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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 2019 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 2019 (the “**2019 Annual General Meeting**”) will be held at 10:00 a.m. on Monday, 25 May 2020 at the Company’s conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong for the purposes of considering and, if thought fit, approving the matter set out below.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders of the Company (the “**Shareholders**”) that physical attendance in person at the 2019 Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the 2019 Annual General Meeting as their proxy to vote on the relevant resolutions at the 2019 Annual General Meeting instead of attending the 2019 Annual General Meeting in person.

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2019.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019.
3. To consider and approve the profit distribution of the Company for the year ended 31 December 2019, which comprises the payment of a final dividend of RMB0.20 per share and a special dividend of RMB0.10 per share.
4. To consider and approve the appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the period from the conclusion of the 2019 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020, and to authorise the board of directors of the Company to determine its remuneration.

## SPECIAL RESOLUTION

5. To consider and, if thought fit, approve the following resolution as a special resolution:

“THAT the following amendments to the articles of association of the Company (the “**Articles of Association**”) be and are hereby approved, and any director of the Company be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and to do all such things as necessary in respect of the amendments to the articles of association of the Company, pursuant to the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):

- (1) Article 46 of the Articles of Association:

The words “*within thirty (30) days*” in the first paragraph of the existing Article 46 be deleted and replaced by:

“*within twenty (20) days*”

- (2) Article 61 of the Articles of Association:

The existing Article 61 be deleted in its entirety and be replaced by:

“*When the Company convenes an annual general meeting, a written notice shall be given twenty (20) clear business days (being the days on which the Hong Kong Stock Exchange is open for business of dealing in securities, same definition applies below) before the meeting, and when the Company convenes an extraordinary general meeting, a written notice shall be given fifteen (15) days (and at least 10 clear business days) before the meeting. The aforesaid notice shall notify all of the shareholders in the share register of the matters to be considered and the date and the place of the meeting. Should the regulatory authorities of the place where the shares of the Company are listed require otherwise, such requirement shall prevail.*”

- (3) Article 63 of the Articles of Association:

The first paragraph of the existing Article 63 be deleted in its entirety.

- (4) Article 65 of the Articles of Association:

The words “*within the interval between forty-five (45) days and fifty (50) days before the date of the meeting*” in the first sentence of the second paragraph of the existing Article 65 be deleted.

(5) Article 94 of the Articles of Association:

The first paragraph of the existing Article 94 be deleted in its entirety and be replaced by

*“When the Company is to hold a class meeting, it shall, within the same timeline for giving notice for the convening of a general meeting as set out under these Articles, inform all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting.” (Note H)*

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

Hong Kong, 9 April 2020

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 25 April 2020 to Monday, 25 May 2020 (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, 24 April 2020 are entitled to attend and vote at the 2019 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2019 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, 24 April 2020. 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 Saturday, 25 April 2020 to Monday, 25 May 2020 (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, 24 April 2020 are entitled to attend and vote at the 2019 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 2019 Annual General Meeting in person should complete and return the reply slip for attending the 2019 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 2019 Annual General Meeting (i.e. on or before Tuesday, 5 May 2020). 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 2019 Annual General Meeting (i.e. on or before Tuesday, 5 May 2020).

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 2019 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2019 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 2019 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 2019 Annual General Meeting.
- (F) Each holder of Domestic Shares and/or Unlisted Foreign Shares who is entitled to attend and vote at the 2019 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2019 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 2019 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 2019 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 2019 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) Since the Company is incorporated in the People's Republic of China and the official articles of association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the "**English Translation**") of the official proposed amendments in the Chinese language (the "**Official Amendments**"), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.
- (I) In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the 2019 Annual General Meeting including, without limitation:
- compulsory body temperature screening;
  - mandatory use of surgical face masks;
  - mandatory health declaration – anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the 2019 Annual General Meeting ("recent travel history"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the 2019 Annual General Meeting;
  - anyone attending the 2019 Annual General Meeting is reminded to observe good personal hygiene at all times; and
  - appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the 2019 Annual General Meeting as may be necessary to avoid over-crowding.
- (J) In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the 2019 Annual General Meeting in person, and advises Shareholders to appoint the Chairman of the 2019 Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the 2019 Annual General Meeting in person.
- (K) In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the 2019 Annual General Meeting through video conference or similar electronic means.

- (L) As mentioned in the notice of board meeting issued by the Company on 9 April 2020, the audited consolidated financial statements of the Company and auditors' report for the year ended 31 December 2019 will be considered by the Board on 23 April 2020. Accordingly, it is expected that additional resolutions to (i) consider and received the audited consolidated financial statements of the Company and the auditors' report for the year ended 31 December 2019, and (ii) consider and approve the annual report of the Company for the year ended 31 December 2019, will be proposed thereafter. A supplemental notice of the 2019 Annual General Meeting containing such additional resolutions is therefore expected to be despatched to the Shareholders in compliance with the Company's articles of association on or after 23 April 2020.

*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 Ms. YE Ting; and the independent non-executive Directors of the Company are Mr. ZHENG Wenhua, Mr. LIU Yuhui and Mr. WU Tak Lung.*