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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.

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).

- (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

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;

- 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.