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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Henan Jinma Energy Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED PAYMENT OF FINAL DIVIDEND,
(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND SUPERVISORS,
(3) PROPOSED DIRECTORS' AND SUPERVISORS' REMUNERATIONS,
(4) PROPOSED CHANGE IN USE OF PROCEEDS
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening the AGM to be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Monday, 23 May 2022 at 10:00 a.m. is set out on pages 18 to 22 of this circular.

Whether or not you intend to be present at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar of the Company at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the relevant meeting or any adjournment thereof if you so wish.

20 April 2022

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 23 May 2022 to consider and, if thought fit, approve the resolutions contained in the notice of the AGM which is contained in this circular
“Board”	the board of Directors
“Company”	河南金馬能源股份有限公司 (Henan Jinma Energy Company Limited), a company established in the PRC with limited liability
“Director(s)”	the director(s) of the Company
“Final Dividend”	has the meaning ascribed thereto under the section headed “II. Proposed Payment of Final Dividend” in the “Letter from the Board” contained in this circular
“Golden Star”	Golden Star Chemicals (Holdings) Limited (金星化工(控股)有限公司)
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign share(s) in the capital of the Company with a nominal value of RMB1.00 each and are listed on the main board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Interests”	has the meaning ascribed thereto under the section headed “V. Proposed Change in Use of Proceeds from the Listing of the Company” in the “Letter from the Board” contained in this circular
“Jinma Coking”	Jinma Coking (BVI) Limited (金馬焦化(英屬維爾京群島)有限公司)
“Jinma HK”	Jinma Energy (Hong Kong) Limited (金馬能源(香港)有限公司), formerly known as Jinma Coking (Hong Kong) Limited (金馬焦化(香港)有限公司)

DEFINITIONS

“Jinma Xingye”	濟源市金馬興業投資有限公司 (Jiyuan Jinma Xingye Investment Co., Ltd.*)
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maanshan Steel”	Maanshan Iron & Steel Company Limited (馬鞍山鋼鐵股份有限公司)
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Secretary to the Board”	secretary to the Board
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Unutilised Proceeds”	has the meaning ascribed thereto under the section headed “V. Proposed Change in Use of Proceeds from the Listing of the Company” in the “Letter from the Board” contained in this circular
“Yugang Coking”	Henan Hongkong (Jiyuan) Coking Group Co., Ltd. (豫港(濟源)焦化集團有限公司)

* For identification purposes only

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. YIU Chiu Fai
Mr. WANG Mingzhong
Mr. LI Tianxi

Non-executive Directors:

Mr. HU Xiayu
Mr. WANG Kaibao
Ms. YE Ting

Independent non-executive Directors:

Mr. CAO Hongbin
Mr. MENG Zhihe
Mr. WU Tak Lung

Registered office:

West First Ring Road South
Jiyuan
Henan Province
PRC

*Principal place of business
in Hong Kong:*

Unit 2801, 28/F
88 Hing Fat Street
Causeway Bay
Hong Kong

20 April 2022

To: All shareholders of the Company

Dear Sir or Madam,

- (1) PROPOSED PAYMENT OF FINAL DIVIDEND,
(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS
AND SUPERVISORS,
(3) PROPOSED DIRECTORS' AND SUPERVISORS' REMUNERATIONS,
(4) PROPOSED CHANGE IN USE OF PROCEEDS
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 21 March 2022 in relation to the annual results for the year ended 31 December 2021 and the proposed payment of dividends.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) further details of the proposed payment of Final Dividend, (ii) details of the election and re-election of Directors and Supervisors, (iii) details of the Directors' and Supervisors' remunerations, (iv) proposed change in use of proceeds, and (v) the notice of the AGM.

II. PROPOSED PAYMENT OF FINAL DIVIDEND

On 21 March 2022, the Board proposed a final dividend in respect of the year ended 31 December 2021 of RMB0.20 per share (the “**Final Dividend**”) and in aggregate amount of approximately RMB107,084,000. The payment of the abovementioned dividend is still subject to the approval by the Shareholders at the AGM and the payment date for the dividend is expected to be on or before 29 July 2022.

III. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

The terms of engagement of all the current Directors and Supervisors will expire upon the expiration of the terms of the current session of the Board and the Supervisory Committee. The Board and the Supervisory Committee have respectively resolved to propose to the Shareholders to re-elect the current Directors (save for an existing non-executive Director who will not seek for re-election), Shareholder representative and external Supervisors (save for an existing Supervisor who will not seek for re-election) at the AGM for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ended 31 December 2024 (both days inclusive). Further, the Board has resolved to propose to the Shareholders the election of a new Director at the AGM in place of an existing non-executive Director who will not seek for re-election at the AGM, and the Supervisory Committee has resolved to propose to the Shareholders the election of a new Supervisor at the AGM in place of an existing Shareholder representative Supervisor who will not seek for re-election at the AGM. The election and re-election of the relevant Directors and the relevant Supervisors is subject to the approval of the Shareholders by way of ordinary resolutions at the AGM.

Mr. Hu Xiayu, a non-executive Director, does not seek for re-election as a Director and has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Hu Xiayu for his valuable contributions to the Company during the tenure of his office. By taking into account the nomination policy of the Company, the Nomination Committee and the Board have nominated Mr. Xu Baochun as a proposed non-executive Director and have nominated him as candidate for election as a non-executive Director for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

LETTER FROM THE BOARD

The Nomination Committee and the Board have followed the nomination policy and the board diversity policy of the Company for proposing the re-election of the independent non-executive Directors. The Nomination Committee nominates candidates based on criteria such as reputation, experience, talents, skills and knowledge of the coking chemical industry, perspectives the candidates may bring to the Board, time the candidates may be able to devote to the Company, independence, and the diversity of the Board (including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and terms of office).

By taking into account the nomination policy of the Company, the Nomination Committee and the Board are of a view that the existing independent non-executive Directors, namely, Mr. Cao Hongbin, Mr. Meng Zhihe and Mr. Wu Tak Lung, are suitable candidates to be re-elected as independent non-executive Directors based on their background, experience and past performances as further details in Appendix I to this circular. In addition, the Nomination Committee and the Board also believe that each of Mr. Cao, Mr. Meng and Mr. Wu's educational background, work experience and cultural background as further detailed in Appendix I to this circular can bring contributions to the Board's diversity.

Each of Mr. Cao Hongbin, Mr. Meng Zhihe and Mr. Wu Tak Lung, all being independent non-executive Directors eligible for re-election at the AGM, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Cao Hongbin, Mr. Meng Zhihe and Mr. Wu Tak Lung meets the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Ms. Li Lijuan, a Shareholder representative Supervisor, does not seek for re-election as a Supervisor and has confirmed that she has no disagreement with the Board and there is no matter relating to her retirement that will need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Ms. Li Lijuan for her valuable contributions to the Company during the tenure of her office. The Supervisory Committee has nominated Mr. Wu Jiacun as a candidate for election as a Supervisor for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

Details of the Directors and Supervisors who are proposed to be elected and re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

IV. PROPOSED DIRECTORS' AND SUPERVISORS' REMUNERATIONS

Directors' remuneration

Upon consideration by the Remuneration Committee and the Board, the proposed remuneration of the Directors is as follows:

Independent non-executive Directors' remuneration:	RMB120,000 per annum
Independent non-executive Director having appropriate professional qualifications or accounting or related financial management expertise:	HKD280,000 per annum

Other Directors will not receive remuneration for being Directors. If the above Directors are also appointed as senior management officers or other positions of the Company, the remuneration for these positions will be determined by the Board upon the recommendations of the Remuneration Committee.

Supervisors' remuneration

Upon consideration by the Remuneration Committee and the Board, the proposed remuneration of the Supervisors is as follows:

Mr. Zhou Tao, David:	HKD80,000 per annum
Ms. Tian Fangyuan:	RMB80,000 per annum

Other Supervisors will not receive remuneration for being Supervisors. However, Supervisors working at the Company will receive remuneration determined by the Board upon the recommendations of the Remuneration Committee.

The above proposed Directors' and Supervisors' remunerations are subject to the approval by the Shareholders at the AGM.

