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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)**

**SUPPLEMENTARY NOTICE  
OF THE EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the shareholders of Henan Jinma Energy Company Limited (the “**Company**”) dated 23 November 2020. The EGM will be held at the Company’s conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong at 10:00 a.m. on Wednesday, 23 December 2020.

The board of directors (“**Board**”) of the Company received the motion made by Jinma Energy (Hong Kong) Limited, a substantial shareholder of the Company, for submitting an additional proposal to the EGM for approval by the shareholders of the Company. After careful deliberation and discussion, and in compliance with the Company’s articles of association, the Board resolved to submit the said additional proposal to the EGM for the shareholders’ consideration and, if thought fit, approval.

**SUPPLEMENTARY NOTICE IS HEREBY GIVEN** that the EGM will be held as originally scheduled and will consider and, if thought fit, approve the following resolution as an ordinary resolution, in addition to the resolution as set out in the Notice:

**ORDINARY RESOLUTION**

2. To consider and approve the election of Mr. Cao Hongbin as an independent non-executive 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 of directors of the Company. (*Note D*)

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

Hong Kong, 8 December 2020

*Notes:*

- (A) Since the proxy form sent together with the Notice dated 23 November 2020 (the “**First Proxy Form**”) does not contain the proposed additional resolution as set out in this supplementary notice of the EGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplementary notice of the EGM.
- (B) A shareholder who has not yet lodged the First Proxy Form with the Company’s H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) or the Secretary to the Board (address: West First Ring Road South, Jiyuan, Henan Province, The People’s Republic of China) is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
- (C) A shareholder who has already lodged the First Proxy Form should note that:
- (i) If no Second Proxy Form is lodged with the Company’s H-Share Registrar and Transfer Office or the Secretary to the Board in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid form of proxy lodged by the shareholder if duly completed. Apart from the resolutions referred to in the Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on the resolutions properly put to the EGM, including the additionally proposed resolution as set out in this supplementary notice of the EGM.
  - (ii) If the Second Proxy Form is lodged not less than 24 hours before the time appointed for the EGM (the “**Closing Time**”) in accordance with the instructions printed thereon, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form will be treated as a valid form of proxy if duly completed.
  - (iii) If the Second Proxy Form is lodged after the Closing Time, the Second Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid form of proxy if duly completed. Apart from the resolution referred to in the Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on the resolution properly put to the EGM, including the additionally proposed resolution as set out in this supplementary notice of the EGM.
- (D) It is recommended that Mr. Cao Hongbin be appointed as an independent non-executive director of the Company, the chairman of the remuneration committee of the Company, a member of the nomination committee and the strategic development committee of the Company.

Mr. Cao Hongbin was identified and selected in accordance with the nomination policy of the Company in consideration of the relevant factors including but not limited to gender, age, cultural and educational background, academic qualifications, professional experience and skills. The Board considers that Mr. Cao Hongbin has deep professional knowledge, suitable qualifications and experience, and together with the other independent non-executive directors of the Company, would form a good mix of expertise in providing a balanced and independent perspective to the Board on the Group’s affairs. In addition, as Mr. Cao has confirmed that he has fulfilled the independence factors as stipulated in Rule 3.13 of the Listing Rules, the Board considers that he is independent pursuant to the guidelines on independence under the Listing Rules. Accordingly, based on the recommendation of the nomination committee of the Board, the Board is of the view that Mr. Cao Hongbin is a suitable candidates to be elected as an independent non-executive director of the Company.

The biographical details of Mr. Cao Hongbin are as follows:

Mr. Cao Hongbin (曹紅彬) (“**Mr. Cao**”), aged 52, obtained a bachelor’s degree in environmental engineering from Hefei University of Technology and a master’s degree in environmental engineering from Beijing University of Technology. Mr. Cao was qualified as a senior engineer.

Mr. Cao joined the group of Beijing Shougang Co., Ltd. (北京首鋼股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (000959.SZ), in August 1990 and served various positions in the group until March 2011, including the deputy division head of the technical department of the coking plant, the deputy manager of the engineering department (遷焦工程部) and the chief of the recycling section of the coking plant. Mr. Cao joined the China Coking Industry Association in April 2011 and is currently appointed as the deputy secretary.

If the proposed appointment of Mr. Cao as an independent non-executive Director is approved at the EGM, the Company will enter into a letter of appointment with Mr. Cao 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 of directors of the Company. Pursuant to the letter of appointment, Mr. Cao is entitled to a director’s remuneration of RMB120,000 per annum, which is determined by reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the market salary range for the position.

Save as disclosed herein, as of the date of this announcement, Mr. Cao confirmed that:

- (i) he has not held any directorship in any public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) he does not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Group;
- (iii) he has not taken any other major positions in the Group; and
- (iv) he does not have any interests in the shares of the Group within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no other matter relating to the election of Mr. Cao that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

- (E) Apart from the additional resolution set out in this supplementary notice of the EGM, all other matters relating to the EGM as set out in the Notice remain unchanged. Please refer to the Notice for details of the other resolutions to be considered and approved at the EGM, eligibility of attendance, registration procedures, closure of register of members and other relevant matters in relation to the EGM.

*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. WANG Kaibao and Ms. YE Ting; and the independent non-executive Directors of the Company are Mr. MENG Zhihe and Mr. WU Tak Lung.*