while those provided by the Group to the Parent Group are mainly coal production equipment and the raw coal for power plants.

Term and termination: Three years commencing on 1 January 2027 and ending on 31 December 2029.

Price determination: Under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the prices of various raw materials and services will be based on the following pricing policy and order:

(i) as for the bulk equipment and raw materials, the price will be ascertained by bidding process in principle;

(ii) where no bidding process is involved, the market price shall be applicable; and

(iii) where comparable market price rate is unavailable, agreed price shall be adopted. Agreed price is determined with reference to reasonable costs plus a reasonable profit margin.

The details of the above pricing policies are as follows:

(i) Under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the price of bulk equipment and raw materials shall be determined through bidding or non-bidding procurement process in principle and in compliance with applicable laws, regulations and rules, which applies to the vast majority of the procurement and sales of bulk equipment and raw materials under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement.

As for the bulk equipment and raw materials provided by the Parent Group to the Group, the Group shall stringently follow the steps and/or measurements as stipulated by the Invitation and Submission of Bids Law of the PRC (《中華人民共和國招標投標法》) and relevant laws, regulations and systems during the procurement process, and has established relevant internal systems and control procedures. Pursuant to the Invitation and Submission of Bids Law of the PRC (《中華人民共和國招標投標法》) and the relevant procurement systems of the Group, the public bidding process may proceed only after at least three bid documents have been received. If, after evaluation, the number of valid bid documents is less than three, a re-bidding will be commenced. A bidding document will be considered valid if all required documents have been submitted, the contents of the bidding document fulfil all substantive requirements, such as technical specifications and service standards, the bidder is legally qualified to submit a tender and has no record of major illegal acts, the bidding document is submitted before the deadline, and the bidding undertaking, if any, is valid. In a limited number of cases, if, after the re-bidding, the number of valid bidders is still less than three, competitive negotiations may be adopted where there are two valid bidders, and direct procurement may be adopted where there is only one valid bidder.

The procurement documents made by the Group include all substantial requirements and all key terms for the conclusion of contracts, including: the technical and quality requirements of bulk equipment and raw materials, the criteria for examination of the suppliers, the requirements for the bid price and the standards of evaluation and so on. The Group's bid evaluation committee is responsible for (i) adhering the process is in accordance with the provisions of the Invitation and Submission of Bids Law of the PRC (《中華人民共和國招標投標法》) and relevant laws, regulations and systems; (ii) reviewing, evaluating and monitoring documents from external suppliers based on the technical, commercial and pricing criteria and payment terms in respect of raw materials, infrastructural projects and coal mining facilities, which will ensure the terms obtained by the Group from the Parent Group is no less favorable than those available from independent third parties; and (iii) grading the external suppliers and writing recommendation advice. During the non-bidding procurement process, the Group will review and process the available bidding documents in the same manner, and will conduct a comprehensive assessment with reference to the Group's historical procurement prices and the procurement prices of comparable industry peers, taking into account factors including the bidder's competitiveness in the industry, so as to ensure that the final procurement price is fair and reasonable and, where the Parent Group is ultimately selected, that the terms offered by the Parent Group to the Group are no less favourable than those offered by the independent third parties. The Group's bid determination committee is responsible for deciding which bulk equipment and raw materials suppliers will be awarded the 2027 Integrated Materials and Services Mutual Provision Framework Agreement.

As for the bulk equipment and raw materials provided by the Group to the Parent Group, the Group shall strictly comply with the provisions of the Invitation and Submission of Bids Law of the PRC (《中華人民共和國招標投標法》) and relevant laws, regulations and systems, and all the essential requirements set out in the bid invitation of the Parent Group when participating in procurement activities. In preparing for the submission of a tender, tender review meeting of the relevant subsidiary of the Group will be held to perform a thorough analysis of the project management guidelines, the collection of cost and other essential data. In determining the bid-winning or transaction price, the relevant department of the Group will also make references to recent project quotations and related market information to ensure that the bid-winning or transaction price to be offered by the Group is fair and reasonable and no more favorable than the price and terms offered by the Group to the independent third parties.

The market prices for the bulk equipment and raw materials under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement refer to the prices (i) charged when providing bulk equipment and raw materials of the same or similar quality to independent third parties, or (ii) charged by an independent third party when providing bulk equipment and raw materials of the same or similar quality, at that time under normal commercial terms in the place where the relevant products or services are provided or the nearby regions of such place.

(ii) Under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the price of coal shall be determined in accordance with the relevant coal price index, and taking into account the quality of the coal and different types of delivery. The coal price is determined by mutual agreement with reference to the regional thermal coal indices of relevant production areas, the Bohai Bay Thermal Coal Price Index, relevant thermal coal price indices published by CCTD.com.cn, the China Electricity Coal Index, the NCEXC price index and the Thermal Coal Price Index from sxcoal.com, and is adjusted on a regular or non-regular basis according to the changes in the indexes.

(iii) In a limited number of cases, where comparable market price is unavailable, the prices shall be determined after arm's length negotiation by both parties of the contract based on the principle of cost plus a fair and reasonable profit rate, which applies to the services and procurement and sales of bulk equipment and raw materials at comparatively small amount under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement. The agreed prices are based on the principle of reasonable costs plus reasonable profit margins to ensure that product prices are fair and reasonable. The cost includes the price of the raw materials, labor cost, manufacturing expense and so on. The expected range of profit of the products and services provided by the Parent Group to the Group is from 1% to 10% which is in line with the industry practices and not higher than the profit rate charged to independent third parties; and the expected range of profit of the products and services provided by the Group to the Parent Group is from 1% to 10%, subject to the relevant product types and market competitiveness to ensure that it is in line with the industry practices and subject to the collecting and comparing of quotations provided by at least two other independent third parties for products or services of the same or similar quality to ensure that it is not lower than the profit rate charged to independent third parties.

The prices of electricity transactions and other relevant or similar services under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement shall be determined as follows: where a government-guided price is applicable, such price shall apply; centralized bidding transactions shall uniformly be subject to the uniform market clearing price; and negotiated transactions shall refer to the executed prices of comparable market transactions in the recent period.

As for the mutual provision of raw materials and ancillary materials between the Parent Group and the Group, the payment shall be implemented by installments according to the time nodes or other methods agreed by the parties. In this regard, the Parent Group and the Group mainly adopt the payment mode of cash on delivery, namely one-time acceptance check and payment for on-time delivery, and batch acceptance check and payment for batch delivery. As for the social and support services provided by the Parent Group to the Group, the account shall be settled with and paid to the Parent Group according to the actual usage. As for the coal mine facilities provided by the Group to the Parent Group, the payment shall be made by the Parent Group by installments according to the time nodes or other methods agreed by the parties. In this regard, the Parent Group mainly adopts the payment mode of cash on delivery, namely one-time acceptance check and payment for on-time delivery, and batch acceptance check and payment for batch delivery.

The purchase prices under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement shall be paid in cash or other methods agreed by the parties, generally in cash. The purchase prices and service fees under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement are payable in accordance with the agreed payment terms stipulated in the specific implementation agreements. The payment terms of such implementation agreements shall be within the ambit of the payment terms in the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and will remain unchanged once signed by the parties.

Annual Caps

Actual Transaction Values

The actual transaction values of the transactions under the 2024 Integrated Materials and Services Mutual Provision Framework Agreement for the two years ended 31 December 2025 and for the three months ended 31 March 2026 are set out below:

Transaction	**Year ended 31 December 2024** *(RMB0'000)*	**Year ended 31 December 2025** *(RMB0'000)*	**Three months ended 31 March 2026** *(RMB0'000)*
Provision of materials and ancillary services and of the social and support services to the Group by the Parent Group	550,985	571,975	133,804
Provision of materials and ancillary services and coal export-related services to the Parent Group by the Group	871,676	610,555	128,103

Historical Annual Caps

The annual caps for the transactions under the 2024 Integrated Materials and Services Mutual Provision Framework Agreement for the three years ending 31 December 2026 are set out below:

Transaction	**Year ended 31 December 2024** *(RMB0'000)*	**Year ended 31 December 2025** *(RMB0'000)*	**Year ending 31 December 2026** *(RMB0'000)*
Provision of materials and ancillary services and of the social and support services to the Group by the Parent Group	720,000	720,000	720,000
Provision of materials and ancillary services and coal export-related services to the Parent Group by the Group	2,297,000	2,370,000	3,830,000

Note: The utilization rate of the historical annual caps for the provision of raw materials and ancillary services and of the social and support services to the Group by the Parent Group under the 2024 Integrated Materials and Services Mutual Provision Framework Agreement on a pro-rata basis is low, mainly due to factors such as the failure of the Parent Group to acquire certain power plants as scheduled, the delay in commencement of operation of certain power plants as planned, and actual coal demand falling below expectations, as a consequence of which the actual average annual coal procurement volume of the Parent Group became lower than the expected average annual coal procurement volume by more than 26 million tons, the expected level, thereby resulting in a lower than expected transaction amount.

The Directors have been monitoring the transaction amount under the 2024 Integrated Materials and Services Mutual Provision Framework Agreement. As at the Latest Practicable Date, the annual caps for the continuing connected transactions under the 2024 Integrated Materials and Services Mutual Provision Framework Agreement for the three years ending 31 December 2026 have not been exceeded.

Proposed Annual Caps

The Proposed Annual Caps for the transactions under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement for the three years ending 31 December 2029 are set out below:

Transaction	**Year ending 31 December 2027** *(RMB0'000)*	**Year ending 31 December 2028** *(RMB0'000)*	**Year ending 31 December 2029** *(RMB0'000)*
Provision of materials and ancillary services and of the social and support services to the Group by the Parent Group	540,000	540,000	550,000
Provision of materials and ancillary services and coal export-related services to the Parent Group by the Group	3,210,000	3,300,000	3,520,000

In arriving at the Proposed Annual Caps in respect of the provision of materials and ancillary services and of the social and support services to the Group by the Parent Group under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the Directors have primarily taken into account the following factors:

(i) the historical actual transaction values of the transactions involved under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement; and

(ii) taking into account the future relevant business development and outsourced service requirements of different member companies of the Group, it is expected that the transaction amount for the provision of raw materials and related services by the Parent Group to the Group will remain stable overall in the next three years.

