

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.



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, 15 October 2021 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 matters 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 EGM 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 EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

ORDINARY RESOLUTION

1. To consider and approve the payment of an interim dividend of RMB0.10 per share to the Shareholders in respect of the six months ended 30 June 2021.

SPECIAL RESOLUTION

2. 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, 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):

Note to the Contents Page of the Articles of Association

The note to the contents page of the Articles of Association be deleted in its entirety and be replaced by:

“Note: In the margin notes to the provisions of the Articles of Association, “Company Law” means “The Company Law of the People’s Republic of China (中華人民共和國公司法)”; *“Securities Law” means “The Securities Law of the People’s Republic of China (中華人民共和國證券法)”;* *“Reply” means “The Reply of the State Council on Adjusting the Notice Period Applicable to the Convening of Shareholders’ General Meetings of Overseas Listed Companies and Other Issues (Guo Han [2019] No. 97) (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復(國函[2019]97號))”;* *“Special Regulations” means “The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (Order No. 160 of the State Council) (國務院關於股份有限公司境外募集股份及上市的特別規定(國務院令第160號))” promulgated by the General Office of the State Council;* *“Mandatory Provisions” means “The Mandatory Provisions for the Articles of Association of Companies Seeking a Listing Outside the PRC (Zheng Wei Fa [1994] No. 21) (到境外上市公司章程必備條款(證委發[1994]21號))” jointly promulgated by the former Securities Commission of the State Council and the former State Economic System Reformation Commission;* *“Zheng Jian Hai Han” means “The Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong (Zheng Jian Hai Han [1995] No. 1) (關於到香港上市公司對公司章程作補充修改的意見的函)(證監海函[1995]1號))” jointly promulgated by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the former State Economic System Reformation Committee;* *the “Opinion” means “the Opinion Regarding Further Conformity in Operations and Reform of Companies Listed outside the PRC (關於進一步促進境外上市公司規範運作和深化改革的意見)” jointly issued by the former State Economic and Trade Commission and the China Securities Regulatory Commission;* *and “Listing Rules” means “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (香港聯合交易所有限公司證券上市規則)” promulgated by The Stock Exchange of Hong Kong Limited.”;*

Article 6 of the Articles of Association

The first paragraph of the existing Article 6 of the Articles of Association be deleted in its entirety and be replaced by:

“The Articles of Association (“Articles of Association” or “these Articles of Association”) was formulated according to the Company Law, the Securities Law, the Special Regulations, the Mandatory Provisions, the Listing Rules, Zheng Jian Hai Han, the Reply and relevant requirements under other laws and regulations of the PRC by the Company. Unless otherwise specified in the Company Law and relevant laws and regulations, the Company may not amend or abolish the provisions which are required to be included in these Articles of Association under the Mandatory Provisions.”;

Article 22 of the Articles of Association

The following paragraphs 3 and 4 be added after the paragraph 2 of the existing Article 22 of the Articles of Association:

“Upon the approval by the document No. Zheng Jian Xu Ke [2021] No. 569 issued by the CSRC on 25 February 2021, 162,000,000 unlisted foreign shares held by Jinma HK, 144,000,000 domestic shares held by Maanshan Steel, 54,000,000 domestic shares held by Jiangxi PXSteel and 40,000,000 domestic shares held by Jinma Xingye (400,000,000 shares in total), all being shareholders of the Company, were converted into overseas listed shares and listed on the Hong Kong Stock Exchange on 12 July 2021.

After the conversion of the above shares into overseas listed shares, the capital structure of the Company includes 535,421,000 ordinary shares, all being overseas listed shares.”;

Article 58 of the Articles of Association

The following paragraph 3 be added after the paragraph 2 of the existing Article 58 of the Articles of Association:

“Notwithstanding the provisions under clause (VII) of paragraph 1 and under paragraph 2 of this article, the board of directors may, in accordance with the mandate granted thereto by the shareholders of the Company at the annual general meeting, determine the plan to distribute the interim dividends for the following year for the purpose of paying the shareholders of the Company the interim dividends that the board of directors considers to be allowable by the Company’s profitability without further consent from the shareholders’ general meeting before determining and declaring the relevant interim dividends.”;

Article 90 of the Articles of Association

The following paragraph 2 be added after the paragraph 1 of the existing Article 90 of the Articles of Association:

“In respect of changes to or abolishment of the rights of class shareholders due to changes in applicable domestic laws, administrative regulations and the Listing Rules and decisions made by the relevant regulatory authorities according to laws, no further approval by the shareholders’ general meetings or class shareholders’ meetings is required.”^(Note G)

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

Hong Kong, 10 September 2021

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 25 September 2021 to Friday, 15 October 2021 (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 September 2021 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., the close of business on Friday, 24 September 2021. 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

- (B) 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. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (C) 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.
- (D) 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 (C) 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.
- (E) 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.
- (F) 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.
- (G) 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.
- (H) 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 EGM 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 EGM (“**recent travel history**”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;
 - anyone attending the EGM 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 EGM as may be necessary to avoid over-crowding.
- (I) In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the EGM in person, and advises Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.
- (J) 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 EGM through video conference or similar electronic means.

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