
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Yunnan Energy International Co. Limited (the “Company”), you should at once hand this Circular, and the accompanying form of proxy, to the purchaser or transferee or to the licensed securities dealer or to the bank or to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

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雲能國際
YUNNAN ENERGY INTERNATIONAL

Yunnan Energy International Co. Limited

雲能國際股份有限公司*

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

**CONTINUING CONNECTED TRANSACTIONS
UNDER THE MASTER PURCHASE AGREEMENT
AND
NOTICE OF SPECIAL GENERAL MEETING**

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



WRISE CAPITAL LIMITED

A letter from the Board of Yunnan Energy International Co. Limited (the “Company”) is set out on pages 4 to 14 of this Circular. A letter from the Independent Board Committee of the Company is set out on pages 15 to 16 of this Circular. A letter from WRISE Capital Limited, the Independent Financial Adviser, containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders of the Company is set out on pages 17 to 25 of this Circular.

A notice convening the special general meeting (the “SGM”) of the Company to be held at Room 2008, 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and via live audio-visual webcast or live audio-only stream on Friday, 27 February 2026 at 10:00 a.m. (Hong Kong time) (or any adjournment thereof) is set out on pages SGM-1 to SGM-2 of this Circular. A form of proxy for use at the SGM is also enclosed. Whether or not you are able to attend the SGM, please complete the form of proxy accompanying this Circular in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Shareholders in Hong Kong), or the Company’s share transfer agent in Singapore, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 (for Shareholders in Singapore), as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.

12 February 2026

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DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company as supplemented or amended or substituted from time to time;
“CDP”	The Central Depository (Pte) Limited;
“Circular”	this circular;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Yunnan Energy International Co. Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are primarily listed on the Main Board of the SEHK and secondarily listed on the Main Board of the SGX-ST;
“Commencement Date”	the date on which the conditions precedent for the Master Purchase Agreement is satisfied;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its Subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	an independent committee of the Board comprising all independent non-executive Directors established for the purpose of reviewing the Master Purchase Agreement and the transactions contemplated thereunder;
“Independent Financial Adviser”	WRise Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial advisor appointed by the Board to advise the Independent Board Committee and the Independent Shareholders in respect of the Master Purchase Agreement and the transactions contemplated thereunder;

DEFINITIONS

“Independent Shareholder(s)”	the Shareholders other than Yunnan Provincial Energy and its associates;
“Independent Third Party(ies)”	A person(s) or company(ies) which is/are independent of and not connected with any directors, chief executives, controlling shareholders and substantial shareholders of the Company or any of its Subsidiaries and their respective associates;
“Latest Practicable Date”	4 February 2026, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Master Purchase Agreement”	the Master Purchase Agreement dated 14 January 2026 entered into between Yunnan Energy New Materials and the Company;
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, for the purpose of this circular;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFA”	the Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve, among other things, the Master Purchase Agreement and the transactions contemplated thereunder;
“SGX-ST”	the Singapore Exchange Securities Trading Limited;
“Share(s)”	the ordinary share(s) of par value US\$0.05 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of Share(s) in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose securities accounts the Shares are credited and where the registered holder is CCASS;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“subsidiary/subsidiaries”	any entity within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly;
“Yunnan Energy New Materials”	雲南能投綠色新材有限責任公司(Yunnan Energy Green New Materials Co., Ltd.*), a company incorporated in the PRC with limited liability and is a wholly-owned subsidiary of Yunnan Provincial Energy;
“Yunnan Energy New Materials Group”	Yunnan Energy New Materials, its subsidiary(ies) and any entity(ies) that may become subsidiary(ies) of Yunnan Energy New Materials from time to time, and for the purpose of this circular excludes the Group (unless otherwise specified);
“Yunnan Provincial Energy”	雲南省能源投資集團有限公司(Yunnan Provincial Energy Investment Group Co., Ltd*), a company incorporated in the PRC with limited liability and the ultimate controlling shareholder of the Company; and
“%”	per cent.

The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. Words importing persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

The English translation of Chinese names or words in this Circular where indicated by “*”, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words. In the event of any inconsistency between the English version of this Circular (including the SGM Notice) and the proxy form, and the Chinese version of this Circular (including the SGM Notice) and the proxy form, the English version shall prevail.

LETTER FROM THE BOARD



雲能國際
YUNNAN ENERGY INTERNATIONAL

Yunnan Energy International Co. Limited

雲能國際股份有限公司*

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

Executive Directors:

Ms. ZHU Yingxue

Mr. SONG Henan

Mr. YANG Jie

Mr. WANG Jin

Registered Office:

Victoria Place, 5th Floor, 31 Victoria Street

Hamilton HM 10, Bermuda

*Head Office and Place of Business in Hong Kong
under the Companies Ordinance*

Room 2008, 20/F

China Resources Building

26 Harbour Road, Wanchai, Hong Kong

Independent Non-executive Directors:

Mr. SHI Fazhen

Mr. LIU Zongliu

Ms. JING Pilin

12 February 2026

To the Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS
UNDER THE MASTER PURCHASE AGREEMENT
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 14 January 2026 in respect of the Master Purchase Agreement. The purpose of this Circular is to provide you with, among other things, (i) further information on the Master Purchase Agreement and the transactions contemplated thereunder, (ii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; and (iv) the notice of the SGM to consider and, if thought fit, to approve the Master Purchase Agreement and the transactions contemplated thereunder.

LETTER FROM THE BOARD

2. THE MASTER PURCHASE AGREEMENT

The material terms of the Master Purchase Agreement are summarised below:

Date: 14 January 2026 (after trading hours)

Parties: (i) the Company (for itself and on behalf of the Group); and
(ii) Yunnan Energy New Materials (for itself and on behalf of Yunnan Energy New Materials Group).

Duration: From the Commencement Date to 31 December 2027 (both days inclusive).

Condition Precedent: The Master Purchase Agreement is conditional on and subject to compliance by the Company with relevant requirements of the Listing Rules in respect of the Master Purchase Agreement, including but not limited to obtaining the Independent Shareholders' approval at the SGM.

Save as disclosed above, the Master Purchase Agreement is not subject to other conditions precedent.

Subject matter: Each member of the Group may, at its absolute discretion, request to purchase its required silicon materials (organic silicon/industrial silicon) from members of Yunnan Energy New Materials Group.