In arriving at the Proposed Annual Caps in respect of the provision of materials and ancillary services and of coal export-related services to the Parent Group by the Group under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the Directors have primarily taken into account the following factors:

(i) the historical actual transaction values of the transactions involved under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and the utilization rates of the corresponding historical annual caps;

(ii) it is expected that coal prices over the next three years will be estimated with reference to the weighted average composite selling price of spot sales and long-term contract sales in 2026, representing an increase of approximately 19% as compared with the coal prices in 2026; and

(iii) the schedule of commencement of production and coal demand of the power plants of the Parent Group over the next three years. According to the communication with the Parent Group, over the next three years, the Parent Group will step up the production management of its power plants to ensure timely commissioning, strategic planning and efficient implementation of coal demand budget. In determining the Proposed Annual Caps for the next three years, the power plant acquisition projects of the Parent Group were not taken into account. Certain new power plants of the Parent Group are expected to commence operation successively in June 2026 and 2029, and the production efficiency of certain power plants with historically low operating rates will gradually recover, resulting in a significant increase in the Parent Group's demand for coal for production use. It is expected that the average annual volume of coal for production use provided by the Group to the Parent Group will increase by nearly 27 million tonnes over the next three years. The total coal supply volume in 2027 will exceed 57 million tonnes, and the total coal supply volume in 2028 and 2029 will increase by approximately 1.92 million tonnes and 2.00 million tonnes, respectively, as compared to the respective preceding year, leading to a significant increase in the estimated transaction amount as compared to prior years. In particular, the estimated transaction amount for 2027 is approximately RMB32,039.91 million, and the transaction amounts for 2028 and 2029 will increase by approximately 2.97% and 6.4%, respectively, as compared to the respective preceding year.

Implementation Agreements

Members of the Group and members of the Parent Group will enter into, from time to time and as necessary, separate implementation agreements for each of the specific transactions contemplated under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement during the term thereof. Each implementation agreement will set out the relevant materials and services supplied, and the specifications, quantities, prices and other relevant terms thereof.

As the implementation agreements provide for the mutual supply of materials and services as contemplated under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, as such, they do not constitute new categories of connected transactions. Any such implementation agreements will be within the ambit of the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and the relevant annual caps, and if exceeded, the Company will comply with the relevant Hong Kong Listing Rules accordingly.

Reasons for Entering into the 2027 Integrated Materials and Services Mutual Provision Framework Agreement

The Company is of the view that the 2027 Integrated Materials and Services Mutual Provision Framework Agreement enables (i) the Group to secure a stable source of the materials and services from the Parent Group in its ordinary course of business at market prices; and (ii) the Group to have a stable customer of the relevant materials and services of the Group in its ordinary course of business at market prices.

Internal Control Measures

(a) In determining the prices of the raw materials and ancillary services to be procured by the Group from the Parent Group under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the relevant subsidiaries of the Company which intend to enter into the relevant transactions are responsible for composing bid invitation documents encompassing all substantial requirements and all key terms for the conclusion of contracts, including the technical and quality requirements of raw materials and services, the criteria for examination of the suppliers, requirements for the bid price and the standard of evaluation of the bid and so on, subject to the examination of CNCDC and will be reviewed by the Procurement (Supply Chain) Management Committee of the Company, chaired by the leader in charge of procurement business and comprising personnel from departments including the department of plan and development, the department of technology and innovation, the department of safety, health and environmental protection, the legal and compliance department, the department of coal business, the department of chemical business, the department of equipment and business, the electric service department, and the procurement (supply chain) management office, to ensure that the price is fair and reasonable, on normal commercial terms, as well as no less favourable to the Group than terms available to or from independent third parties. Where the transaction amount exceeds RMB500 million, such pricing is also subject to the final approval by the bid determination committee of the Company, chaired by the general manager and comprising personnel from departments including the deputy general managers in charge of relevant functions, the department of plan and development, the department of technology and innovation, the department of safety, health and environmental protection, the legal and compliance department, the department of coal business, the department of chemical business, the department of equipment and business, the electric service department, and the procurement (supply chain) management office;

(b) CNCDC is responsible for monitoring, collecting and evaluating the market prices of relevant raw materials and services with the same specifications and similar functions, including but not limited to the prevailing and then market prices of the comparable services of relevant industries, on a regular basis. In the event of price fluctuations, CNCDC will put forward the proposal of price adjustment, which is subject to the final approval of the bid determination committee of the Company to ensure that the price is fair and reasonable, on normal commercial terms, as well as no less favourable to the Group than terms available to or from independent third parties;

(c) In determining the prices of the equipment and raw materials to be procured by the Parent Group from the Group under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, for projects subject to public bidding, the Group will strictly comply with relevant laws, regulations, rules and the necessary requirements stated in the bid invitation documents of the Parent Group during bidding process. The relevant subsidiary of the Company to be the bidder will organize its sales and marketing management department to hold tender discussion meetings, which will determine the tender price with reference to, among others, recent project quotations and related market information to ensure that the price is fair and reasonable, on normal commercial terms, as well as no less favourable to the Group than terms available to or from independent third parties. Such price is subject to the final approval by the leader in charge of the relevant business and the general manager of the subsidiary of the Company to be the bidder. For non-public bidding projects, the sales and marketing department of Company's subsidiary of the relevant business is responsible for monitoring, collecting and evaluating the market prices of relevant equipment and raw materials with the same specifications and similar functions, including but not limited to the prevailing and then market prices of the comparable equipment and raw materials of relevant industries, on a regular basis. Under the circumstances such as the prices of the relevant equipment and raw materials fluctuate, the sales and marketing department of Company's subsidiary of the relevant business will put forward the proposal of price adjustment to ensure that the price is fair and reasonable, on normal commercial terms, as well as no less favourable to the Group than terms available to or from independent third parties;

(d) The financial department and the securities affairs department of the Company are responsible for monitoring, collecting and evaluating the detailed information of the continuing connected transactions of the Group, including but not limited to the pricing terms, payment arrangements and actual transaction amount under each of the specific implementation agreements on a monthly basis to ensure no applicable caps are exceeded;

(e) The Group will implement, amend and improve the relevant monitoring mechanism and the requirements pursuant to its connected transaction management rules and internal monitoring measures to ensure the Group's compliance with the pricing policies in respect of the continuing connected transactions contemplated under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement. Specifically, the connected transactions management departments of the Company such as the securities affairs department, the financial department and the legal and compliance department will put forward suggestions to revise and/or improve the relevant monitoring mechanisms and regulations in accordance with the domestic and foreign regulatory rules and relevant regulations on the management of connected transactions and by reference to the problems arising in monitoring the connected transactions. Such suggestions will be examined and approved by the management of the Company and then submitted to the Board and the special committees thereunder for final consideration and approval before implementation;

(f) The independent non-executive Directors will review the continuing connected transactions contemplated under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement to ensure that such transactions are entered into in the ordinary and usual course of business of the Group, on normal commercial terms, and the terms of the related agreements are fair and reasonable, and in the interest of the Group and the Shareholders as a whole; and

(g) The auditors of the Company will also conduct an annual review on the pricing and annual caps of such continuing connected transactions.

Taking into account: (i) the above methods and procedures comprise necessary components of an internal control system with designated department and responsible officer, clear approval process and monitoring system and detailed and explicit assessment criteria; and (ii) the above-mentioned review procedures and approval process against the detailed and explicit assessment criteria can ensure that the transactions will be executed in compliance with the pricing principles stipulated in the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the Directors (including the independent non-executive Directors) are of the view that such methods and procedures can ensure that the transactions contemplated under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement will be conducted on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

(2) 2027 Financial Services Framework Agreement

Date: 27 April 2026

Parties: (i) China Coal Finance Company

(ii) the Parent

Continuing transactions: Pursuant to the 2027 Financial Services Framework Agreement, China Coal Finance Company has agreed to provide the following financial services to the Parent Group within its business scope:

(i) accepting deposits from the Parent Group;

(ii) processing of the Parent Group's loans;

(iii) discounting of bill of the Parent Group;

(iv) handling the settlement and payment of funds of the Parent Group;

(v) providing entrusted loans, bond underwriting, non-financial guarantees, financial consultancy, credit verification and advisory agency services to the Parent Group;

(vi) acceptance of bill of the Parent Group; and

(vii) other services approved by the NFRA.

Term and termination: Three years commencing on 1 January 2027 and ending on 31 December 2029.

Price determination: The pricing principles of the financial services to be provided by China Coal Finance Company to the Parent Group are as follows:

(i) China Coal Finance Company shall provide deposit services to the Parent Group on normal commercial terms (or better to China Coal Finance Company) where no security over assets of the Group shall be granted in respect of the deposit;

(ii) Interest rate of the deposits of the Parent Group with China Coal Finance Company shall, subject to compliance with PRC laws, regulations and supervisory requirements, be determined by both parties on normal commercial terms after arm's length negotiation with reference to the benchmark interest rate for deposits published by the PBOC (if any) and the interest rates provided by normal financial institutions in the PRC for comparable deposits; and under normal circumstances, the interest rate for deposits shall not exceed the upper limit prescribed by the PBOC (or the interest rate self-regulatory mechanism) (if any);

(iii) The interest rates for loans provided to the Parent Group by China Coal Finance Company shall, subject to compliance with PRC laws, regulations and supervisory requirements, be determined by both parties on normal commercial terms after arm's length negotiation with reference to factors such as the Loan Prime Rate (LPR), credit ratings and the nature of the loan; and under normal circumstances, the interest rate of the loan shall not be lower than the interest rate determined by normal financial institutions in the PRC for a loan of the same type to the Parent Group or a third party of the same condition during the same period;

(iv) The fee standard for other financial services (excluding the deposits and loans as mentioned above) shall be determined by China Coal Finance Company according to the corresponding service fees fixed by the PBOC, NFRA or other regulatory governmental departments. If such fixed fee rates are not available, the services fees are negotiated on an arm's length basis and by reference to the fees charged by normal financial institutions in the PRC for comparable financial services.