V. PROPOSED CHANGE IN USE OF PROCEEDS FROM THE LISTING OF THE COMPANY

Reference is made to the announcement (the "**Announcement**") of the Company dated 21 March 2022 in relation to, among other things, the change in use of proceeds from the listing of the Company.

As disclosed in the Announcement, the net proceeds from the listing of the Company (after deducting underwriting fees and other estimated expenses in connection with the global offering of the Company's shares) was approximately HK\$358.7 million (equivalent to approximately RMB321.0 million). The Company has utilized the proceeds raised from the listing in accordance with the intended purposes as stated in the prospectus of the Company issued on 26 September 2017.

LETTER FROM THE BOARD

Analysis on the comparison between intended use of the net proceeds from the listing as disclosed in the prospectus and the actual use of such net proceeds from the listing date (i.e. 10 October 2017) to 31 December 2021 and 31 December 2020 is set out below:

Business purpose as disclosed in the prospectus	Intended use of net proceeds		Actual use of net proceeds from the listing date to 31 December 2020	Unutilised net proceeds as at 31 December 2020	Actual use of net proceeds from the listing date to 31 December 2021	Unutilised net proceeds as at 31 December 2021
	RMB'000	%	RMB'000	RMB'000	RMB'000	RMB'000
LNG project – coke granules coal gas facilities	128,400	40%	128,400	–	128,400	–
LNG project – LNG production facilities	32,100	10%	32,100	–	32,100	–
Dry quenching facility for coking furnaces 1 and 2	128,400	40%	100,674	27,726	110,750	17,650
Working capital and other general corporate purposes	32,100	10%	32,100	–	32,100	–
	<u>321,000</u>	<u>100%</u>	<u>293,274</u>	<u>27,726</u>	<u>303,350</u>	<u>17,650</u>

In respect of the development of the dry quenching facility for coking furnaces 1 and 2 as disclosed in the above table, the Company wishes to inform its shareholders that such project has in fact been completed as planned, and all outstanding payments in respect thereto had been settled by the Group by the end of year 2021. However, as a result of the Group's successful expenditure management and control in respect of the project, a sum of RMB17,650,000 remained unutilised. Given that the project has already been completed and there is no longer any payment commitments on the part of the Group in respect thereto, the Board has resolved to re-allocate the unutilised sum of RMB17,650,000 (the “**Unutilised Proceeds**”) as general working capital of the Group to enable the Group to deploy such financial resources efficiently. In addition, from 10 October 2017 to 31 December 2021, the interest accrued from the net proceeds from the listing (after deducting the loss resulting from the change in exchange rate) is in the amount of RMB7,645,608.24 (the “**Interests**”), and the Board has also resolved to use such amount as general working capital of the Group to enable the Group to deploy such financial resources efficiently. The Board considers that the above re-allocation of Unutilised Proceeds and Interests in the aggregate amount of RMB25,295,608.24 as general working capital of the Group is in the best interest of the Company and shareholders as a whole and will not bring any material adverse effect on the existing business and operations of the Group.

LETTER FROM THE BOARD

VI. AGM

The AGM will be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Monday, 23 May 2022 at 10:00 a.m. to consider and, if thought fit, approve, the resolutions contained in the notice of the AGM which are set out on pages 18 to 22 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of H Shares) or the Secretary to the Board at West First Ring Road South, Jiyuan, Henan Province, the PRC, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting at the relevant meeting or any adjournment thereof if you so wish.

VII. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Monday, 23 May 2022, the Company will not process registration of transfers of the H shares from Saturday, 30 April 2022 to Monday, 23 May 2022 (both days inclusive).

To qualify for attendance and voting at the AGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 29 April 2022.