Upon receiving purchase request from members of the Group, the relevant member of Yunnan Energy New Materials Group may at its absolute discretion decide whether to sell to the relevant member of the Group the required silicon materials.

LETTER FROM THE BOARD

The terms and conditions of the purchase of silicon materials shall be agreed by relevant member of the Group and Yunnan Energy New Materials Group in writing by individual agreements from time to time. The principal terms and pricing policy of such individual agreements shall be consistent with the terms of the Master Purchase Agreement.

Price determination:

The overall terms and conditions (including but not limited to price, payment terms and credit terms) as a whole offered by the relevant member of Yunnan Energy New Materials Group to relevant member of the Group shall be no less favourable to the relevant member of the Group than those offered by Independent Third Parties and shall be on normal commercial terms or better. Each individual agreement shall be negotiated on an arm's length basis.

INTERNAL CONTROL PROCEDURES AND PRICING POLICIES

In order to safeguard the interests of the Company and the Shareholders, and to ensure that the Master Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms and on terms no less favourable to the Group than those offered by Independent Third Parties, in determining whether the overall terms and conditions of any purchases conducted pursuant to the Master Purchase Agreement, the Group shall take into account all relevant factors including the fair market price ranges referring to industry reports available in the market and pricing terms of goods of identical, or (if this is not available) of comparable or similar quality, specifications, quantities, required time of delivery, etc. offered by Independent Third Parties in the market at the time when the relevant individual agreement is entered into.

In particular, the Company has adopted the following specific internal control procedures and pricing policies:

- (i) Before purchasing any silicon materials from Yunnan Energy New Materials Group, the relevant personnel of the business department of the Company would ensure that the transactions are on normal commercial terms and on terms no less favourable from the perspective of the Group than those offered by Independent Third Parties. The business department of the Company will (where applicable) compare the terms offered by Yunnan Energy New Materials Group with the terms offered by at least two Independent Third Parties and make an overall assessment of the terms offered, including the quality of the silicon materials, past history of dealing with such party (if any), payment terms, credit terms and silicon materials price (as the case may be), to ensure that those offered by Yunnan Energy New Materials Group is no less favourable to the Group than those offered by Independent Third Parties.

LETTER FROM THE BOARD

- (ii) Where no silicon materials of identical types or specifications are offered by Independent Third Parties, the business department of the Company will then obtain at least two quotations from Independent Third Parties in respect of similar or comparable silicon materials and compare them with those offered by Yunnan Energy New Materials Group and determine whether on an overall evaluation of the prices to be charged, payment terms, credit terms and other terms and conditions, the terms offered by Yunnan Energy New Materials Group are no less favourable to the Group than those offered by Independent Third Parties.
- (iii) the independent non-executive Directors will review the transactions under the relevant continuing connected transactions and the auditors of the Company will also conduct an annual review on the pricing terms and annual caps thereof.

HISTORICAL FIGURES

Except for the Group's purchase of silicon materials from Yunnan Energy New Materials Group and Independent Third Parties were approximately HK\$413,000 and HK\$45,135,000 for the year ended 31 December 2025, there was no purchase of silicon materials from Yunnan Energy New Materials Group for the previous three years. The transactions with Yunnan Energy New Materials Group constituted exempt connected transactions as defined under Chapter 14A of the Listing Rules.

PROPOSED ANNUAL CAPS

The following table sets out the respective proposed annual caps of the continuing connected transactions under the Master Purchase Agreement for the two years ending 31 December 2027:

	For the year ending 31 December 2026 <i>HK\$'000</i>	For the year ending 31 December 2027 <i>HK\$'000</i>
Proposed annual caps for purchase of silicon materials from Yunnan Energy New Materials Group	172,000	172,000

LETTER FROM THE BOARD

BASIS FOR DETERMINATION OF THE PROPOSED ANNUAL CAPS

The proposed annual caps for the transactions contemplated under the Master Purchase Agreement are determined on the basis of the following:

Regarding the projected purchase amount of the products, considering (a) the Group's estimated demand for silicon materials for the two years ending 31 December 2027, with reference to the historical figures and the quotations received from potential customers of the Group and expected market demands for the Group's silicon materials, in particular, it is estimated that the Group will require such materials of approximately HK\$172.0 million and HK\$172.0 million for the two years ending 31 December 2027 respectively, which is projected with reference to the period covered by the relevant proposed annual caps, depending on its business needs; (b) the expected average unit prices of silicon materials for the two years ending 31 December 2027 which are determined mainly based on the type of silicon materials on preliminary prevailing quotation from fair market price ranges referring to industry reports available in the market or third party suppliers' quotation, which is comparable to the prevailing indicative price of silicon materials with similar specifications that the Group may obtain from the Independent Third Party suppliers from time to time consider when purchasing silicon materials; (c) based on the experience of the Group, it is expected that the silicon material business will be supported by the extensive customer base and discussed with the potential customers, management and staff's rich experience and network in the international supply chain sector, which the Group has built up over 30 years of operating distribution business; (d) with the increasing global demand for green and low-carbon energy, the market prospects for silicon materials in the new energy and photovoltaic industries are broad. The Group will strengthen its long-term layout in the silicon material field, seize new opportunities for industry development, increase market share, and lay a solid foundation for future sustainable growth; (e) as of the date of this Circular, the Group has received quotations from potential customers of the Group of approximately HK\$77.5 million for the period ending 30 June 2026. Beyond these secured quotations, the Group's recent strategic inquiries to prominent global players have yielded positive purchase intentions, providing further momentum for the Group's anticipated substantial sales growth in 2026; (f) the estimated transaction amount of approximately HK\$88.6 million, derived from (i) the estimated purchase volume of 6,600 tons of silicon materials for the second half of 2026, which represents the proportionate purchase volume of the first half of 2026 with a 10% increase in such volume; (ii) the estimated average unit price of silicon materials, determined by reference to the average market prices of the relevant types of silicon materials for the period from January 2025 to January 2026 as quoted from fair market price ranges referring to industry reports available in the market; (g) the purchase amounts from the Yunnan Energy New Materials Group will be maintained at a similar level for 2026 and 2027; and (h) a slight buffer of approximately 3%; and (i) the increasing public demand for new energy and photovoltaic industries, the Group expected that the sales volume of silicon material products is expected to continue to grow in 2026 and 2027.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Master Purchase Agreement enables the Group to purchase silicon materials from Yunnan Energy New Materials Group. Such arrangement allows the Group to expand its sourcing channels for silicon materials, giving the Group access to a stable and reliable supply of silicon materials, thereby mitigating the risks associated with market volatility and supply disruptions. Furthermore, leveraging our established relationship with the Yunnan Energy New Materials Group allows us to negotiate favourable terms, thus enhancing our operational efficiency and cost-effectiveness. This, in turn, strengthens the Group's competitive position and supports our long-term growth objectives.