Annual Caps

Actual Transaction Values

The actual maximum daily balance of loans (including accrued interests) granted by China Coal Finance Company to the Parent Group under the 2024 Financial Services Framework Agreement for the two years ended 31 December 2025 and for the three months ended 31 March 2026 is set out below:

Transaction	**Year ended 31 December 2024** *(RMB0'000)*	**Year ended 31 December 2025** *(RMB0'000)*	**Three months ended 31 March 2026** *(RMB0'000)*
The maximum daily balance of loans (including accrued interests) granted by China Coal Finance Company to the Parent Group	1,190,558	1,264,133	1,437,335

Historical Annual Caps

The annual caps for the relevant transactions under the 2024 Financial Services Framework Agreement for the three years ending 31 December 2026 are set out below:

Transaction	**Year ended 31 December 2024** *(RMB0'000)*	**Year ended 31 December 2025** *(RMB0'000)*	**Year ending 31 December 2026** *(RMB0'000)*
The maximum daily balance of loans (including accrued interests) granted by China Coal Finance Company to the Parent Group	2,400,000	2,600,000	2,700,000

Note: The utilization rate of the historical annual caps for the loan services proposed to be provided by China Coal Finance Company to the Parent Group under the 2024 Financial Services Framework Agreement was relatively low on a pro rata basis, mainly because the overall financing arrangement amount of the Parent Group was lower than expected due to certain projects not being approved as scheduled and the progress of construction works failing to meet expectations.

The Directors have been monitoring the transaction amount contemplated under the 2024 Financial Services Framework Agreement. As at the Latest Practicable Date, the annual caps for the continuing connected transactions under the 2024 Financial Services Framework Agreement for the three years ending 31 December 2026 have not been exceeded.

Proposed Annual Caps

The Proposed Annual Caps for the relevant transactions under the 2027 Financial Services Framework Agreement for the three years ending 31 December 2029 are set out below:

Transaction	Year ending 31 December 2027 *(RMB0'000)*	Year ending 31 December 2028 *(RMB0'000)*	Year ending 31 December 2029 *(RMB0'000)*
The maximum daily balance of loans (including accrued interests) granted by China Coal Finance Company to the Parent Group	2,100,000	2,150,000	2,200,000

In arriving at the above Proposed Annual Caps in relation to the maximum daily balance of loans (including accrued interests) granted by China Coal Finance Company to the Parent Group under the 2027 Financial Services Framework Agreement, the Directors have mainly taken into account the following factors:

(i) The historical actual transaction values of the transactions under the 2024 Financial Services Framework Agreement and the utilization rates of the corresponding historical annual caps;

(ii) According to the communication with the Parent Group, over the next three years, the Parent will strategically plan and manage project approval arrangements and construction progress, so as to ensure the timely commencement of construction projects and the efficient completion of funding plans. Based on the progress of the Parent's projects under the "15th Five-Year Plan" and its construction funding requirements, and taking into account the overall financing arrangements of the Parent Group, it is expected that 2027 will see a peak period for funding needs, with additional loan demand of approximately RMB3.0 billion. In 2028, certain coal-fired power projects of the Parent Group will gradually enter into the stage of either the end of construction or commencement of formal operation. The commencement of operation of the projects will bring further needs for operational funding, so the loan scale is expected to maintain a slight growth trend, with additional loan demand of approximately RMB500 million. In 2029, the major existing investment projects of the Parent Group will enter into the stage of stable operation, while newly planned projects under the "15th Five-Year Plan" will be at the start-up stage, and the overall funding needs are expected to continue to grow slightly and steadily by approximately RMB500 million; and

(iii) Deposits accepted by China Coal Finance Company from the Parent Group have increased year by year, with the overall scale of deposits currently exceeding RMB100 billion. It is expected that, as the scale of deposits continues to grow in the future, China Coal Finance Company will further expand its lending activities, appropriately increase its loan-to-deposit ratio, and enhance its profitability.

Implementation Agreements

China Coal Finance Company and the Parent Group will enter into, from time to time and as necessary, separate implementation agreements for each of the specific transactions contemplated under the 2027 Financial Services Framework Agreement during the term thereof. Each implementation agreement will set out the services supplied, payment terms, interest rates, fees and other relevant terms thereof.

As the implementation agreements provide for the supply of the relevant services as contemplated under the 2027 Financial Services Framework Agreement, they do not constitute new categories of connected transactions. Any such implementation agreements will be within the ambit of the 2027 Financial Services Framework Agreement and the relevant annual caps, and if exceeded, the Company will comply with the relevant Hong Kong Listing Rules accordingly.

Reasons for Entering into the 2027 Financial Services Framework Agreement

Entering into the 2027 Financial Services Framework Agreement will help strengthen centralized financial management and capital collection, provide space for increasing the scale of credit, enhance the profitability of China Coal Finance Company, improve the risk management and control capabilities, reduce capital operating costs, improve capital utilization efficiency and expand financing channels, and is in line with the needs of the Company's operations and development.

Internal Control Measures

China Coal Finance Company has established stringent internal control measures to ensure effective risk management and compliance with relevant laws and regulations including corporate governance structure, internal rules and policies and standard operation procedures. The following internal controls are in place:

(a) Different departments and committees, including but not limited to financial services department, risk management department, internal audit department and credit examining committee, have been set up by China Coal Finance Company for maintaining the risk management function and internal control environment. Financial services department conducts due diligence on the credit extension of credit customers every year; risk management department examines the risks relevant to the credit matters; credit examining committee offers examination opinions, and submits to the general manager for review and approval, and strictly strengthens risk management and control at the credit extension stage;

(b) Pre-loan investigations will be conducted on loan applications by the financial services department, which will assess the customers' creditworthiness and the purpose of the loans according to the relevant credit rules of the NFRA and the PBOC, examine, among others, the amount and term of loans as well as the caps of

connected (or related party) transactions, determine the interest rate of each loan after arm's length negotiation with reference to the Loan Prime Rate (LPR) issued by the PBOC to ensure the price policies aforementioned are strictly followed;

(c) The loan applications will be reviewed by the risk management department, which conducts risk examinations on application and information of loans, with emphasis laid on examinations on credit risks and compliance with the Hong Kong Listing Rules including requirements regarding amount, term, interest rate and caps of related/connected transactions;

(d) The loan applications will be then submitted to the general manager of China Coal Finance Company for overall review and approval;

(e) Internal audit procedures relevant to loans will be conducted by internal audit department to review and inspect the implementation of internal policies and procedures and compliance with internal rules and regulations.

Before granting loans to the Parent Group, China Coal Finance Company takes internal control measures to ensure adequate working capital or liquidity of the Group, including strengthening asset-liability management, reviewing and considering factors such as its own asset maturity, structural allocation and its clients' working capital requirements before granting each loan; applying strict unified capital budget management and careful control to accurately grasp the capital needs of relevant members; monitoring liquidity ratio on a daily basis and regularly monitoring capital adequacy ratio, liquidity gap ratio and other indicators so as to strengthen liquidity control.

Meanwhile, the NFRA performs regular inspections on China Coal Finance Company to check the implementation of its internal control and risk management systems. Since the establishment of China Coal Finance Company, there was no major issue on China Coal Finance Company raised by the NFRA.

Taking into account: (i) the above methods and procedures comprise necessary components of an internal control system with designated department and responsible officer, clear approval process and monitoring system and detailed and explicit assessment criteria; and (ii) the above-mentioned review procedures and approval process against the detailed and explicit assessment criteria can ensure that the transactions will be executed in compliance with the pricing principles stipulated in the 2027 Financial Services Framework Agreement, the Directors (including the independent non-executive Directors) are of the view that such methods and procedures can ensure that the transactions contemplated under the 2027 Financial Services Framework Agreement will be conducted on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

(3) Hong Kong Listing Rules Implications

The Parent is the controlling shareholder of the Company. Therefore, the Parent Group is a connected person of the Company under the Hong Kong Listing Rules. Accordingly, the transactions contemplated between the Group (including but not limited to China Coal Finance Company) and the Parent Group constitute connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules.

Under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, (i) in respect of the provision of production materials and ancillary services, and of the social and support services to the Group by the Parent Group, as one or more of the applicable percentage ratios (as defined in Rule 14A.06 of the Hong Kong Listing Rules) in respect of the Proposed Annual Caps thereunder are more than 0.1% but less than 5%, such transactions are subject to the reporting, annual review and announcement requirements but are exempt from the Independent Shareholders' approval requirement under the Hong Kong Listing Rules; (ii) in respect of the provision of materials and ancillary services and coal export-related services to the Parent Group by the Group, as one or more of the applicable percentage ratios (as defined in Rule 14A.06 of the Hong Kong Listing Rules) in respect of the Proposed Annual Caps thereunder are more than 5%, such transactions are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Under the 2027 Financial Services Framework Agreement, (i) in respect of the provision of other financial services to the Parent Group by China Coal Finance Company, as each of the applicable percentage ratios (as defined in Rule 14A.06 of the Hong Kong Listing Rules) in respect of the Proposed Annual Caps thereunder is less than 0.1%, such transactions are fully exempted; (ii) in respect of the provision of deposit services to the Parent Group by China Coal Finance Company, such transactions are fully exempt pursuant to Rule 14A.90 of the Hong Kong Listing Rules; (iii) in respect of the provision of loan services by China Coal Finance Company to the Parent Group, as one or more of the applicable percentage ratios (as defined in Rule 14A.06 of the Hong Kong Listing Rules) in respect of the Proposed Annual Caps thereunder are more than 5%, such transactions are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Meanwhile, as one or more of the applicable percentage ratios (as defined under Rule 14.04(9) of the Hong Kong Listing Rules) in respect of the Proposed Annual Caps for provision of loans by China Coal Finance Company to the Parent Group under the 2027 Financial Services Framework Agreement exceed 5% but are below 25%, such transactions also constitute discloseable transactions of the Company under Chapter 14 of the Hong Kong Listing Rules.