For the purposes of determining shareholders' eligibility to entitlement to the abovementioned dividend, the register of members of the Company will be closed. The following is the expected timetable for the payment of the Final Dividend (if any), including the record date and the relevant book closure dates:

For holders of H Shares

Latest time to lodge transfer documents for registration 4:30 p.m. on Thursday, 26 May 2022
Closure of register of members From Friday, 27 May 2022 to Wednesday, 1 June 2022 (both days inclusive)
Record date Wednesday, 1 June 2022
Final dividend payment date On or before Friday, 29 July 2022

LETTER FROM THE BOARD

During the above closure period, no transfer of H shares will be registered. To be eligible to qualify for the final dividend, if any, documents on transfers of H Shares, accompanied by the relevant share certificates must be lodged for registration with the Company's H-share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 26 May 2022.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

IX. RECOMMENDATIONS

The Directors are of a view that the proposed resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

X. FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

Hong Kong, 20 April 2022

APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR ELECTION AND RE-ELECTION

The details of the retiring Directors proposed to be re-elected at the AGM are as follows:

Mr. Yiu Chiu Fai

Mr. Yiu Chiu Fai (饒朝暉), aged 53, was appointed as an executive Director and the chairman of the Board of the Company in July 2016. Mr. Yiu is also a Director of Jinma HK, Jinma Coking and Golden Star, all of which are companies controlled by Mr. Yiu. Mr. Yiu joined the Group in May 2006 as a Director of the Company's predecessor. As chairman of the Board, Mr. Yiu is mainly responsible for leading the Board to formulate corporate and operational strategies and make major corporate and operational decisions of the Group.

Prior to joining the Group, Mr. Yiu was a department manager of Xiamen Commercial Foreign Trade Corporation from around August 1990 to September 1993, a director and deputy general manager of Shangxiang Minmetals Investment Ltd. from December 1993 to June 1997, an executive director of Central China Enterprises Limited, a company listed in Hong Kong (stock code: 351), from June 1998 to September 2000, and the chairman of Yugang Coking from June 2002 to July 2012. Mr. Yiu has over 20 years of experience in corporate management.

Mr. Yiu obtained a bachelor's degree in law from Xiamen University in July 1990. He also obtained a master's degree in business administration from the University of South Australia in April 2003 through long distance learning.

As at the Latest Practicable Date, Mr. Yiu was the beneficial owner of 1,528,000 H Shares. Furthermore, as at the Latest Practicable Date, Jinma HK was the beneficial owner of 162,000,000 H Shares. Mr. Yiu is the beneficial owner of the entire issued share capital of Golden Star. Golden Star, in turn, holds 96.3% of the issued share capital of Jinma Coking, and Jinma HK is wholly owned by Jinma Coking. Accordingly, Mr. Yiu is deemed to be interested in Jinma HK's interest in the Company by virtue of the SFO.

Mr. Wang Mingzhong

Mr. Wang Mingzhong (王明忠), aged 58, was appointed as the Chief Executive Officer and an executive Director of the Company in July 2016. Mr. Wang is also a director of Jinma Xingye, a substantial Shareholder of the Company. Mr. Wang joined the Group as a Director of the Company's predecessor since its establishment in February 2003 and has served as the general manager of the Company (the Company's predecessor) since April 2003. He is mainly responsible for formulating development and operational strategies and the overall daily business operation and management of the Group.

APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR ELECTION AND RE-ELECTION

Prior to joining the Group, Mr. Wang was a manager in 河南省濟源市石油液化氣公司 (Henan Jiyuan Liquefied Petroleum Gas Company*) from December 1993 to December 1995. He also served as the general manager and the deputy secretary of the party committee of Yugang Coking from January 1996 to February 2003. Mr. Wang has over 20 years of experience in the petroleum and coking industry.

Mr. Wang obtained the qualification of senior economist in November 2010.

Mr. Li Tianxi

Mr. Li Tianxi (李天喜), aged 57, was appointed as an executive Director of the Company in December 2016. Mr. Li is currently the Company's executive deputy general manager and chief engineer, and also an executive director of Bohigh Chemical, a subsidiary of the Company. Mr. Li is also a director of Jinma Xingye, the Company's substantial Shareholder. Mr. Li joined the Group in April 2003 as the Company's executive deputy general manager, chief engineer and the secretary to the Board. He is mainly responsible for the technological, environmental and construction developments of the Group.

Prior to joining the Group, Mr. Li worked in Yugang Coking from February 1996 to October 2002 and served as a deputy general manager and the chief engineer.