Based on its numerous accolades and certifications, Yunnan Energy New Materials Group demonstrates exceptional strengths in quality, reputation, and potential price competitiveness. Its commitment to high quality is confirmed by receiving the national-level "Specialised, Refined, Distinctive, and Innovative Little Giant" title, being named a "National Manufacturing Single Item Champion Demonstration Enterprise", and maintaining rigorous ISO 9001 and other management systems. Yunnan Energy New Materials Group boasts a superior reputation, evidenced by the "Yong Chang" trademark being recognised as a "China Well-known Mark", achieving "National Green Factory" status, implementing a "National-Level Smart Manufacturing Excellence Scene", and winning the prestigious Yunnan Provincial First Prize of Science and Technology Advanced Award among 12 provincial and ministerial-level technology honors, supported by 78 core technological patents. Furthermore, certifications like ISO 50001 for Energy Management and recognition as a "Yunnan Industrial Enterprise Energy Efficiency Leader" suggest highly efficient operations, which translates into lower production costs and a strong underlying advantage in price competitiveness and overall business efficacy.

There are further benefits to the Group that are expected pursuant to the continuing connected transactions contemplated under the Master Purchase Agreement, as opposed to other Independent Third Party suppliers, Yunnan Energy New Materials Group offers more flexible payment terms to the Group, including full payment following receipt of the settlement from the Group's customers, which can improve liquidity and operational flexibility for the Group. In case of delivery or performance issues, retaining payment gives the Group stronger negotiating power. Overall, this structure can help provide financial stability and support steady business development.

As the Master Purchase Agreement is being entered into in the ordinary and usual course of business of the Company and the terms have been negotiated on an arm's length basis and on normal commercial terms, with the purchase price of the products in general being based on prevailing market price of the same or substantially similar products offered by other independent third party suppliers, the Directors (including the independent non-executive Directors whose views are set out in further detail in the Letter from the Independent Board Committee) consider that the transactions under the Master Purchase Agreement and the proposed annual caps thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

GENERAL INFORMATION OF THE PARTIES

Yunnan Energy New Materials

Yunnan Energy New Materials is a company incorporated in the PRC with limited liability and is a wholly-owned subsidiary of Yunnan Provincial Energy. The ultimate holding company of the Yunnan Energy New Materials is Yunnan Provincial Energy Investment Group Co., Ltd, which is a state-owned enterprise established in the PRC and is (i) approximately 30.99% owned by 雲南省投資控股集團有限公司 (Yunnan Investment Holding Group Co., Ltd.*) (“**Yunnan Investment Holding**”), which is in turn 90.00% owned by 雲南省人民政府國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of Yunnan Provincial People’s Government of the PRC*) (“**Yunnan SASAC**”), (ii) approximately 27.23% owned by 雲南省信用增進有限公司 (Yunnan Credit Promotion Co., Ltd.*), which is in turn wholly owned by Yunnan SASAC, (iii) approximately 13.94% owned by 雲南雲投資資本運營有限公司 (Yunnan Yun Investment Capital Operation Co., Ltd.*), which is in turn approximately 72.99% owned by Yunnan Investment Holding, (iv) approximately 11.52% owned by 雲南溢能新能源發展有限責任公司 (Yunnan Yineng New Energy Development Co., Ltd.*), which is in turn wholly owned by Yunnan Investment Holding, (v) approximately 7.10% owned by 雲天化集團有限責任公司 (Yuntianhua Group Co., Ltd.*), which is in turn approximately 66.29% owned by Yunnan SASAC, and (vi) approximately 5.24% owned by 雲南省資產管理有限公司 (Yunnan Asset Management Co., Ltd.*), which is in turn wholly owned by Yunnan Investment Holding. The remaining 3.98% equity interest of Yunnan Provincial Energy are owned by certain companies (each holding less than 10%).

Yunnan Energy New Materials Group is principally engaged in the production of silicon materials.

The Group

The Group is principally engaged in, among others, (i) the provision of distribution and after-sales services in the PRC for different analytical instruments, including chromatographs, spectrophotometers, electronic microscopes, life science and general laboratory instruments, with specialised and customised hardware and software, to provide solutions and facilitate scientific analysis and testing; and (ii) the trading and supply chain business on diversified industrial and consumer products.

BOARD APPROVAL

No Director was required to abstain from voting on the Board resolution approving the Master Purchase Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Yunnan Provincial Energy and its associates control or are entitled to exercise control over approximately 73.05% of the total issued share capital of the Company. Yunnan Energy New Materials is a wholly-owned subsidiary of Yunnan Provincial Energy. Therefore, Yunnan Energy New Materials is an associate of Yunnan Provincial Energy and a connected person of the Company for the purpose of Chapter 14A of the Listing Rules, and accordingly the transactions contemplated under the Master Purchase Agreement constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

As one or more of the applicable percentage ratios (other than the profits ratio) with reference to the proposed annual caps of the Master Purchase Agreement exceed 5%, the continuing connected transactions contemplated thereunder are subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

In accordance with the Listing Rules, any connected person of the Company and any Shareholder with a material interest in the Master Purchase Agreement and the transactions contemplated thereunder and its close associate(s) must abstain from voting on the relevant resolution(s) at the SGM. As at the Latest Practicable Date, Yunnan Provincial Energy and its associate, namely Yunnan Energy Investment (HK) Co. Limited, who together are interested in 201,196,995 Shares, representing approximately 73.05% of the total issued share capital of the Company, will be required to abstain from voting on the resolution at the SGM accordingly. Save as the aforesaid, the Directors are not aware of any other Shareholders who are required to abstain from voting on the resolution(s) in respect of the Master Purchase Agreement and the transactions contemplated thereunder to be put forward at the SGM.