Mr. Wang Shudong, Mr. Gao Shigang and Mr. Liao Huajun, being the Directors of the Company, who are also directors or senior management of the Parent, are deemed to have material interests in the 2027 Integrated Materials and Services Mutual Provision Framework

Agreement and the 2027 Financial Services Framework Agreement, and thus have abstained from voting on the relevant Board resolutions. Other than those Directors mentioned above, none of the other Directors has a material interest in the Non-exempt Continuing Connected Transactions.

(4) General Information of the Parties

The Company

The Company is principally engaged in coal production, sales and trading, coal chemical business, coal mining equipment manufacturing and other related operations in China.

The Parent

The Parent is a state-owned enterprise established under the laws of the PRC and the controlling shareholder of the Company, holding, directly and indirectly, approximately 58.44% of the issued share capital of the Company as at the Latest Practicable Date. The Parent is principally engaged in the production and trading of coal, coal chemical business, pithead power generation, construction of coal mines, manufacturing of coal mining equipment and the provision of related engineering technologies and services. The ultimate controller of the Parent is SASAC. SASAC is an ad-hoc ministerial-level organization directly subordinated to the State Council, and is mainly responsible for supervising and managing the state-owned assets and their reservation and increment of the value of enterprises under the supervision of the Central Government (excluding financial enterprises).

China Coal Finance Company

As at the Latest Practicable Date, China Coal Finance Company is a subsidiary of the Company and is directly owned as to 91% by the Company and 9% by the Parent. The ultimate controller of China Coal Finance Company is also SASAC.

China Coal Finance Company is principally engaged in accepting deposits from members; providing loans to the members; providing bill discount services to the members; handling settlement and payment of funds among members; providing entrusted loans, bond underwriting, non-financial guarantees, financial consultancy, credit verification and advisory agency services to the members; interbank lending; providing bill acceptance services to the members; handling buyer's credit for products of the members; and other services in RMB or foreign currency as approved by the NFRA.

III. GENERAL INFORMATION

A notice convening the AGM to be held at 3:00 p.m. on Friday, 26 June 2026 at China Coal Building, No. 1 Huangsidajie, Chaoyang District, Beijing, the PRC is set out on pages N-1 to N-4 of this circular.

As at the Latest Practicable Date, the Parent and its associates, directly or indirectly, hold 7,747,873,208 Shares of the Company (representing approximately 58.44% of the issued share capital of the Company), and control or are entitled to control over the voting right in respect of their Shares in the Company. Therefore, the Parent and its associates will abstain from voting on resolutions in relation to the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof at the AGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, other than the Parent and its associates, none of connected persons of the Company, Shareholders or their associates has a material interest in the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof, or other resolutions to be submitted at the AGM and is required to abstain from voting at the AGM.

In order to determine the list of Shareholders who are entitled to attend the AGM, the registers of holders of H Shares will be closed from 23 June 2026 to 26 June 2026, both days inclusive, during which period no transfer of H Shares will be effected. Holders of the H Shares whose names appear on the register of members of the Company on 23 June 2026 are entitled to attend the meeting. In order to attend and vote at the AGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant Share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at or before 4:30 p.m. on 22 June 2026. The address of the transfer office of Computershare Hong Kong Investor Services Limited is Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon. The proxy form should be returned to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of holders of H Shares); or to the registered office of the Company at No. 1 Huangsidajie, Chaoyang District, Beijing, 100120, the PRC (in the case of holders of A Shares) in person or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending in person and voting at the AGM or at any adjourned meeting if you so wish.

IV. RECOMMENDATION

Your attention is drawn to (i) the "Letter from the Independent Board Committee" as set out in this circular which contains the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof; and (ii) the "Letter from Gram Capital" as set out in this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof and the principal factors and reasons taken into account by Gram Capital in arriving at its advice.

The Directors (including the independent non-executive Directors) are of the view that the terms of the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and the 2027 Financial Services Framework Agreement (i) have been negotiated on an arm's length basis; (ii) will be conducted on normal commercial terms, or on terms no less favourable than those available to or from independent third parties under prevailing local market conditions; (iii) are entered into in the ordinary and usual course of business of the Group; (iv) are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (v) that the Proposed Annual Caps for the transactions thereunder for the three years ending 31 December 2029 are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the AGM in relation to the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof.

Accordingly, the Directors believe that all resolutions to be submitted at the AGM are in the best interests of the Company and the Shareholders as a whole and recommend that all the Shareholders should vote in favour of them.

Yours faithfully,
By order of the Board
China Coal Energy Company Limited
Wang Shudong
Chairman of the Board, Executive Director

CHINA COAL ENERGY COMPANY LIMITED*
中國中煤能源股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 01898)

Independent Board Committee
Mr. Jing Fengru
Ms. Zhan Yanjing
Mr. James Kong Tin Wong

29 May 2026

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS AND DISCLOSEABLE TRANSACTION

We refer to the circular of the Company dated 29 May 2026 (the "**Circular**") of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to consider and advise you as to whether, in our opinion, the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof (details of which are set out in the letter from the Board) are fair and reasonable so far as the Independent Shareholders are concerned.

Gram Capital has been appointed by the Board as the Independent Financial Advisor to advise the Independent Board Committee and Independent Shareholders on the fairness and reasonableness of the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof. Details of the advice from Gram Capital, together with the principal factors taken into consideration in arriving at such advice, are set out on pages 32 to 50 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 5 to 29 of the Circular and the additional information set out in the Appendix to the Circular.

Having considered the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof, the interests of the Independent Shareholders and the advice of Gram Capital, we are of the opinion that the terms of the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and the 2027 Financial Services Framework Agreement (i) have been negotiated on an arm's length basis; (ii) will be conducted on normal commercial terms, or on terms no less favourable than those available to or from independent third parties under prevailing local market conditions; (iii) are entered into in the ordinary and usual course of business of the Group; (iv) are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and (v) that the Proposed Annual Caps for the relevant transactions thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM so as to approve the Non-exempt Continuing Connected Transactions and the Proposed Annual Caps thereof.

Yours faithfully,
The Independent Board Committee

Mr. Jing Fengru **Ms. Zhan Yanjing** **Mr. James Kong Tin Wong**

Independent non-executive Directors

Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Non-exempt Continuing Connected Transactions for the purpose of inclusion in this circular.

Gram Capital Limited
嘉林資本有限公司

Room 1209, 12/F.
Nan Fung Tower
88 Connaught Road Central/
173 Des Voeux Road Central
Hong Kong

29 May 2026

*To: The independent board committee and the independent shareholders of China Coal Energy Company Limited**

Dear Sir/Madam,

CONTINUING CONNECTED TRANSACTIONS AND DISCLOSEABLE TRANSACTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Non-exempt Continuing Connected Transactions (i.e. (i) the Group's supply of materials and services to the Parent Group pursuant to the 2027 Integrated Materials and Services Mutual Provision Framework Agreement (the "**Supply Transactions**"); and (ii) the provision of loans by China Coal Finance Company to the Parent Group under the 2027 Financial Services Framework Agreement (the "**Financial Services**")), details of which are set out in the letter from the Board (the "**Board Letter**") contained in the circular dated 29 May 2026 issued by the Company to the Shareholders (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 27 April 2026, the Group entered into the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and the 2027 Financial Services Framework Agreement to renew the transactions under the 2024 Integrated Materials and Services Mutual Provision Framework Agreement and the 2024 Financial Services Framework Agreement (including their annual caps for the three years ending 31 December 2026).

With reference to the Board Letter, each of the Non-exempt Continuing Connected Transactions constitutes non-exempt continuing connected transaction of the Company and are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under the Hong Kong Listing Rules. The Financial Services also constitutes discloseable transactions of the Company.

The Independent Board Committee comprising Mr. Jing Fengru, Ms. Zhan Yanjing and Mr. James Kong Tin Wong has been established to advise the Independent Shareholders on (i) whether the terms of the Non-exempt Continuing Connected Transactions are on normal commercial terms and are fair and reasonable; (ii) whether the Non-exempt Continuing Connected Transactions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the resolutions to approve the Non-exempt Continuing Connected Transactions at the AGM. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

INDEPENDENCE

During the past two years immediately preceding the Latest Practicable Date, we were not aware of (i) any relationships or interests between Gram Capital and the Company; or (ii) any services provided by Gram Capital to the Company or any other parties that could be reasonably regarded as hindrance to Gram Capital's independence to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and/or the management of the Company (the "**Management**"). We have assumed that all information and representations that have been provided by the Directors and/or the Management, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors and/or the Management in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors/the Management, which have been provided to us. Our opinion is based on the Directors' and the Management's representation and confirmation that there is no undisclosed private agreement/arrangement or implied understanding with anyone concerning the Non-exempt Continuing Connected Transactions. We consider that we have taken sufficient and necessary steps (including review of the 2024 Integrated Materials and Services Mutual Provision Framework Agreement, the 2024 Financial Services Framework Agreement, the 2027 Integrated Materials and Services Mutual Provision Framework Agreement and the 2027 Financial Services Framework Agreement; and analysis on the estimated amount of the Non-exempt Continuing Connected Transactions obtained from the Company) on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Hong Kong Listing Rules.

The Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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 as contained in the Circular or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, the Parent Group and each of their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Non-exempt Continuing Connected Transactions. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Non-exempt Continuing Connected Transactions, we have taken into consideration of the following principal factors and reasons:

Background of the Non-exempt Continuing Connected Transactions

Information on the Company

With reference to the Board Letter, the Group is principally engaged in coal production, sales and trading, coal chemical business, coalmining equipment manufacturing and other related operations in China.

Information on the Parent

With reference to the Board Letter, the Parent is a state-owned enterprise established under the laws of the PRC and the controlling shareholder of the Company, holding, directly and indirectly, approximately 58.44% of the issued share capital of the Company as at the Latest Practicable Date. The Parent is principally engaged in the production and trading of coal, coal chemical business, pithead power generation, construction of coal mines, manufacturing of coal mining equipment and the provision of related engineering technologies and services. The ultimate controller of the Parent is SASAC. SASAC is an ad-hoc ministerial-level organization directly subordinated to the State Council, and is mainly responsible for supervising and managing the state-owned assets and their reservation and increment of the value of enterprises under the supervision of the Central Government (excluding financial enterprises).