Mr. Li was qualified as a senior engineer since September 2005 and was recognised as a metallurgy industry expert in Henan province by Henan Iron and Steel Association* (河南省鋼鐵工業協會) and Henan Society for Metals* (河南省金屬學會) in December 2006, awarded with a metallurgy science technology second class award by China Iron and Steel Association* (中國鋼鐵工業協會) and The Chinese Society for Metals in August 2009, and recognised as a coking expert by Henan Iron and Steel Association in September 2016. Mr. Li was appointed as an expert of the Seventh Session of China Coking Industry Association by China Coking Industry Association in January 2018, has been serving as the president of Coking Industry Branch of Henan Iron and Steel Association* (河南省鋼鐵工業協會焦化行業分會) since April 2019 and has been serving as the vice president of the Seventh Session of the Henan Society for Metals* since October 2020. Mr. Li obtained a bachelor's degree in Chemical Engineering and Technology from Henan University in January 2010.

Mr. Wang Kaibao

Mr. Wang Kaibao (汪開保), aged 50, was appointed as a non-executive Director of the Company in May 2020. Mr. Wang is mainly responsible for participating in the formulation of the Group's corporate and operational strategies.

APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR ELECTION AND RE-ELECTION

Mr. Wang joined the coking factory headquarters of 馬鞍山鋼鐵股份有限公司 (Maanshan Iron & Steel Company Limited*) in February 2018 and is currently the Party committee secretary, the factory director and the chief engineer of the coking factory headquarters of Maanshan Iron & Steel Company Limited*. Mr. Wang previously worked in various positions for 馬鞍山鋼鐵股份有限公司煤焦化公司 (the coal-coking company of Maanshan Iron & Steel Company Limited*) from August 1996 to February 2018, including positions such as the deputy general manager and the chief engineer from March 2015 to February 2018.

Mr. Wang graduated from 武漢冶金科技大學 (Wuhan Metallurgy University of Science and Technology*) (now known as 武漢科技大學 (Wuhan University of Science and Technology*)) with a bachelor's degree in coal chemical technology in July 1996. Mr. Wang is qualified as a senior engineer.

Ms. Ye Ting

Ms. Ye Ting (葉婷), aged 35, was appointed as a non-executive Director of the Company in October 2019. Ms. Ye is mainly responsible for participating in the formulation of the Group's corporate and operational strategies.

Ms. Ye joined the Jiangxi PXSteel Group (being Jiangxi PXSteel Industrial Co. Ltd. ("Jiangxi PXSteel") and its subsidiaries) since July 2009 and served in various positions, including as a chemical analyst of the quality assurance department and the manager of Administrations Office of 九江萍鋼鋼鐵有限公司 (Jiujiang Ping Gang Steel Co., Ltd.*, the coal-coking company of Jiangxi PXSteel). Since October 2018, she has been serving as the Deputy Manager in Administrations Office of 萍鄉萍鋼安源鋼鐵有限公司 (Ping Xiang Ping Gang Anyuan Steel Co., Ltd.*), a subsidiary of Jiangxi PXSteel.

Ms. Ye graduated from 九江學院 (Jiujiang University) in July 2007, majoring in tourism and aviation services.

Mr. Cao Hongbin

Mr. Cao Hongbin (曹紅彬), aged 54, was appointed as an independent non-executive Director of the Company in December 2020. He is responsible for supervising the compliance and corporate governance issues of the Group and providing independent opinion and advice to the Board of the Group.

Mr. Cao joined the group of 北京首鋼股份有限公司 (Beijing Shougang Co., Ltd.*), whose shares are listed on the Shenzhen Stock Exchange (stock code: 000959), 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 遷焦工程部 (engineering department) 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.

APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR ELECTION AND RE-ELECTION

Mr. Cao 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. Meng Zhihe

Mr. Meng Zhihe (孟至和), aged 67, was appointed as an independent non-executive Director of the Company in May 2020. He is responsible for supervising the compliance and corporate governance issues of the Group and providing independent opinion and advice to the Board of the Group.