An Independent Board Committee has been established to advise the Independent Shareholders on the terms of and the proposed annual caps of the Master Purchase Agreement and the transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

3. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. SHI Fazhen, Mr. LIU Zongliu and Ms. JING Pilin, being all of the independent non-executive Directors, has been established to advise the Independent Shareholders on the fairness and reasonableness of the terms of the Master Purchase Agreement, after taking into account the recommendations of the Independent Financial Adviser.

WRise Capital Limited has been appointed as the Independent Financial Adviser to the Company to provide the Independent Board Committee and the Independent Shareholders with independent advice in connection with the Master Purchase Agreement and the transactions contemplated thereunder.

4. SGM

The SGM will be convened and held at Room 2008, 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and via live audio-visual webcast or live audio-only stream on Friday, 27 February 2026 at 10:00 a.m. (Hong Kong time) (or any adjournment thereof) for the Independent Shareholders to approve the Master Purchase Agreement and the transactions contemplated thereunder at the SGM.

LETTER FROM THE BOARD

In accordance with the Listing Rules, any Shareholder who has a material interest in the Master Purchase Agreement and the transactions contemplated thereunder shall abstain from voting on the resolution to approve the Master Purchase Agreement and the transactions contemplated thereunder at the SGM. As at the Latest Practicable Date, Yunnan Provincial Energy and its associates, namely Yunnan Energy Investment (HK) Co. Limited who together are interested in 201,196,995 Shares, representing approximately 73.05% of the total issued share capital of the Company, will be required to abstain from voting on the resolution at the SGM accordingly. Save as disclosed above, to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Directors or their respective close associates have any material interest in the Master Purchase Agreement, no other Shareholder has a material interest in the Master Purchase Agreement and the transactions contemplated thereunder and will be required to abstain from voting on the resolution to approve the Master Purchase Agreement and the transactions contemplated thereunder at the SGM. Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the SGM will be taken by poll and the poll results will be published on the websites of the Stock Exchange, the SGX-ST and the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 24 February 2026 to Friday, 27 February 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of shareholders who are entitled to attend and vote at the SGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m., Monday, 23 February 2026 (for shareholders in Hong Kong), or with the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 for registration not later than 5:00 p.m., Monday, 23 February 2026 (for shareholders in Singapore). The record date for the purpose of determining the eligibility of the shareholders to attend and vote at the SGM is therefore Friday, 27 February 2026.

6. PROXY ARRANGEMENT AND ACTION TO BE TAKEN BY SHAREHOLDERS

Whether or not you are able to attend the SGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Shareholders in Hong Kong), or the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 (for Shareholders in Singapore) as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish. In such event, the relevant form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

7. RECOMMENDATION

Your attention is drawn to the letter from the Independent Board Committee set out on pages 15 to 16 of this Circular and the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in connection with the Master Purchase Agreement and the transactions contemplated thereunder as well as the principal factors and reasons considered by it in arriving to such advice as set out on pages 17 to 25 of this Circular.

The Independent Board Committee, having considered the principal factors and reasons taken into account by the Independent Financial Adviser in arriving at its opinion in respect of the Master Purchase Agreement and the transactions contemplated thereunder, concurs with the views of the Independent Financial Adviser that, the Master Purchase Agreement and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Group, the terms of the Master Purchase Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolution approving the Master Purchase Agreement and the transactions contemplated thereunder at the SGM.

The Independent Financial Adviser, having taken into account the principal factors and reasons therein, considers that the Master Purchase Agreement and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Group, the terms of the Master Purchase Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Financial Adviser advises the Independent Board Committee to recommend, and it recommends, the Independent Shareholders to vote in favor of the resolution approving the Master Purchase Agreement and the transactions contemplated thereunder at the SGM.

The Board (including the independent non-executive Directors) considered that the Master Purchase Agreement and the transactions contemplated thereunder are entered into in the ordinary and usual course of business of the Group, the terms of the Master Purchase Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board (including the independent non-executive Directors) recommends the Independent Shareholders to vote in favour of the resolution approving the Master Purchase Agreement and the transactions contemplated thereunder at the SGM.

8. GENERAL

Shareholders and potential investors of the Company should note that the Master Purchase Agreement and the transactions contemplated thereunder are subject to a condition precedent, namely the obtaining of the approval by the Independent Shareholders of the Master Purchase Agreement and the transactions contemplated thereunder at the SGM in accordance with the Listing Rules. Therefore, the Master Purchase Agreement and the transactions contemplated thereunder may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and, in case of doubt, to seek independent advice from professional or financial advisers.

LETTER FROM THE BOARD

9. ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the Appendix I to this Circular.

By order of the Board
Yunnan Energy International Co. Limited
ZHU Yingxue
Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter of recommendation, prepared for the purpose of incorporation in this Circular, from the Independent Board Committee to the Independent Shareholders in respect of approving the Master Purchase Agreement and the transactions contemplated thereunder.



雲能國際
YUNNAN ENERGY INTERNATIONAL

Yunnan Energy International Co. Limited

雲能國際股份有限公司*

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

12 February 2026

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTION MASTER PURCHASE AGREEMENT

We refer to the circular dated 12 February 2026 (the “**Circular**”) issued by the Company to the Shareholders of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter shall have the same meanings as defined in the Circular.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders as to whether, in our opinion, the terms of Master Purchase Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Group and in the interests of the Group and the Shareholders as a whole, and how the Independent Shareholders should vote at the SGM, after taking into account the recommendation of the Independent Financial Adviser.

WRise Capital Limited has been appointed by the Board as the Independent Financial Adviser to advise the Independent Board Committee and Independent Shareholders in connection with the Master Purchase Agreement and the transactions contemplated thereunder. Details of the advice from the Independent Financial Adviser, together with the reasons for its opinion, the key assumptions made and the factors taken into consideration in forming its opinion, are set out in its letter on pages 17 to 25 of the Circular.