Reasons for and benefit of the Non-exempt Continuing Connected Transactions

With reference to the Board Letter, benefits of the Non-exempt Continuing Connected Transactions included the followings:

- the 2027 Integrated Materials and Services Mutual Provision Framework Agreement enables (i) the Group to secure a stable source of the materials and services from the Parent Group in its ordinary course of business at market prices; and (ii) the Group to have a stable customer of the relevant materials and services of the Group in its ordinary course of business at market prices;

- the 2027 Financial Services Framework Agreement will strengthen centralized financial management and capital collection, provide space for increasing the scale of credit, enhance the profitability of China Coal Finance Company, improve the risk management and control capabilities, reduce capital operating costs, improve capital utilization efficiency and expand financing channels, and is in line with the needs of the Company's operations and development.

As confirmed by the Management, as the Non-exempt Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group and on a frequent basis, it would be (i) costly and impracticable to make regular disclosure of each of the relevant transactions and obtain prior approval from the Independent Shareholders as required by the Hong Kong Listing Rules, if necessary; and (ii) impracticable to seek Independent Shareholders' approval upon confirmation of supplier/provider under tendering/bidding process (if necessary) of the Non-exempt Continuing Connected Transactions that require such tendering/bidding process. Accordingly, the Management is of the view that entering into framework agreements in respect of the Non-exempt Continuing Connected Transactions is beneficial to the Company and the Shareholders as a whole.

China Coal Finance Company is principally engaged in accepting deposits from members; providing loans to the members; providing bill discount services to the members; handling settlement and payment of funds among members; providing entrusted loans, bond underwriting, non-financial guarantees, financial consultancy, credit verification and advisory agency services to the members; interbank lending; providing bill acceptance services to the members; handling buyer's credit for products of the members; and other services in RMB or foreign currency as approved by the NFRA. As advised by the Management, China Coal Finance Company has been providing credit services, deposit services and financial services to the Parent Group since 2014. According to the audited financial report of China Coal Finance Company for the year ended 31 December 2025 ("**FY2025**") (the "**2025 Annual Report of the Finance Company**"), most of China Coal Finance Company's total revenue for the two years ended 31 December 2025 were derived from net interest income (including those generated from provision of loan services to the Parent Group).

We further understood that China Coal Finance Company is required to operate in compliance with the 《企業集團財務公司管理辦法》 (Management Measures for Finance Companies of Enterprise Groups*, the "**Administrative Measures**") promulgated by China Banking and Insurance Regulatory Commission* (中國銀行保險監督管理委員會), which was replaced by NFRA in May 2023. Pursuant to the Administrative Measures, a group finance company is allowed to, among other things, provide deposit services and granted loans to members of the group. Pursuant to China Coal Finance Company's articles of association, China Coal Finance Company is a non-bank financial institution to provide financial services to members of the Parent.

Having considered the above factors, we are of the view that the Non-exempt Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group and in the interest of the Company and the Shareholders as a whole.

A. The Supply Transactions

Principal terms of the Supply Transactions

Summarised below are the major terms of the Supply Transactions, details of which are set out under the section headed "(1) 2027 Integrated Materials and Services Mutual Provision Framework Agreement" of the Board Letter:

Date

27 April 2026

Parties

The Company and the Parent

Continuing transactions

- Supply Transactions: the Group shall supply the Parent Group (1) production materials and ancillary services, among others, including coal*(Note)*, coal mining facilities, raw materials, auxiliary materials, electricity and heat supplies, electricity trading and other related or similar services, transportation, loading and unloading services, equipment maintenance and leasing, labor contracting, entrusted management, information services and others; and (2) coal export-related services including organizing product supplies, performing coal blending, coordinating logistics and transportation, provision of port related services, arranging inspection and quality verification and providing services relating to product delivery. In particular, the Group shall provide the Parent Group with sole and exclusive coal export-related services for the coal and coke export business of the Parent Group, including organizing product supplies, performing coal blending, coordinating logistics and transportation, provision of port related services, arranging inspection and quality verification and providing services relating to product delivery.

  Note: The coal provided by the Group to the Parent Group under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement does not include the coal purchased by the Group from the Parent Group under the 2027 Coal Supply Framework Agreement. Under the 2027 Coal Supply Framework Agreement, the Group purchases the coal produced by the Parent Group mainly for subsequent sales by the Group, which aims to avoid potential competition between the coal products produced by the Parent Group and the coal products produced by the Group. Under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the coal provided by the Group to the Parent Group is raw coal to meet the production needs of the power plants of the Parent Group.

Term and termination

Three years commencing on 1 January 2027 and ending on 31 December 2029.

Price determination

Under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement, the prices of various raw materials and services will be based on the following pricing policy and order:

(i) as for bulk equipment and raw materials, the price will be ascertained by bidding process in principle;

(ii) where no bidding process is involved, the market price shall be applicable; and

(iii) where comparable market price rate is unavailable, agreed price shall be adopted. Agreed price is determined with reference to reasonable costs plus a reasonable profit margin.

Details of the above pricing policies are set out under the sub-section headed "Price determination" under the section headed "(1) 2027 Integrated Materials and Services Mutual Provision Framework Agreement" of the Board Letter.

For our due diligence purpose, we obtained a summary list of the agreements in relation to the Supply Transactions for the two years ended 31 December 2025 and the three months ended 31 March 2026 ("**3M2026**"). We randomly selected one agreement for each of the two years ended 31 December 2025 and one agreement for the 3M2026 (i.e. three agreements were selected in total) from such list (the "**Selected Supply Transactions Samples**"). As the Selected Supply Transactions Samples were selected on random basis and covered the period for the two years ended 31 December 2025 and the 3M2026, we consider that the Selected Supply Transaction Samples are fair and representative. Upon our request, the Company provided us with the relevant documents relating to the Selected Supply Transactions Samples, including the corresponding executed agreements, invoices, sales confirmation notes; and the corresponding executed agreement entered into between the Company and the independent third parties in relation to the supply of same type of materials by the Company to the independent third parties for the same period. We noted from the aforesaid documents that the price and terms offered by the Company to the Parent Group were no more favorable than those offered by the Group to the independent third parties (the "**Findings from the Supply Transactions Sampling**").

With reference to the Board Letter, the Group adopted certain procedures to ensure that the Supply Transactions will be executed in compliance with the pricing principles. Details of the internal control procedures are set out under the section headed "Internal Control Measures" under the section headed "(1) 2027 Integrated Materials and Services Mutual Provision Framework Agreement" of the Board Letter. For Supply Transactions, (i) relevant marketing management departments of the Group is responsible for monitoring, collecting and evaluating the market prices of relevant equipment and raw materials with the same specifications and similar functions, including but not limited to the prevailing and then market prices of the comparable prices of relevant industries, on a regular basis; and (ii) the relevant marketing management departments of the Group will hold tender discussion meetings to determine the tender price with reference to, among others, recent project quotations and related market information, and is subject to the final approval. Based on the aforesaid, we consider that the effective implementation of the internal control procedures will ensure fair pricing of the Supply Transactions.

Upon our request, the Management confirmed that the Company's relevant subsidiaries (which were involved in the Supply Transactions) (i) were aware of internal control procedures in respect of the Supply Transactions; and (ii) complied with such internal control procedures before conducting individual transactions contemplated under the 2027 Integrated Materials and Services Mutual Provision Framework Agreement. As part of our due diligence work, we also interviewed eight staffs in total of the marketing management departments, the securities affairs departments, the financial departments and the legal and compliance departments (all being the responsible staffs of the major

departments involved in conducting the Supply Transactions) of the Company's relevant subsidiaries for the aforesaid matters. Having considered the Findings from the Supply Transactions Sampling, the Management's confirmation and our discussion with relevant staffs, we do not doubt the effectiveness of the aforesaid internal control procedures.

Proposed annual caps

Set out below are (i) historical amounts of the Supply Transactions for the two years ended 31 December 2025 and the 3M2026 with existing annual caps; and (ii) proposed annual caps of the Supply Transactions for the three years ending 31 December 2029 (the "**Supply Cap(s)**"):

	For the year ended 31 December 2024 ("FY2024") *RMB'000*	**For the year ended 31 December 2025** *RMB'000*	**For the year ending 31 December 2026 ("FY2026")** *RMB'000*
Historical amounts	8,716,760	6,105,550	1,281,030*(Note)*
Existing annual caps	22,970,000	23,700,000	38,300,000

	For the year ending 31 December 2027 ("FY2027") *RMB'000*	**For the year ending 31 December 2028 ("FY2028")** *RMB'000*	**For the year ending 31 December 2029 ("FY2029")** *RMB'000*
Supply Caps	32,100,000	33,000,000	35,200,000

Note: the figure was for the 3M2026.

With reference to the Board Letter, the Supply Caps were determined based on the factors as set out under the sub-section headed "Proposed Annual Caps" under the section headed "(1) 2027 Integrated Materials and Services Mutual Provision Framework Agreement" of the Board Letter.

In order to further assess the fairness and reasonableness of the Supply Caps, upon our request, we obtained from the Company the calculation of the Supply Caps for the three years ending 31 December 2029 (the "**Supply Caps Calculation**").

Supply Cap for FY2027

According to the Supply Caps Calculation, we noted that:

(i) the Supply Cap for FY2027 was the sum of (a) estimated amount of the Supply Transactions for FY2026 (the "**2026 Estimated Supply Amount**") of approximately RMB16.7 billion; and (b) estimated additional amount of the Supply Transactions for FY2027 (the "**2027 Estimated Additional Supply Amount**") of approximately RMB15.4 billion;

(ii) the 2026 Estimated Supply Amount was the sum of (i) estimated amount of approximately RMB5.7 billion (the "**2026 Estimated Base Supply Amount**"); and (ii) estimated additional amount of the Supply Transactions for FY2026 (the "**2026 Estimated Additional Supply Amount**") of approximately RMB11.0 billion.

In respect of the 2026 Estimated Base Supply Amount, we discussed with the Management and understood that it was estimated by annualizing historical amount of the Supply Transactions for 3M2026, taking into account of the average proportion of the historical first quarter amount of the Supply Transactions for FY2024 and FY2025. Hence, we are of the view that the 2026 Estimated Base Supply Amount (i.e. approximately RMB5.7 billion) to be justifiable.