Mr. Meng is currently the vice president and Secretary-general of 清華大學老科學技術工作者協會 (Tsinghua University Association of Senior Scientists and Technicians*). Mr. Meng had held various positions in 清華大學企業集團 (Tsinghua University Corporation*) (now known as 清華控股有限公司 (Tsinghua Holdings Co., Ltd.*) from 1997 to 2003, including the secretary to the board of directors, the assistant to the chief executive and the director of the chief executive's office, the head of investment development department and the head of corporate management department. He was the financial director of 清華大學繼續教育學院 (School of Continuing Education, Tsinghua University*) from 2003 to 2006. Mr. Meng was the associate dean of School of Continuing Education, Tsinghua University* from 2006 to 2015.

Mr. Meng graduated from Tsinghua University with a bachelor's degree in engineering in 1983 and obtained a master's degree in engineering from Tsinghua University in 1986. He is qualified as a senior engineer.

Mr. Wu Tak Lung

Mr. Wu Tak Lung (吳德龍), aged 56, was appointed as an independent non-executive Director of the Company in September 2017. He is responsible for supervising the compliance and corporate governance issues of the Group and providing independent opinion and advice to the Board of the Group. Mr. Wu currently serves as an independent non-executive Director of Sinomax Group Limited (stock code: 1418), Kam Hing International Holdings Limited (stock code: 2307), Zhongguancun Science-Tech Leasing Co., Ltd. (stock code: 1601), Minth Group Limited (stock code: 425) and Sinopharm Group Co., Ltd. (stock code: 1099).

During the past three years, Mr. Wu served as an independent non-executive Director of China Machinery Engineering Corporation, and Beijing Media Corporation Limited, a company listed in Hong Kong (stock code: 1000) and an independent Director of Olympic Circuit Technology Co., Ltd., a company listed in Shanghai (stock code: 603920). Mr. Wu has worked in Deloitte Touche Tohmatsu, an international accounting firm, for five years. On 10 February 2022, the Listing Committee of the Hong Kong Stock Exchange issued a statement in which, among others, certain members and former members of the board of Beijing Media Corporation Limited have been criticized, details of which in respect of Mr. Wu (as a former independent non-executive director of such company) are set out in the Company's

APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR ELECTION AND RE-ELECTION

announcement dated 14 February 2022. The Board has further carefully assessed the statement made by the Stock Exchange on the website of the Stock Exchange on 10 February 2022 (the “**Regulatory Announcement**”), and considers that the matters set out in the Regulatory Announcement had not affected Mr. Wu’s ability to discharge his duties as an independent non-executive Director of the Company. In light of the above and taking into account the background, expertise, skills, experience and independence of Mr. Wu, the Board (including members of the Nomination Committee) considers that Mr. Wu remains competent and suitable to act as an independent non-executive director of the Company.

Mr. Wu is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of Hong Kong Securities and Investment Institute, the Association of Chartered Certified Accountants, the Taxation Institute of Hong Kong, and the Hong Kong Institute of Chartered Secretaries.

Mr. Wu obtained a bachelor’s degree of business administration in accounting from the Hong Kong Baptist University and a master’s degree of business administration (MBA) jointly issued by the University of Manchester and the University of Wales.

The details of the candidate proposed to be elected as a Director at the AGM are as follows:

Mr. Xu Baochun

Mr. Xu Baochun (徐葆春), aged 51, graduated from 武漢鋼鐵學院 (Wuhan Institute of Iron and Steel*) (now known as 武漢科技大學 (Wuhan University of Science and Technology)) with a Bachelor’s degree in Engineering specialising in iron and steel metallurgy. Mr. Xu is a qualified engineer.

Mr. Xu joined the No. Three Steel Factory (三鋼廠) of 馬鞍山鋼鐵股份有限公司 (Maanshan Iron & Steel Company Limited*) in August 1994 and is currently the manager of the procurement centre of Maanshan Iron & Steel Company Limited. Mr. Xu previously worked in various positions in the steel making workshops of No. Three steel factory of Maanshan Iron & Steel Company Limited from August 1994 to July 2009, and acted as the factory manager of the steel casting branch factory of the No. Three Main Steel Mill (三鋼軋總廠連鑄分廠) and the deputy chief engineer, the deputy manager and the manager of the procurement centre, of the No. 1 Main Steel Mill (一鋼軋總廠) of Maanshan Iron & Steel Company Limited from July 2009 to April 2022.