Your attention is also drawn to the letter from the Board set out on pages 4 to 14 of the Circular and the general information set out in Appendix I of the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the information as set out in the letter from the Board, the terms and conditions of the Master Purchase Agreement and the transactions contemplated thereunder, the factors and reasons considered by, and the opinion of the Independent Financial Adviser as set out in its letter of advice, we are of the view that the Master Purchase Agreement and the transactions contemplated thereunder are in the ordinary and usual course of business of the Group, the terms of the Master Purchase Agreement and the transactions contemplated thereunder are fair and reasonable, on normal or better commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the approval of Master Purchase Agreement and the transactions contemplated thereunder to be proposed at the SGM.

Yours faithfully,

The Independent Board Committee

Mr. SHI Fazhen

Mr. LIU Zongliu

Ms. JING Pilin

Independent non-executive Directors

LETTER FROM WRISE CAPITAL LIMITED

The following is the full text of the letter received from the Independent Financial Adviser setting out its advice to the Independent Board Committee and the Independent Shareholders in respect of the Master Purchase Agreement and all transactions as contemplated thereunder, for the purpose of inclusion in this circular.



12 February 2026

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTION MASTER PURCHASE AGREEMENT

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Master Purchase Agreement, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 12 February 2026 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

On 14 January 2026 (after trading hours), the Company and Yunnan Energy New Materials entered into the Master Purchase Agreement, pursuant to which the Group may at its absolute discretion request to purchase its required silicon materials from the Yunnan Energy New Materials Group for a term commencing from the Commencement Date to 31 December 2027, subject to the conditions.

As at the Latest Practicable Date, Yunnan Provincial Energy and its associates control or are entitled to exercise control over approximately 73.05% of the total issued share capital of the Company. Yunnan Energy New Materials is a wholly-owned subsidiary of Yunnan Provincial Energy. Therefore, Yunnan Energy New Materials is an associate of Yunnan Provincial Energy and a connected person of the Company for the purpose of Chapter 14A of the Listing Rules, and accordingly the transactions contemplated under the Master Purchase Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (other than the profits ratio) with reference to the proposed annual caps of the Master Purchase Agreement exceed 5%, the continuing connected transactions contemplated thereunder are subject to the reporting, announcement, circular (including independent financial advice), Independent Shareholders’ approval and annual review requirements under Chapter 14A of the Listing Rules.

LETTER FROM WRISE CAPITAL LIMITED

The Independent Board Committee comprising Mr. SHI Fazhen, Mr. LIU Zongliu and Ms. JING Pilin, all being independent non-executive Directors, has been formed to consider the Master Purchase Agreement. We, WRise Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

Apart from normal professional fees paid or payable to us in connection with such appointments as the independent financial adviser, no arrangements exist whereby we had received any fees or benefits from the Group. As at the Latest Practicable Date, we did not have any relationships or interests with the Group that could reasonably be regarded as hindrance to our independence. Accordingly, we consider that we are independent to act as the Independent Financial Adviser pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied on (i) the information and facts contained or referred to in the Circular; (ii) the information supplied by the Directors and the management of the Group (the “**Management**”); (iii) the opinions expressed by and the representations of the Directors and the Management; and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in the Circular were true, accurate and complete in all material respects as at the date thereof and may be relied upon. We have also assumed that all statements contained and representations made or referred to in the Circular are true at the time they were made and continue to be true as at the date hereof and all such statements of belief, opinions and intentions of the Directors and the Management and those as set out or referred to in the Circular were reasonably made after due and careful enquiry. We have no reason to doubt the truth, accuracy and completeness of such information and representations provided to us by the Directors and the Management. The Directors have confirmed that no material facts have been withheld or omitted from the information provided, opinion expressed, representations made to us or referred to in the Circular and that all information provided, opinion expressed or representations made, to us by the Directors and the Management are true, accurate, complete and not misleading in all material respects at the time they were made and continued to be so until the date of the Circular. Shareholders will be informed by the Company and us as soon as possible if there is any material change to the information disclosed in the Circular up to the date of the SGM.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, representations made or opinion expressed by the Directors and the Management, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of any member of the Group or any of their respective subsidiaries and associates.

LETTER FROM WRISE CAPITAL LIMITED

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendations to the Independent Board Committee and the Independent Shareholders, we have taken into consideration the following principal factors and reasons. Our conclusions are based on the results of all analyses taken as a whole.

1. Reasons for and benefits of the entering into of the Master Purchase Agreement

The Group is principally engaged in, among others, (i) the provision of distribution and after-sales services in the PRC for different analytical instruments, including chromatographs, spectrophotometers, electronic microscopes, life science and general laboratory instruments, with specialised and customised hardware and software, to provide solutions and facilitate scientific analysis and testing; and (ii) the trading and supply chain business on diversified industrial and consumer products (the “**Supply Chain Business**”).

Based on its official website, Yunnan Energy New Materials has an establishment history of more than 9 years, with a registered capital of about RMB1.9 billion. Its annual production capacity of organic silicon and industrial silicon have reached about 200,000 tons and 100,000 tons respectively. With reference to the Letter from the Board, Yunnan Energy New Materials is a wholly-owned subsidiary of Yunnan Provincial Energy, the ultimate controlling shareholder of the Company. The Yunnan Energy New Materials Group excels in quality, reputation, and potential price competitiveness, supported by authoritative certifications and honors. It received national-level titles such as “Specialized, Refined, Distinctive, and Innovative Little Giant”, boasted a superior reputation, recognized as a “China Well-Known Mark” for its “Yong Chang” trademark, and won the Yunnan Provincial First Price of Science and Technology Advance Award among 12 provincial-ministerial technology honors, supported by 78 core technological patents. It also holds ISO 9001/50001 certifications, with energy efficiency leadership driving cost advantages.

With reference to the interim report of the Company for the six months ended 30 June 2025, the Company’s core strategy remains focused on its principal businesses. The Company’s strategic direction aims to continuously expand business scale and broaden its customer base. Among other key initiatives, the Group has been proactively developing the Supply Chain Business across both domestic and overseas markets. In terms of international trade, besides maintaining its existing export trade of stainless steel and equipment, the Company has newly launched export business for the Laos photovoltaic project while actively pursuing expansion into additional overseas markets. Building on the experience gained from the successful completion of its first 20-ton silicon wire product transaction in the South Asian market during the first half of 2025, the Group intends to further develop its silicon wire business in this regional market.