In respect of the 2026 Estimated Additional Supply Amount, the Management advised us that it is set to mainly cater for the anticipated increase in coal supply to the coal-fired power plants of the Parent Group, which was mainly derived from (i) the expected commissioning of the new coal-fired power plants of the Parent Group for FY2026; and (ii) the expected increase in power generation volume from existing coal-fired power plants of the Parent Group for FY2026.

In this regard, the Management provided us with (i) the expected commissioning date, installed capacity, power generation capacity, estimated coal consumption volume and the corresponding coal price of each of the aforesaid new coal-fired power plants of the Parent Group for FY2026; and (ii) the expected increased power generation, estimated coal consumption volume and the corresponding coal price of each of the aforesaid existing coal-fired power plants of the Parent Group for FY2026.

In addition, upon our further request, the Management also provided us with (i) the historical prices of the coals used for the aforesaid existing coal-fired power plants of the Parent Group for FY2024 and FY2025 (the "**Historical Coal Prices**"); (ii) the relevant executed construction agreements and internal planning documents showing, among others, the estimated coal consumption volume for the aforesaid new coal-fired power plants of the Parent Group for FY2026; and (iii) the internal assessment documents showing, among others, the several upgrades together with the estimated coal consumption volume for the aforesaid existing coal-fired power plants of the Parent Group for FY2026. After reviewing the aforesaid documents, we noted that (i) the implied

increases as represented by the prices of coals used for each of the aforesaid new coal-fired power plants and existing coal-fired power plants of the Parent Group for FY2026 as compared to those for FY2025 were in line with the relevant historical increases as represented by the Historical Coal Prices; (ii) the estimated coal consumption volume for the aforesaid new coal-fired power plants of the Parent Group for FY2026 was in line with that as stated in the aforesaid relevant executed construction agreements and internal planning documents; and (iii) the estimated coal consumption volume for the aforesaid existing coal-fired power plants of the Parent Group for FY2026 was in line with the aforesaid internal assessment documents. Hence, we are of the view that the estimated coal consumption volume and the corresponding coal price of the aforesaid new coal-fired power plants and the existing coal-fired power plants of the Parent Group for FY2026 to be justifiable.

We calculated the implied amounts based on the aforesaid information and noted that the sum of (i) the products of estimated coal consumption volume and corresponding coal price for each of the aforesaid new coal-fired power plants of the Parent Group for FY2026; and (ii) the products of estimated coal consumption volume and corresponding coal price for each of the aforesaid existing coal-fired power plants of the Parent Group for FY2026 equals to approximately RMB10.1 billion, which is close to the 2026 Estimated Additional Supply Amount (i.e. RMB11.0 billion). In light of the abovementioned, we are of the view that the 2026 Estimated Additional Supply Amount (i.e. approximately RMB11.0 billion) to be justifiable.

Hence, we are of the view that the 2026 Estimated Supply Amount (i.e. approximately RMB16.7 billion, being the sum of the 2026 Estimated Base Supply Amount (i.e. approximately RMB5.7 billion) and the 2026 Estimated Additional Supply Amount (i.e. approximately RMB11.0 billion)) to be justifiable.

In respect of the 2027 Estimated Additional Supply Amount, the Management advised us that it is set to mainly cater for the anticipated increase in coal supply to the coal-fired power plants of the Parent Group, which was mainly derived from (i) the expected commissioning of the new coal-fired power plants of the Parent Group for FY2027; (ii) the expected increase in power generation volume from existing coal-fired power plants of the Parent Group for FY2027; and (iii) the expected procurement of coal mining related facilities of the Parent Group for FY2027.

In this regard, the Management provided us with (i) the expected commissioning date, installed capacity, power generation capacity and estimated coal consumption volume and the corresponding coal price of each of the aforesaid new coal-fired power plants of the Parent Group for FY2027; (ii) the expected increased power generation and estimated coal consumption and the corresponding coal price of each of the aforesaid existing coal-fired power plants of the Parent Group for FY2027; and (iii) the relevant existing contracts and internal documents of intent pertaining to contracts anticipated to be newly executed for the aforementioned procurement of coal mining related facilities for FY2027.

In addition, upon our further request, the Management also provided us with (i) the Historical Coal Prices; (ii) the relevant executed construction agreements and internal planning documents showing, among others, the estimated coal consumption volume for the aforesaid new coal-fired power plants of the Parent Group for FY2027; and (iii) the internal assessment documents showing, among others, the several upgrades together with the estimated coal consumption volume for the aforesaid existing coal-fired power plants of the Parent Group for FY2027. After reviewing the aforesaid documents, we noted that (i) the implied increases as represented by the prices of coals used for each of the aforesaid new coal-fired power plants and existing coal-fired power plants of the Parent Group for FY2027 as compared to those for FY2026 were in line with the relevant historical increases as represented by the Historical Coal Prices; (ii) the estimated coal consumption volume for the aforesaid new coal-fired power plants of the Parent Group for FY2027 was in line with that as stated in the aforesaid relevant executed construction agreements and internal planning documents; and (iii) the estimated coal consumption volume for the aforesaid existing coal-fired power plants of the Parent Group for FY2027 was in line with the aforesaid internal assessment documents. Hence, we are of the view that the estimated coal consumption volume and the corresponding coal price of the aforesaid new coal-fired power plants and the existing coal-fired power plants of the Parent Group for FY2027 to be justifiable.

We calculated the implied amounts based on the aforesaid information and noted that the sum of (i) the products of estimated coal consumption volume and corresponding coal price for each of the aforesaid new coal-fired power plants of the Parent Group for FY2027; (ii) the products of estimated coal consumption volume and corresponding coal price for each of the aforesaid existing coal-fired power plants of the Parent Group for FY2027; and (iii) the amount of the aforesaid relevant existing contracts and internal documents of intent regarding the expected procurement of coal mining related facilities of the Parent Group for FY2027 equals to approximately RMB15.4 billion, which equals to the 2027 Estimated Additional Supply Amount (i.e. approximately RMB15.4 billion). Hence, we are of the view that the 2027 Estimated Additional Supply Amount (i.e. approximately RMB15.4 billion) to be justifiable.

In light of the above, we consider that the Supply Cap for FY2027 is fair and reasonable.

Supply Caps for FY2028 and FY2029

As illustrated in the above table, the Supply Cap for FY2028 represents an increase of approximately 2.8% (or RMB0.9 billion) as compared to that for FY2027 (the "**Supply Increase for FY2028**"). As advised by the Management, such increase was set to cater for the anticipated increase in coal supply to the coal-fired power plants of the Parent Group for FY2028, which was mainly derived from the expected increase in power generation volume from existing coal-fired power plants of the Parent Group for FY2028.

In this regard, the Management provided us with the expected increased power generation and estimated coal consumption volume and the corresponding coal price of each of the aforesaid existing coal-fired power plants of the Parent Group for FY2028. In addition, upon our further request, the Management also provided us with the internal assessment documents showing, among others, the several upgrades together with the estimated coal consumption volume for the aforesaid existing coal-fired power plants of the Parent Group for FY2028. After reviewing the aforesaid documents, we noted that (i) the prices of coals used for each of the aforesaid existing coal-fired power plants of the Parent Group for FY2028 were similar with those for FY2027 (variance less than 1%) for prudent purpose; and (ii) the estimated coal consumption volume for the aforesaid existing coal-fired power plants of the Parent Group for FY2028 was in line with the aforesaid internal assessment documents. Hence, we are of the view that the estimated coal consumption volume and the corresponding coal price of the aforesaid existing coal-fired power plants of the Parent Group for FY2028 to be justifiable.

We calculated the implied amounts based on the aforesaid information and noted that the sum of the products of estimated coal consumption volume and corresponding coal price for each of the aforesaid existing coal-fired power plants of the Parent Group for FY2028 equals to approximately RMB1.2 billion, which is close to the Supply Increase for FY2028 (i.e. RMB0.9 billion). Accordingly, we are of the view that the Supply Cap for FY2028 (including the Supply Increase for FY2028) is fair and reasonable.

According to the table above, the Supply Cap for FY2029 represents an increase of approximately 6.7% (or RMB2.2 billion) as compared to that for FY2028 (the "**Supply Increase for FY2029**"). As advised by the Management, such increase was set to cater for the anticipated increase in coal supply to the coal-fired power plants of the Parent Group for FY2029, which was mainly derived from the expected commissioning of the new coal-fired power plants of the Parent Group for FY2029.

In this regard, the Management provided us with the expected commissioning date, installed capacity, power generation capacity and estimated coal consumption volume and the corresponding coal price of each of the aforesaid new coal-fired power plants of the Parent Group for FY2029. In addition, upon our further request, the Management also provided us with the relevant executed construction agreements and internal planning documents showing, among others, the estimated coal consumption volume for the aforesaid new coal-fired power plants of the Parent Group for FY2029. After reviewing the aforesaid documents, we noted that (i) the prices of coals used for each of the aforesaid new coal-fired power plants for FY2029 were similar with those for FY2028 (variance less than 1%) for prudent purpose; and (ii) the estimated coal consumption volume for the aforesaid new coal-fired power plants of the Parent Group for FY2029 was in line with that as stated in the aforesaid relevant executed construction agreements and internal planning documents. Hence, we are of the view that the estimated coal consumption volume and the corresponding coal price of the aforesaid new coal-fired power plants of the Parent Group for FY2029 to be justifiable.

We calculated the implied amounts based on the aforesaid information and noted that the sum of the products of estimated coal consumption volume and corresponding coal price for each of the aforesaid new coal-fired power plants of the Parent Group for FY2029 equals to approximately RMB2.4 billion, which is close to the Supply Increase for FY2029 (i.e. RMB2.2 billion). Accordingly, we are of the view that the Supply Cap for FY2029 (including the Supply Increase for FY2029) is fair and reasonable.

