

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Henan Jinma Energy Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 18 October 2019 at Room 1608, Nepstar Building, Zhongxin Road, Nanshan District, Shenzhen, the PRC for the purposes of considering and, if thought fit, approving the matter set out below.

Reference is made to the Company’s announcement (the “**CCT Announcement**”) dated 23 August 2019 in respect of certain continuing connected transactions. A circular containing details in respect of the resolutions numbered 3 and 4 set out below is expected to be despatched to the shareholders of the Company in accordance with Rule 19A.39A of the Listing Rules on or before 3 October 2019. Unless the context requires otherwise, terms defined in the CCT Announcement shall have the same meanings when used herein.

**ORDINARY RESOLUTIONS**

1. To consider and approve the election of Ms. Ye Ting as a Director of the Company, for a term commencing immediately after the conclusion of the EGM and until the conclusion of the term of the current session of the Board. *(Note I)*
2. To consider and approve the payment of an interim dividend of RMB0.1 per share to the shareholders of the Company in respect of the six months ended 30 June 2019.
3. To consider and, if thought fit, approve the following resolution as an ordinary resolution:

“**THAT** the New Maanshan Steel Framework Agreement referred to in section headed “II. Continuing Connected Transactions – A. Maanshan Steel Continuing Connected Transactions” in the announcement of the Company dated 23 August 2019 and the relevant New Annual Caps (as defined in the said announcement) be and are hereby approved.” *(Note J)*

4. To consider and, if thought fit, approve the following resolution as an ordinary resolution:

“**THAT** the New Jiangxi PXSteel Framework Agreement referred to in section headed “II. Continuing Connected Transactions – B. Jiangxi PXSteel Continuing Connected Transactions” in the announcement of the Company dated 23 August 2019 and the relevant New Annual Caps (as defined in the said announcement) be and are hereby approved.” (*Note K*)

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

Hong Kong, 3 September 2019

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Wednesday, 18 September 2019 to Friday, 18 October 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 Tuesday, 17 September 2019 are entitled to attend and vote at the EGM following completion of the registration procedures.

To qualify for attendance and voting at the EGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on Tuesday, 17 September 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 Wednesday, 18 September 2019 to Friday, 18 October 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 Tuesday, 17 September 2019 are entitled to attend and vote at the EGM. 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 EGM in person should complete and return the reply slip for attending the EGM.

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 EGM (i.e. on or before Saturday, 28 September 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 EGM (i.e. on or before Saturday, 28 September 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 EGM may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company (the “**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (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 EGM on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.

- (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 EGM.
- (F) Each holder of Domestic Shares and/or Unlisted Foreign Shares who is entitled to attend and vote at the EGM may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a Shareholder. 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 EGM. 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 EGM. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (I) Brief biographical details of Ms. Ye Ting who would offer herself for election at the EGM have been set out in the announcement of the Company dated 18 July 2019.
- (J) Maanshan Steel and its associates will abstain from voting at the EGM in respect of this resolution.
- (K) Jiangxi PXSteel and its associates will abstain from voting at the EGM in respect of this resolution.

*As at the date of this notice, 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.*