LETTER FROM WRISE CAPITAL LIMITED

The Master Purchase Agreement enables the Group to purchase silicon materials from the Yunnan Energy New Materials Group. This arrangement facilitates the Group's expansion of silicon material sourcing channels, granting it access to a stable and reliable supply of silicon materials, thereby it mitigates the risks from market volatility and supply disruptions. Furthermore, by leveraging its established cooperative relationship with the Yunnan Energy New Materials Group, the Company is enabled to negotiate favourable terms, thereby enhancing the Group's operational efficiency and cost-effectiveness. For instance, the Group expects to receive full payment from its customers prior to settling its obligation to the Yunnan Energy New Materials Group. This structure improves the Group's liquidity position and enhances operational flexibility. In the event of delivery or performance discrepancies, the retention of payment affords the Group stronger negotiating power. Such advantages, in turn, strengthen the Group's competitive position and underpin the achievement of its long-term growth objectives.

In light of the above, we are of the view that the entering into of the Master Purchase Agreement, are within the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole.

2. The Master Purchase Agreement

On 14 January 2026, the Company entered into the Master Purchase Agreement with Yunnan Energy New Materials for a term commencing from Commencement Date to 31 December 2027, pursuant to which (i) each member of the Group may, at its absolute discretion, request to purchase its required silicon materials (organic silicon/industrial silicon) from members of the Yunnan Energy New Materials Group; and (ii) upon receiving purchase request from members of the Group, the relevant member of the Yunnan Energy New Materials Group may at its absolute discretion decide whether to sell to the relevant member of the Group the required silicon materials.

The terms and conditions of the purchase of silicon materials shall be agreed by relevant member of the Group and the Yunnan Energy New Materials Group in writing by individual agreements from time to time. The principal terms and pricing policy of such individual agreements shall be consistent with the terms of the Master Purchase Agreement.

The overall terms and conditions (including but not limited to price, payment terms and credit terms) as a whole offered by the relevant member of Yunnan Energy New Materials Group to relevant member of the Group shall be no less favourable to the relevant member of the Group than those offered by Independent Third Parties and shall be on normal commercial terms or better. Each individual agreement shall be negotiated on an arm's length basis.

LETTER FROM WRISE CAPITAL LIMITED

Pricing basis

In assessing the fairness and reasonableness of the pricing terms of the Master Purchase Agreement, we have enquired with the Management and are advised that the pricing to be charged to the Group under the Master Purchase Agreement shall be determined with reference to, where available, the then latest relevant market price of the comparable silicon materials to be published by certain independent and well recognized commodity information provider such as Shanghai Metal Market (“SMM”, <https://www.smm.cn>) and BAIINFO (“Baiinfo”, <http://www.baiinfo.com>) on their respective websites, and in any case shall be no less favourable to members of the Group than those offered by Independent Third Parties and shall be on normal commercial terms or better.

For our due diligence purpose, we have conducted research on the background of SMM and Baiinfo from the public domain. SMM is an integrated internet platform provider of market information for the nonferrous metals industry, offering services including benchmark prices, analysis, news, consulting, and exhibitions for the metal and mining sectors. It has over 3 million registered users and is headquartered in Shanghai, the PRC. Baiinfo, established in 2007 and headquartered in Beijing, is one of the market information suppliers for the bulk commodity market in China, which provides market consulting services focusing on spot price of raw materials and finished goods, market analysis and forecast, as well as market research. Further, based on our independent research conducted, it is noted that both SMM and Baiinfo have been previously made reference to and quoted in the public documents, including but not limited to announcements, circulars or prospectus of other listed companies on the Stock Exchange. Taking into account that SMM and Baiinfo are not an uncommon source of reference among other listed companies on the Stock Exchange, we consider that they are creditable sources of reference and the data as quoted therefrom is reliable.

For the year ended 31 December 2025 and for trial transaction purposes, the Group purchased silicon materials in the amount of approximately HK\$413,000 from the Yunnan Energy New Materials Group (which constituted exempt connected transactions as defined under Chapter 14A of the Listing Rules). The Group subsequently purchased further silicon materials in the amount of approximately HK\$45.1 million from Independent Third Parties (together, the “**2025 Transactions**”). As advised by the Company, in determining the pricing for the trial transactions, the Company primarily referenced prevailing market prices. In the event that the Master Purchase Agreement becomes effective, the Group will adhere to the internal control measures as detailed in the Letter from the Board. For our due diligence purpose, we have reviewed on a random sampling basis three transactions with the Yunnan Energy New Materials Group and three transactions with the Independent Third Parties. We understood that the pricing charged to the Group by the Yunnan New Material Group and the Independent Third Parties were both determined with reference to the then prevailing market prices quoted from SMM or Baiinfo, plus the relevant value added taxes and other cost including transportation costs, and therefore the pricing for the purchase from Yunnan Energy New Material Group should be no less favourable to the Group than those offered by Independent Third Parties.

LETTER FROM WRISE CAPITAL LIMITED

Internal control measures

Further, the Group has adopted internal control measures to ensure the compliance of the above pricing mechanism, details of which are set out in the sub-section headed “INTERNAL CONTROL PROCEDURES AND PRICING POLICIES” of the Letter from the Board. Among others, we noted that, before purchasing any silicon materials from the Yunnan Energy New Materials Group, the relevant personnel of the business department of the Company will compare the terms offered by the Yunnan Energy New Materials Group with the terms offered by at least two Independent Third Parties and make an overall assessment of the terms offered, including the quality of the silicon materials, past history of dealing with such party (if any), payment terms, credit terms and silicon materials price (as the case may be), to ensure that those offered by the Yunnan Energy New Materials Group is no less favourable to the Group than those offered by Independent Third Parties.

Taking into account that (i) the pricing to be charged by the Yunnan Energy New Materials Group to the Group under the Master Purchase Agreement shall be determined with reference to the latest relevant market price of the comparable silicon materials (where available) published on recognised platforms, and shall be no less favourable to the Group than the terms offered by Independent Third Parties in respect of silicon materials with comparable specifications; and (ii) the internal control measures implemented by the Group to govern the conduct of the transactions contemplated under the Master Purchase Agreement, we are of the view that the entering into of the Master Purchase Agreement and the transaction contemplated thereunder are conducted in the ordinary and usual course of business of the Group and in the interest of the Company and its Shareholders as a whole.