Shareholders should note that as the Supply Caps are relating to future events and were estimated based on assumptions which may or may not remain valid for the entire period up to 31 December 2029, and they do not represent forecasts of revenue to be generated from the Supply Transactions. Consequently, we express no opinion as to how closely the actual revenue to be generated from the Supply Transactions will correspond with the Supply Caps.

Having considered the principal terms of the Supply Transactions as set out above, we are of the view that the terms of the Supply Transactions (including the Supply Caps) are on normal commercial terms and are fair and reasonable.

B. The Financial Services

Principal terms of the Financial Services

Summarised below are the major terms of the Financial Services, details of which are set out under the section headed "(2) 2027 Financial Services Framework Agreement" of the Board Letter:

Date

27 April 2026

Parties

China Coal Finance Company and the Parent

Continuing transactions

China Coal Finance Company has agreed to provide, among other things, the Financial Services, to the Parent Group.

Term and termination

Three years commencing on 1 January 2027 and ending on 31 December 2029.

Price determination

The pricing principles of the Financial Services to be provided by China Coal Finance Company to the Parent Group are as follows:

- The interest rates for loans provided to the Parent Group by China Coal Finance Company shall, subject to compliance with PRC laws, regulations and supervisory requirements, be determined by both parties on normal commercial terms after arm's length negotiation with reference to factors such as the Loan Prime Rate (LPR), credit ratings and the nature of the loan; and under normal circumstances, the interest rate of the loan shall not be lower than the interest rate determined by normal financial institutions in the PRC for a loan of the same type to the Parent Group or a third party of the same condition during the same period.

According to the website of the People's Bank of China (the "**PBOC**"), LPR is a basic loan reference rate formed with reference to the most preferential lending rates offered by representative quoting banks to their prime clients. Other lending rates can be offered based on the LPR adding or subtracting certain basis points. The centralized quote and publish mechanism of LPR is that the authorized publisher calculates the quotes provided by the panel banks as the weighted average LPR and releases it to the public. Currently the one-year LPR and above-five-year LPR are published to the general public. PBOC authorised National Interbank Funding Center to announce the latest LPRs on or around the 20th day of each month since 20 August 2019. Based on our independent research, LPR was the most frequently used base lending rate in the PRC for money lending/borrowing purpose.

For our due diligence purpose, we obtained a summary list of the agreements in relation to the Financial Services for the two years ended 31 December 2025 and 3M2026. We randomly selected one agreement for each of the two years ended 31 December 2025 and one agreement for 3M2026 (i.e. three agreements were selected in total) from such list (the "**Selected Financial Services Samples**"). As the Selected Financial Services Samples were selected on random basis and covered the period for the two years ended 31 December 2025 and 3M2026, we consider that the Selected Financial Services Samples are fair and representative. Upon our request, the Company provided us with the relevant documents relating to the Selected Financial Services Samples, including the corresponding executed agreements, internal approval documents and internal due diligence reports showing, among others, the interest rates offered by independent normal financial institutions in the PRC for loans of the same type to the Parent Group for the same period. We noted from the aforesaid documents that the interest rates offered by China Coal Finance Company to the Parent Group under the Selected Financial Services Samples were determined with reference to LPR and not lower than those offered by the independent normal financial institutions in the PRC for loans of the same type to the Parent Group for the same period (the "**Findings from the Financial Services Sampling**").

With reference to the Board Letter, the Group adopted certain procedures to ensure that the Financial Services will be provided in compliance with its pricing principles. Details of the internal control procedures are set out under the sub-section headed "Internal Control Measures" under the section headed "(2) 2027 Financial Services Framework Agreement" of the Board Letter. As there will be (i) pre-loan investigations, which will be conducted on loan applications by China Coal Finance Company's financial services department, to assess customers' creditworthiness and the purpose of the loans according to relevant credit rules of the NFRA and the PBOC, examine, among others, the amount and term of loans together with the caps of connected (or related party) transactions, determine the interest rate of each loan after arm's length negotiation with reference to the LPR issued by the PBOC; and (ii) China Coal Finance Company's risk management department and the general manager will be involved in review of loan application (including interest rate), we consider that the effective of implementation of the internal control procedures will ensure the fair interest rate determination of the Financial Services.

Upon our request, the Management confirmed that China Coal Finance Company (i) was aware of the internal control procedures in respect of the Financial Services; and (ii) complied with such internal control procedures before conducting the individual transactions contemplated under the 2027 Financial Services Framework Agreement. As part of our due diligence work, we also interviewed four staffs in total of the financial services department, the risk management department, the internal audit department and the credit examining committee (all being the responsible staffs of the major departments involved in conducting the Financial Services) of China Coal Finance Company for the aforesaid matters. Having considered the Findings from the Financial Services Sampling, the Management's confirmation and our discussion with relevant staffs, we do not doubt the effectiveness of the aforesaid internal control procedures.

Proposed annual caps

Set out below are (i) historical amounts of the Financial Services for the two years ended 31 December 2025 and the 3M2026 with existing annual caps; and (ii) proposed annual caps of the Financial Services for the three years ending 31 December 2029 (the "**Financial Services Cap(s)**"):

	For the year ended 31 December 2024	**For the year ended 31 December 2025**	**For the year ending 31 December 2026**
	RMB'000	*RMB'000*	*RMB'000*
Historical amounts	11,905,580	12,641,330	14,373,350*(Note)*

	For the year ended 31 December 2024 *RMB'000*	For the year ended 31 December 2025 *RMB'000*	For the year ending 31 December 2026 *RMB'000*
Existing annual caps (the maximum daily balance of loans (including accrued interest) granted by China Coal Finance Company to the Parent Group)	24,000,000	26,000,000	27,000,000

	For the year ending 31 December 2027 *RMB'000*	For the year ending 31 December 2028 *RMB'000*	For the year ending 31 December 2029 *RMB'000*
Financial Services Caps (maximum daily balance of loans (including accrued interest) granted by China Coal Finance Company to the Parent Group)	21,000,000	21,500,000	22,000,000

Note: the figure was for the 3M2026.

With reference to the Board Letter, the Financial Services Caps were determined based on the factors as set out under sub-section headed "Proposed annual caps" under the section headed "(2) 2027 Financial Services Framework Agreement" of the Board Letter.

Upon our request, the Company provided us with a summary list (including the respective estimated total investment amount, estimated investment amount funded by its own funds and estimated investment amount funded by loans) of the Parent Group's construction projects which are expected to be funded by the provision of the Financial Services for the three years ending 31 December 2029, together with the corresponding internal approval documents. According to such summary list and the corresponding internal approval documents, we noted that the total estimated investment amount funded by loans of the Parent Group's construction projects were approximately RMB42.30 billion for the three years ending 31 December 2029, indicating the possible demand for the loans (including the Financial Services) for the aforementioned Parent Group's construction projects.

In addition, according to the Administrative Measures, a finance company's outstanding loan balance shall not exceed 80% of its sum of deposits from customers and paid-in capital. According to the 2025 Annual Report of the Finance Company, we noted that (i) China Coal Finance Company's deposits from customers as at 31 December 2025 represents an increase of approximately 1% as compared to that as at 31 December 2024; (ii) China Coal Finance Company's outstanding loan balance represents approximately 27% of the sum of China Coal Finance Company's deposits from customers and paid-in capital as at 31 December 2025; and (iii) China Coal Finance Company's maximum outstanding loan balance was approximately RMB81 billion as at 31 December 2025 pursuant to the Administrative Measures, indicating the feasibility for the China Coal Finance Company to further expand its lending activities, appropriately increase its loan-to-deposit ratio and enhance its profitability with the anticipated growth in the China Coal Finance Company's scale of deposits from customers in the future.

According to the 2025 Annual Report of the Finance Company, we noted that (i) the amount of China Coal Finance Company's cash and deposit in the Central Bank (現金及存放中央銀行款項) and deposit in other institutions (存放同業款項) (collectively, the "**Finance Company Deposits**") as at 31 December 2025; (ii) the actual maximum daily balance of loans (including accrued interest) granted by China Coal Finance Company to the Parent Group for FY2025 represented approximately 16.2% of the Finance Company Deposits as at 31 December 2025; and (iii) the Financial Services Caps for each of the three years ending 31 December 2029 represents approximately 26.9%, approximately 27.6% and approximately 28.2% of the Finance Company Deposits as at 31 December 2025 respectively.

In addition, we noted that the Financial Services Caps for each of the three years ending 31 December 2029 represents approximately 15.0%, approximately 15.3% and approximately 15.7% respectively to the total borrowings (including both short-term and long-term) of the Parent Group (including the Group) as at 31 December 2025.

Furthermore, according to the cashflow statements of the Parent Group and the Group, new borrowings under financing activities are summarized as follows:

	For the year ended 31 December 2025	**For the year ended 31 December 2024**	**For the year ended 31 December 2023**
	RMB' million	*RMB' million*	*RMB' million*
The Parent Group (including the Group) (a)	94,843	66,341	54,224
The Group (b)	20,822	14,837	21,639
The Parent Group ((a) – (b))	74,021	51,504	32,585

Based on the above table, the Parent Group's new borrowings under financing activities for each of the three years ended 31 December 2025 were obviously larger than the Financial Services Caps, indicating the Parent Group's possible demand of debt financing to be provided by commercial banks, China Coal Finance Company or other financial institutions.

Having considered the above ratios and that China Coal Finance Company (i) will provide such services to the Parent Group only (a) after the relevant pricing policies and internal control procedures as set out under the section headed "Internal Control Measures" being fulfilled; and (b) when China Coal Finance Company has sufficient and available fund; and (ii) will have sole discretion on provision of unsecured loan services, we are of the view the Financial Services Caps for the three years ending 31 December 2029 to be fair and reasonable.

Shareholders should note that as the Financial Services Caps are relating to future events and was estimated based on assumptions which may or may not remain valid for the entire period up to 31 December 2029, and they do not represent forecasts of loan to be granted under or interest to be generated from the Financial Services. Consequently, we express no opinion as to how closely the actual loan to be granted under or interest to be generated from the Financial Services will correspond with the Financial Services Caps.

Having considered the principal terms of the Financial Services as set out above, we are of the view that the terms of the Financial Services (including the Financial Services Caps) are on normal commercial terms and are fair and reasonable.