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The details of the candidate proposed to be re-elected as a Supervisor at the AGM are as follows:

Mr. Wong Tsz Leung

Mr. Wong Tsz Leung (黃梓良), aged 58, was appointed as a shareholder representative Supervisor of the Company in July 2016 and was elected as the chairman of the Supervisory Committee of the Company in July 2016. Mr. Wong joined the Group in February 2012 as a Supervisor of the Company's predecessor. Mr. Wong is currently the financial manager of Jinma HK, a substantial Shareholder of the Company. He is mainly responsible for overseeing the affairs of the Supervisory Committee and supervising the Group's operations and financial activities. Mr. Wong has been serving as an executive Director and the chief financial officer of Smart-Core Holdings Limited (stock code: 2166), a listed company in Hong Kong, since October 2016.

Mr. Wong has approximately 20 years of experience in financial strategic planning and management. He was the financial controller of OSSIMA Publishing Group Limited, a company engaged in travel media business, from January 1995 to September 2005.

Mr. Wong obtained a master's degree in business administration from the University of Wales in December 2011 via its distance learning program.

Mr. Zhou Tao, David

Mr. Zhou Tao, David (周韜), aged 51, joined the Group in September 2017 when he was appointed as an external Supervisor of the Company. Mr. Zhou is mainly responsible for supervising the Group's operations and financial activities. Mr. Zhou has served as the person in charge of compliance in Dongxing Securities (Hong Kong) Financial Holdings Limited since June 2021.

Mr. Zhou has been a non-executive director of Sansheng Holdings (Group) Co. Ltd. (a company listed in Hong Kong, stock code: 2183) since December 2021 and an independent non-executive director of Beijing Evercare Medical Technology Group Co., Ltd. since July 2021. He had been serving as the company secretary of Wealthking Investments Limited (formerly known as OP Financial Limited, a company listed in Hong Kong, stock code: 1140) from November 2016 to June 2021, during which he also acts as the head of legal and compliance. Mr. Zhou also served as an independent director of Tian Di No. 1 Beverage Inc. (天地壹號飲料股份有限公司), a company quoted on the National Equities Exchange and Quotations System in the PRC. Mr. Zhou has over 17 years of experience in handling legal and compliance matters in financial institutions in Hong Kong. Mr. Zhou is qualified as a Hong Kong solicitor and obtained lawyer qualification in the PRC. He is also an arbitrator of the South China International Economics and Trade Arbitration Commission.

APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED FOR ELECTION AND RE-ELECTION

Mr. Zhou obtained a bachelor of laws degree from Xiamen University in July 1992 and a bachelor of laws degree from the Manchester Metropolitan University in July 2007 through a long-distance learning program.

Ms. Tian Fangyuan

Ms. Tian Fangyuan (田方遠), aged 34, joined the Group in September 2017 when she was appointed as an external Supervisor of the Company. Ms. Tian is mainly responsible for supervising the Group's operations and financial activities.

Ms. Tian has over five years of experience in the finance and accounting. She has been the Market Development Manager of Central Finance Advisory (a company based in Sydney) since October 2017. She worked in KBL Mining Ltd., a company listed on the Australian Stock Exchange from July 2011 to September 2016 and served as a manager of the financial department. She is also a member of CPA Australia.

Ms. Tian obtained a bachelor's degree in commerce from the University of Melbourne in December 2009.

The details of the candidate proposed to be elected as a Supervisor at the AGM are as follows:

Mr. Wu Jiacun

Mr. Wu Jiacun (吳家村), aged 57, joined the original No. Two Sintering plant of Maanshan Steel in November 1982 and is currently the senior manager (高級主任管理師) of the audit department of Maanshan Steel. Mr. WU served the audit department of Maanshan Steel from January 1989 to October 1998, and subsequently the audit department and the audit supervising department of 馬鋼(集團)控股有限公司(Magang (Group) Holdings Co., Ltd.) from October 1998 to October 2021.

Mr. Wu graduated from the 安徽廣播電視大學 (Anhui Radio & TV University*) (now known as 安徽開放大學 (Anhui Open University)) with a degree in auditing. Mr. Wu is a qualified political commissioner (政工師).

