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河南金馬能源股份有限公司

HENAN JINMA ENERGY COMPANY LIMITED

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

(Stock Code: 6885)

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Henan Jinma Energy Company Limited (the “**Company**”) for the year ended 31 December 2018 (the “**2018 Annual General Meeting**”) will be held at 10:00 a.m. on Wednesday, 15 May 2019 at the Company’s conference room at West First Ring Road South, Jiyuan, Henan Province, the PRC for the purposes of considering and, if thought fit, approving the matter set out below.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2018.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018.
3. To consider and receive the audited consolidated financial statements of the Company and the auditors’ report for the year ended 31 December 2018.
4. To consider and approve the annual report of the Company for the year ended 31 December 2018.
5. To consider and approve the payment of the final dividend of RMB0.35 per share for the year ended 31 December 2018.
6. (a) To re-elect Mr. Yiu Chiu Fai as an executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
- (b) To re-elect Mr. Wang Mingzhong as an executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).

- (c) To re-elect Mr. Li Tianxi as an executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
 - (d) To re-elect Mr. Hu Xiayu as a non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
 - (e) To re-elect Mr. Qiu Quanshan as a non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
 - (f) To re-elect Mr. Wang Zhiming as a non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
 - (g) To re-elect Mr. Zheng Wenhua as an independent non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
 - (h) To re-elect Mr. Liu Yuhui as an independent non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
 - (i) To re-elect Mr. Wu Tak Lung as an independent non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
7. (a) To re-elect Mr. Wong Tsz Leung as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
- (b) To re-elect Mr. Zhou Tao, David as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
- (c) To re-elect Ms. Tian Fangyuan as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).

- (d) To elect Ms. Li Lijuan as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
8. To consider and approve the remuneration for the Directors of the Company.
9. To consider and approve the remuneration for the Supervisors of the Company.
10. To consider and approve the appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the period from the conclusion of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2019, and to authorise the board of directors of the Company to determine its remuneration.

By Order of the Board
Henan Jinma Energy Company Limited
Yiu Chiu Fai
Chairman

Hong Kong, 29 March 2019

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Monday, 15 April 2019 to Wednesday, 15 May 2019 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company’s H-share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (the “**Company’s H-Share Registrar**”), at 4:30 p.m., the close of business on Friday, 12 April 2019 are entitled to attend and vote at the 2018 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2018 Annual General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on Friday, 12 April 2019. The address of the Company’s H-Share Registrar is as follows:

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

The Company will not process registration of transfers of the domestic shares (the “**Domestic Shares**”) and unlisted foreign shares (the “**Unlisted Foreign Shares**”) of the Company from Monday, 15 April 2019 to Wednesday, 15 May 2019 (both days inclusive). Holders of Domestic Shares and/or Unlisted Foreign Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 12 April 2019 are entitled to attend and vote at the 2018 Annual General Meeting. Holders of Domestic Shares and/or Unlisted Foreign Shares should contact the secretary to the board (the “**Secretary to the Board**”) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares and/or Unlisted Foreign Shares.

- (B) Holders of H Shares, Domestic Shares and Unlisted Foreign Shares who intend to attend the 2018 Annual General Meeting in person should complete and return the reply slip for attending the 2018 Annual General Meeting.

Holders of H Shares should complete and return the reply slip to the Company's H-Share Registrar by facsimile at (852) 28650990 or by post to (or by depositing it at) its address such that the reply slip shall be received by the Company's H-Share Registrar 20 days before the 2018 Annual General Meeting (i.e. on or before Thursday, 25 April 2019). The address of the Company's H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Holders of Domestic Shares and/or Unlisted Foreign Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the 2018 Annual General Meeting (i.e. on or before Thursday, 25 April 2019).

The contact details of the Secretary to the Board are as follows:

West First Ring Road South
Jiyuan
Henan Province
The People's Republic of China
Telephone No.: 86 391-5570688
Facsimile No.: 86 391-6038222

- (C) Each holder of H Shares entitled to attend and vote at the 2018 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2018 Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company (the "**Shareholder**"). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a "**power of attorney**"). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the 2018 Annual General Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.

- (E) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (D) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2018 Annual General Meeting.
- (F) Each holder of Domestic Shares and/or Unlisted Foreign Shares who is entitled to attend and vote at the 2018 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2018 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (D) and (E) above also apply to the holders of Domestic Shares and/or Unlisted Foreign Shares, except that, to be valid, the proxy form and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the 2018 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his/her proxy should produce proof of identity when attending the 2018 Annual General Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the 2018 Annual General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) The 2018 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2018 Annual General Meeting shall bear their own travelling and accommodation expenses.

As at the date of this announcement, the executive Directors of the Company are Mr. YIU Chiu Fai, Mr. WANG Mingzhong and Mr. LI Tianxi; the non-executive Directors of the Company are Mr. HU Xiayu, Mr. QIU Quanshan and Mr. WANG Zhiming; and the independent non-executive Directors of the Company are Mr. ZHENG Wenhua, Mr. LIU Yuhui and Mr. WU Tak Lung.