3. The Annual Caps

The proposed annual caps for the purchase of silicon materials from the Yunnan Energy New Materials Group pursuant to the Master Purchase Agreement (the “**Annual Caps**”) for the period from the Commencement Date to 2026 and 2027 amount to HK\$172 million and HK\$172 million respectively.

In assessing the fairness and reasonableness of the determination of the Annual Caps, we have reviewed and discussed the relevant calculations provided by the Management. We note that the Annual Caps were primarily determined with reference to the estimated transaction amounts for the purchase of silicon materials pursuant to the Master Purchase Agreement for the two years ending 31 December 2027, which in turn were primarily determined based on, among others, the 2025 Transactions, the quotations received from potential customers of the Group for the first half of 2026 and the expected market demands for the Group’s silicon materials. In particular, the Annual Caps were calculated based on (i) the estimated volume of silicon materials to be purchased by the Group under the Master Purchase Agreement (“**Estimated Purchase Volume**”) and (ii) the estimated average unit price of silicon materials to be charged to the Group (the “**Estimated Unit Price**”).

LETTER FROM WRISE CAPITAL LIMITED

Based on our review and discussions with the Company, the calculation of the Annual Caps primarily covers the following in respect of 2026 and 2027:

- (i) the estimated transaction amount of approximately HK\$77.5 million, derived from (a) the actual quotations received from the Group's potential customer in respect of the Estimated Purchase Volume of 6,000 tons of silicon materials for the first half of 2026 ("1H 2026"); and (b) the Estimated Unit Price of the relevant silicon materials, determined by reference to the market prices of such type of silicon materials in January 2026 as quoted from SMM or Baiinfo;
- (ii) the estimated transaction amount of approximately HK\$88.6 million, derived from (a) the Estimated Purchase Volume of 6,600 tons of silicon materials for the second half of 2026 ("2H 2026"), which represents the proportionate purchase volume of 1H 2026 with a 10% increase in such volume; and (b) the Estimated Unit Price of silicon materials, determined by reference to the average market prices of the relevant types of silicon materials for the period from January 2025 to January 2026 as quoted from SMM or Baiinfo;
- (iii) the purchase amounts from the Yunnan Energy New Materials Group will be maintained at a similar level for 2026 and 2027; and
- (iv) a slight buffer of approximately 3%.

For the purpose of our due diligence, we have reviewed the relevant correspondences/documents in respect of the quotations from the customers of the Group, and noted that such quotations are primarily from customers which are affiliates of top global silicon companies. We also understood from the Management that the Group is in negotiations with other potential customers.

Furthermore, we note that the Estimated Purchase Volume for 1H 2026 equals the actual customer quotations for 1H 2026, representing approximately 47.6% of the total Estimated Purchase Volume (before buffer) for the year 2026; while the Estimated Purchase Volume for the 2H 2026 are proportionate to those for 1H 2026 with a 10% increment to cater for potential new customers. The Estimated Purchase Volume for 2027 will be maintained at a similar level to that of 2026. As advised by the Management, given that the procurement of silicon materials is a new product line under the Group's Supply Chain Business, the Group has adopted a relatively prudent approach in estimating the purchase volumes for 2026 and 2027.

LETTER FROM WRISE CAPITAL LIMITED

In respect of the Estimated Unit Price, we understood from the Management that the Estimated Unit Prices of the Group's silicon materials for 1H 2026 and 2H 2026 were determined with reference to the average market prices of the relevant type of silicon materials as at early January 2026 (approximately RMB11,600) and for the period from January 2025 to January 2026 (in the range of approximately RMB9,800 to RMB13,500) respectively, as quoted from SMM or Baiinfo. Based on our independent review conducted on a random sampling basis covering 4 months of the relevant prices of silicon materials listed on SMM or Baiinfo for the aforesaid period, we note that the Estimated Unit Prices were determined with reference to the quoted market price range.

Furthermore, we have conducted independence research on the general prospects of the silicon industry from public domain. According to the research report namely “全球及中國工業硅產業洞察研究報告” published on 17 November 2025 by GEP Research on its website (<https://www.GEPresearch.com>), the global industrial silicon market will recover strongly in 2025, with the global demand expected to exceed 4.5 million tons, a year-on-year increase of about 7%. China's output will account for 78% of the world's total, and its effective production capacity will reach 5.8 million tons, accounting for 81% of the global total. Further, based on the research report namely “2025年全球及中國有機硅材料市場趨勢展望報告” published on 17 November 2025 by GEP Research on its website, the global silicon market size is expected to exceed USD30 billion in 2025, with a CAGR of over 6.5%. China accounts for more than 65% of the global production capacity. The demand for high-end products such as special silicon rubber will grow by more than 12% annually, driven by new energy, electronics and medical fields. GEP Research (GEPResearch.com) is a green industry consulting, research and online media information system platform under GEP Research, established in 2008. Focusing on the research and consulting of global green industries including environmental protection, energy conservation, new energy, and circular economy, GEP Research provides services such as online information consulting system platform, project consulting, research consulting, and strategic management consulting.

In light of the above, and taking into account that (i) the Estimated Purchase Volume for 1H 2026 (which account for approximately 47.6% of the total Estimated Purchase Volume (before buffer) for the year 2026) are based on actual customer quotations; (ii) the Estimated Purchase Volume for 2H 2026 are generally proportionate to those for 1H 2026 with a moderate business growth of approximately 10%; (iii) the Estimated Purchase Volume for 2027 are maintained at the same level as those for 2026; (iv) the Estimated Unit Prices are determined with reference to the recent average market prices range available from independent sources; and (v) the positive outlook of the silicon industry, we are of the view that Annual Caps are fairly and reasonably determined.

LETTER FROM WRISE CAPITAL LIMITED

OPINION AND RECOMMENDATION

Having considered the principal factors and reasons as discussed above, we are of the view that the Master Purchase Agreement and the transactions contemplated thereunder (including the Annual Caps) are conducted in the ordinary and usual course of business of the Group, and the terms of the Master Purchase Agreement and the transactions contemplated thereunder (including the Annual Caps) are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Shareholders, as well as the Independent Board Committee to recommend the Independent Shareholders, to vote in favour of the relevant resolution(s) to be proposed at the SGM to approve the Master Purchase Agreement and the transactions contemplated thereunder (including the Annual Caps).