If the relevant candidates are elected or re-elected at the AGM of the Company, the Company will enter into service contracts with each of the relevant Directors and Supervisors as soon as possible. The proposed Directors and Supervisors will receive remuneration in accordance with the remuneration packages for Directors and Supervisors to be approved at the AGM.

**APPENDIX I DETAILS OF THE DIRECTORS AND SUPERVISORS
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Save as disclosed above, as of the Latest Practicable Date, none of the abovementioned candidates (i) had 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) had any relationship with any other Directors, Supervisors, senior management of the Company, substantial or controlling Shareholders; and (iii) had any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the election and re-election of the Directors and Supervisors that is needed 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 Listing Rules.

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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 2021 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 2021 (the “**2021 Annual General Meeting**”) will be held at 10:00 a.m. on Monday, 23 May 2022 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 AGM 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 AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

Unless the context requires otherwise, terms defined in the circular of the Company dated 20 April 2022 shall have the same meanings when used herein.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2021.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021.
3. To consider and receive the audited consolidated financial statements of the Company and the auditors’ report for the year ended 31 December 2021.
4. To consider and approve the annual report of the Company for the year ended 31 December 2021.
5. To consider and approve the payment of the final dividend of RMB0.20 per share for the year ended 31 December 2021.

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6. To consider and approve the granting of a mandate to the board of directors of the Company to deal with all matters in relation to the Company's distribution of interim dividend for the year ending 31 December 2022 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year ending 31 December 2022).

7.
 - (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 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (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 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (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 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

 - (d) To re-elect Mr. Wang Kaibao as a non-executive director of the Company for a term of three years from the date of the 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

 - (e) To re-elect Ms. Ye Ting as a non-executive director of the Company for a term of three years from the date of the 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

 - (f) To re-elect Mr. Cao Hongbin as an independent non-executive director of the Company for a term of three years from the date of the 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

 - (g) To re-elect Mr. Meng Zhihe as an independent non-executive director of the Company for a term of three years from the date of the 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

 - (h) 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 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).

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- (i) To elect Mr. Xu Baochun as a non-executive director of the Company for a term of three years from the date of the 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).
8.
 - (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 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (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 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (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 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).
 - (d) To elect Mr. Wu Jiacun as a Supervisor of the Company for a term of three years from the date of the 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024 (both days inclusive).
9. To consider and approve the remuneration for the Directors of the Company.
10. To consider and approve the remuneration for the Supervisors of the Company.
11. To consider and approve the appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the period from the conclusion of the 2021 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2022, and to authorise the board of directors of the Company to determine its remuneration.
12. To consider and approve the Unutilised Proceeds and the Interests in the aggregate amount of RMB25,295,608.24 be used as general working capital of the Group.

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

Hong Kong, 20 April 2022

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Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Saturday, 30 April 2022 to Monday, 23 May 2022 (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, 29 April 2022 are entitled to attend and vote at the 2021 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2021 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, 29 April 2022. 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 2021 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2021 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.
- (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 2021 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.
- (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 2021 Annual General Meeting.
- (E) A Shareholder or his/her proxy should produce proof of identity when attending the 2021 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 2021 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.
- (F) The 2021 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2021 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (G) 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 2021 Annual General Meeting including, without limitation:
- compulsory body temperature screening;
 - mandatory use of surgical face masks;

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- mandatory health declaration – anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the 2021 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 2021 Annual General Meeting;
 - anyone attending the 2021 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 2021 Annual General Meeting as may be necessary to avoid over-crowding.
- (H) In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the 2021 Annual General Meeting in person, and advises Shareholders to appoint the Chairman of the 2021 Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the 2021 Annual General Meeting in person.
- (I) 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 2021 Annual General Meeting through video conference or similar electronic means.
- (J) Subject to the development of the Covid-19 pandemic and the requirements or guidelines of the government and/or regulatory authorities, the Company may announce further updates on the 2021 Annual General Meeting arrangement on the Company’s website at www.hnjmny.com and the website of the Stock Exchange at www.hkexnews.hk as and when appropriate.

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, Mr. WU Tak Lung and Mr. CAO Hongbin.