C. Hong Kong Listing Rules Implications

The Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 to 14A.59 of the Hong Kong Listing Rules pursuant to which (i) the values of the Non-exempt Continuing Connected Transactions must be restricted by their respective proposed annual caps for the period concerned under the relevant framework agreements; (ii) the terms of the Non-exempt Continuing Connected Transactions (including their respective proposed annual caps) must be reviewed by the independent non-executive Directors annually; (iii) details of independent non-executive Directors' annual review on the terms of the Non-exempt Continuing Connected Transactions must be included in the Company's subsequent published annual reports.

Furthermore, it is also required by the Hong Kong Listing Rules that the auditors of the Company must provide a letter to the Board confirming, among other things, whether anything has come to their attention that causes them to believe that the Non-exempt Continuing Connected Transactions (i) have not been approved by the Board; (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the

provision of goods or services by the listed issuer's group; (iii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and (iv) have exceeded their respective proposed annual caps.

In the event that the total amounts of the Non-exempt Continuing Connected Transactions are anticipated to exceed their respective proposed annual caps, or that there is any proposed material amendment to the terms of the Non-exempt Continuing Connected Transactions, as confirmed by the Directors, the Company shall comply with the applicable provisions of the Hong Kong Listing Rules governing continuing connected transaction.

Given the above stipulated requirements for continuing connected transactions pursuant to the Hong Kong Listing Rules, we are of the view that there are adequate measures in place to monitor the Non-exempt Continuing Connected Transactions and thus the interest of the Independent Shareholders would be safeguarded.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Non-exempt Continuing Connected Transactions are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the Non-exempt Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favor of the resolutions to be proposed at the AGM to approve the Non-exempt Continuing Connected Transactions and we recommend the Independent Shareholders to vote in favor of the resolutions in this regard.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Graham Lam
Managing Director

Note: Mr. Graham Lam is a licensed person registered with the Securities and Futures Commission and a responsible officer of Gram Capital Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 30 years of experience in investment banking industry.

* *For identification purpose only*

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

As at the Latest Practicable Date, none of the Directors or the chief executive officer of the Company had any interest or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO), which are required to be notified to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and to the Hong Kong Stock Exchange under the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or were deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered into the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by the Directors of Listed Issuers, to be notified to the Company and the Hong Kong Stock Exchange.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

So far as is known to the Directors and the chief executive officer of the Company, as at the Latest Practicable Date, the following persons, other than a Director or the chief executive officer of the Company, had interests or short positions in the Shares or 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 is directly or indirectly, interested in 5% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of Shareholders	Number of Shares	Class of Shares	Nature of interest	Capacity	Percentage of respective type of Shares in issue (%)	Percentage of total Shares in issue (%)
China National Coal Group Corporation	7,615,522,208	A Share(s)	N/A	Beneficial owner	83.21	57.44
	132,351,000	H Share(s)	Long position	Interests of controlled corporation by substantial shareholders	3.22	1.00

Name of Shareholders	Number of Shares	Class of Shares	Nature of interest	Capacity	Percentage of respective type of Shares in issue (%)	Percentage of total Shares in issue (%)
Funde Sino Life Insurance Co., Ltd.	1,475,116,147	H Share(s)	Long position	Interests of controlled corporation by substantial shareholders	35.92	11.13
China CITIC Financial Asset Management Co., Ltd.	494,575,000	H Share(s)	Long position	Beneficial owner	12.04	3.73

Notes:

1. As at the Latest Practicable Date, save as Mr. Wang Shudong, Mr. Gao Shigang and Mr. Liao Huajun, there is no other Director who is a director or employee of a company which has an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

2. China Coal Group holds 100% equity interest in China Coal Hong Kong Limited, which in turn holds 132,351,000 H Shares of the Company, representing 1.00% of the total issued share capital of the Company. Pursuant to the SFO, China Coal Group is deemed to be interested in the H Shares owned by China Coal Hong Kong Limited. Therefore, China Coal Group holds a total of 7,747,873,208 Shares of the Company directly and indirectly, accounting for 58.44% of the total shares in issue of the Company.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors and the chief executive officer of the Company, there was no other person (other than the Directors or the chief executive of the Company) who had interests or short positions in the Shares or 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.

4. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial position or trading position of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Group were made up.

5. INTERESTS OF DIRECTORS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors nor their respective associates was interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group which would require disclosure under the Hong Kong Listing Rules and none of the Directors nor their respective associates was materially interested in any contract or arrangement at the Latest Practicable Date which was significant to the business of the Group taken as a whole.

6. DIRECTORS' INTEREST IN ASSETS OR CONTRACTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Group were made up. None of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group.

7. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which will not expire or is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

8. EXPERT'S QUALIFICATION AND CONSENT

Gram Capital, as the Independent Financial Adviser, has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter of advice and references to its name in the form and context in which it appear.

The following is the qualification of Gram Capital who has given its opinions or advice which is contained in this circular:

Name	Qualification
Gram Capital Limited	a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO

9. EXPERT'S INTERESTS

As at the Latest Practicable Date, Gram Capital did not have any direct or indirect interest in any asset which have been acquired, or disposed of by, or leased to any member of the Group, or which are proposed to be acquired, or disposed of by, or leased to any member of the Group, since 31 December 2025, the date to which the latest audited financial statements of the Group were made up; and has no shareholding interest 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.

10. METHOD OF VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the AGM must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to resolutions to be proposed at the AGM.

11. MISCELLANEOUS

(a) The company secretary of the Company is Mr. Jiang Qun. Mr. Jiang Qun, is a fellow of The Hong Kong Chartered Governance Institute, and by virtue of his relevant experiences, has been confirmed capable of discharging the functions of company secretary pursuant to the Rule 3.28 of the Hong Kong Listing Rules and qualified for the position of company secretary under the Hong Kong Listing Rules by the Hong Kong Stock Exchange.

(b) The registered office of the Company is situated at No. 1 Huangsidajie, Chaoyang District, Beijing, the PRC.

(c) The H Share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited which is situated at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

12. DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be published on the websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.chinacoalenergy.com) for a period of 14 days from the date of this circular:

(a) 2027 Integrated Materials and Services Mutual Provision Framework Agreement; and

(b) 2027 Financial Services Framework Agreement.

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

CHINA COAL ENERGY COMPANY LIMITED*

中國中煤能源股份有限公司

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

(Stock code: 01898)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting (the "**AGM**") of the shareholders of China Coal Energy Company Limited (the "**Company**") will be held at 3:00 p.m. on Friday, 26 June 2026 at China Coal Building, No. 1 Huangsidajie, Chaoyang District, Beijing, the People's Republic of China (the "**PRC**"), for the purpose of passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. The proposal in relation to the work report of the Board of the Company for the year 2025.

2. The proposal in relation to the financial statements of the Company for the year 2025.

3. The proposal in relation to the profit distribution proposal of the Company for the year 2025.

4. The proposal in relation to the proposal of shareholders' general meetings to authorize the Board to formulate and implement the 2026 interim dividend distribution plan.

5. The proposal in relation to the appointment of the accounting firms of the Company for 2026 interim financial report review and annual financial report audit.

6. The proposal in relation to formulating the Measures for the Administration of Directors' Remuneration of the Company.

7. The proposal in relation to the emoluments of the Directors of the Company for the year 2026.

8.00 The proposal in relation to the determination of the annual waiver caps for the Company's Continuing Connected Transactions for 2027-2029.

8.01 The proposal in relation to renewal of the Integrated Materials and Services Mutual Provision Framework Agreement between the Company and China Coal Group and the application for the Proposed Annual Caps for the transactions thereunder.

9.00 The proposal in relation to the renewal of the Financial Services Framework Agreement between the Finance Company and China Coal Group.

9.01 The proposal in relation to of the Financial Services Framework Agreement between the Finance Company and China Coal Group and the application for the Proposed Annual Caps for the transactions thereunder.

* *For identification purpose only*

By Order of the Board
China Coal Energy Company Limited
Wang Shudong
Chairman of the Board, Executive Director

Beijing, the PRC
29 May 2026

As at the date of this notice, the executive Directors of the Company are Wang Shudong, Gao Shigang and Liao Huajun; the non-executive Director of the Company is Xu Qian; and the independent non-executive directors of the Company are Jing Fengru, Zhan Yanjing and James Kong Tin Wong.

Notes:

1. ELIGIBILITY FOR ATTENDING THE AGM

Holders of H shares of the Company whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong on 23 June 2026 shall be entitled to attend the AGM.

To qualify for attendance and vote at the AGM to be held on 26 June 2026, all transfers of H shares of the Company accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 22 June 2026.

2. PROXY

(1) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.

(2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorised attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorisation of such attorney shall be notarised.

(3) To be valid, the notarized power of attorney or other document(s) of authorisation (if any) and the form of proxy shall be delivered to (i) the registered office address of Company for holders of A shares of the Company; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for holders of H shares of the Company, no less than 24 hours before the time fixed for convening the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.

(4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

3. REGISTRATION PROCEDURES FOR ATTENDING THE AGM

A shareholder or his proxy shall produce his identification document when attending the AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorised by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 23 June 2026 to 26 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attendance and vote at the AGM to be held on 26 June 2026, all transfers of H shares of the Company accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 22 June 2026.

If the above resolution is approved by the shareholders at the AGM, the final dividend will be paid to the holders of H shares whose names appear on the Company's register of members for H Shares on Thursday, 9 July 2026. The Company's register of members will be closed from Monday, 6 July 2026 to Thursday, 9 July 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the dividend, all transfer documents of the holders of H shares of the Company must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 3 July 2026.

5. METHOD OF VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the AGM must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to the resolutions to be proposed at the AGM.

6. MISCELLANEOUS

(1) The AGM of the Company is expected to be held for less than half a day. Shareholders attending the AGM shall be responsible for their own travelling and accommodation expenses.

(2) The address of the Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, is situated at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(3) The registered office and the contact details of the Company are:

No. 1 Huangsidajie
Chaoyang District
Beijing, 100120
the PRC
Telephone: (+8610) 8223 6028
Fax: (+8610) 8225 6484