Yours faithfully,
For and on behalf of
WRISE CAPITAL LIMITED
Fanny Lee
Executive Director

Ms. Fanny Lee is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of WRise Capital Limited to carry out type 6 (advising on corporate finance) regulated activity under the SFO and has over 25 years of experience in corporate finance industry.

1. RESPONSIBILITY STATEMENT

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

2. EXPERT AND CONSENT

The following is the qualification of the expert who has given its opinion, advice or report contained in this Circular:

Name	Qualification
WRise Capital Limited	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, the Independent Financial Adviser:

- (a) has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its letter or report and references to its name, in the form and context in which it appears;
- (b) did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (c) did not have any direct or indirect interest in any assets which had been since 31 December 2024 (the date to which the latest published audited consolidated financial statements of the Company were made up), acquired, 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.

The letter and recommendations from the Independent Financial Adviser are set out on pages 17 to 25 of this Circular and are given for incorporation in this Circular.

3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Group were made.

4. DIRECTORS' INTERESTS

(I) Interest of Directors

As at the Latest Practicable Date, so far as the Directors or chief executive of the Company are aware, none of the Directors or chief executive of the Company has interests and short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Hong Kong Stock Exchange.

(II) Interests of Shareholders discloseable pursuant to the SFO

As at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company and based on the Company's register required to be maintained pursuant to section 336 of the SFO, the persons (other than a Director or chief executive of the Company) having an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO are as follows:

Name	Capacity and nature of interests	Direct interest		Deemed interest	
		Number of shares held	Approximate percentage of the Company's total issued share capital	Number of shares held	Approximate percentage of the Company's total issued share capital
Yunnan Energy Investment (HK) Co.	Beneficial owner	201,196,995	73.05%		
Yunnan Provincial Energy Investment Group Co., Limited (Note 1)	Interest of controlled corporation			201,196,995	73.05%

Notes:

- (1) 201,196,995 shares are owned by Yunnan Energy Investment (HK) Co. Limited, which in turn is wholly owned by Yunnan Provincial Energy Investment Group Co., Limited. Accordingly, Yunnan Provincial Energy Investment Group Co., Limited is deemed to be interested in all the Shares held by Yunnan Energy Investment (HK) Co. Limited.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other persons (other than the Directors) who had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

As at the Latest Practicable Date, so far as known to the Directors, none of the Directors 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 Division 2 and 3 of Part XV of the SFO.

5. 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 is not expiring or determinable by such member of the Group within one year without payment of compensation (other than statutory compensation).

6. DIRECTORS' INTEREST IN ASSETS

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, 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 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up.

As at the Latest Practicable Date, none of the Directors was interested in any business which competes or is likely to compete with the businesses of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting and significant in relation to the business of the Group.

7. MISCELLANEOUS

- (a) The registered office of the Company is at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda, Bermuda and its principal place of business in Hong Kong is at Room 2008, 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.
- (b) The Company's Branch Registrar and Transfer Office in Hong Kong is Tricor Investor Services Limited, at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders) or with the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 (for Singapore Shareholders).

- (c) The company secretary of the Company is Mr. Ng King Hang, who is a Certified Public Accountant (Practising).
- (d) The English text of this Circular and the form of proxy shall prevail over the Chinese text in the case of inconsistency.

8. DOCUMENTS ON DISPLAY

Copies of the following documents will be published and displayed on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yeigi.com) for a period of not less than 14 days from the date of this Circular (both days inclusive):

- (a) Master Purchase Agreement;
- (b) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders, the text of which is set out in the section headed “Letter from the Independent Financial Adviser” in this Circular; and
- (c) the written consent of the Independent Financial Adviser as referred to in the paragraph headed “Expert and Consent” in this appendix.

NOTICE OF SPECIAL GENERAL MEETING

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.



雲能國際
YUNNAN ENERGY INTERNATIONAL

Yunnan Energy International Co. Limited

雲能國際股份有限公司*

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Yunnan Energy International Co. Limited (the “Company”) will be held at Room 2008, 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and via live audio-visual webcast or live audio-only stream on Friday, 27 February 2026 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving, with or without modifications, the following resolution:

ORDINARY RESOLUTION

1. (a) “THAT the Master Purchase Agreement (as defined in the circular of the Company dated 12 February 2026 (the “Circular”)), a copy of which has been produced to the SGM, the terms and conditions therein and the transactions contemplated thereunder (including the Proposed Annual Caps) be and are hereby approved, ratified and confirmed; and

(b) THAT any one of the directors be authorised for and on behalf of the Company, among other matters, to sign, seal and execute, perfect, deliver or to authorise signing, execution, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Master Purchase Agreement and to waive compliance with or make and agree such variations of a non-material nature to any of the terms of the Master Purchase Agreement as he/she may in his/her discretion consider to be desirable and in the interests of the Company and all the director’s acts as aforesaid be hereby approved, ratified and confirmed.”

By order of the Board

Yunnan Energy International Co. Limited

ZHU Yingxue

Director

Hong Kong, 12 February 2026

NOTICE OF SPECIAL GENERAL MEETING

Important: please read the notes below

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for shareholders in Hong Kong), or the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 (for shareholders in Singapore) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
6. A Depositor (as defined in the Securities and Futures Act, Chapter 289 of Singapore (the "SFA")) whose name appears in the Depository Register (as defined in the SFA) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such Depositor is a corporation, should complete the accompanying CDP form of proxy and lodge the same at the office of the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 (for shareholders in Singapore) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
7. The register of members of the Company will be closed from Tuesday, 24 February 2026 to Friday, 27 February 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of shareholders who are entitled to attend and vote at the meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m., Monday, 23 February 2026 (for shareholders in Hong Kong), or with the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619 for registration not later than 5:00 p.m., Monday, 23 February 2026 (for shareholders in Singapore). The record date for the purpose of determining the eligibility of the shareholders to attend and vote at the SGM is therefore Friday, 27 February 2026.
8. Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

As of the date of this notice, the Board comprises Ms. ZHU Yingxue, Mr. SONG Henan, Mr. YANG Jie and Mr. WANG Jin as the executive Directors; and Mr. SHI Fazhen, Mr. LIU Zongliu and Ms. JING Pilin as the independent non-executive Directors.