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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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)**

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser in respect of the Continuing Connected Transactions**



FIRST SHANGHAI CAPITAL LIMITED  
第一上海融資有限公司

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A letter from the Board is set out on pages 4 to 12 of this circular.

A letter from the Independent Board Committee in relation to the Continuing Connected Transactions is set out on pages 13 to 14 of this circular.

A letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Continuing Connected Transactions is set out on pages 15 to 21 of this circular.

A notice convening the EGM to be held at the Company's conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Friday, 9 December 2022 at 10:00 a.m. is set out on pages 27 to 40 of this circular.

Whether or not you intend to be present at the EGM, 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 EGM 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.

24 November 2022

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## DEFINITIONS

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

<b>2019 CCT Announcement</b>	the announcement of the Company dated 23 August 2019 in relation to, among others, the continuing connected transactions under the Existing Framework Agreement
<b>2019 CCT Circular</b>	the circular of the Company dated 18 September 2019 in relation to, among others, the continuing connected transactions under the Existing Framework Agreement
<b>Articles</b>	the existing articles of association of the Company
<b>Board</b>	the board of Directors
<b>Company</b>	河南金馬能源股份有限公司 (Henan Jinma Energy Company Limited), a joint stock company incorporated in the PRC with limited liability
<b>Continuing Connected Transactions</b>	the proposed continuing connected transactions in relation to the supply of coke by the Group to the Maanshan Steel Group under the New Framework Agreement. Further details are described in the section headed “2. Continuing Connected Transactions” in the “Letter from the Board” contained in this circular
<b>Director(s)</b>	the director(s) of the Company
<b>EGM</b>	the extraordinary general meeting of the Company to be held on 9 December 2022 to consider and, if thought fit, approve the Continuing Connected Transactions and the Proposed Amendments to the Articles
<b>Existing Framework Agreement</b>	the framework agreement entered into between the Company and Maanshan Steel dated 23 August 2019 in respect of the supply of coke by the Group to the Maanshan Steel Group for the three years ending 31 December 2022. Further details are set out in the 2019 CCT Announcement and the 2019 CCT Circular
<b>Group</b>	the Company and its subsidiaries

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## DEFINITIONS

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<b>H Share(s)</b>	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
<b>H Share Registrar</b>	Computershare Hong Kong Investor Services Limited
<b>Hong Kong or Hong Kong SAR</b>	the Hong Kong Special Administrative Region of the PRC
<b>Independent Board Committee</b>	a committee of the Board comprising Mr. Wu Tak Lung, Mr. Meng Zhihe and Mr. Cao Hongbin, being all the independent non-executive Directors
<b>Independent Financial Adviser</b>	First Shanghai Capital Limited, the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps
<b>Independent Shareholders</b>	Shareholders other than Maanshan Steel and its associates
<b>Latest Practicable Date</b>	18 November 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
<b>Listing Rules</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>Maanshan Steel</b>	馬鞍山鋼鐵股份有限公司 (Maanshan Iron & Steel Company Limited), a company incorporated in the PRC whose A and H shares are listed on the Shanghai Stock Exchange and the Main Board of the Stock Exchange, respectively, and a substantial shareholder of the Company
<b>Maanshan Steel Group</b>	Maanshan Steel and its associates
<b>New Framework Agreement</b>	the new framework agreement entered into between the Company and Maanshan Steel dated 8 November 2022 in respect of the supply of coke by the Group to the Maanshan Steel Group for the three years ending 31 December 2025

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## DEFINITIONS

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<b>PRC</b>	the People’s Republic of China
<b>Proposed Amendments to the Articles</b>	the proposed amendments to the Articles as set out in the resolution numbered 2 in the notice of the EGM dated 24 November 2022 contained in this circular
<b>Proposed Annual Caps</b>	the proposed annual cap(s) for the Continuing Connected Transactions set out in the section headed “2. Continuing Connected Transactions – Basis of Setting the Proposed Annual Caps” in the “Letter from the Board” contained in this circular
<b>RMB</b>	Renminbi, the lawful currency of the PRC
<b>SFO</b>	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
<b>Shareholders</b>	the shareholders of the Company
<b>Stock Exchange</b>	The Stock Exchange of Hong Kong Limited
<b>Supervisor(s)</b>	the supervisor(s) of the Company
<b>VAT</b>	value added tax
<b>%</b>	per cent.

*In this circular, the terms “associate”, “close associate”, “connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

*The English names of Chinese entities included in this circular are unofficial translations of their Chinese names and are included for identification purposes only.*

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

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

*Registered office:*

West First Ring Road South  
Jiyuan  
Henan Province  
PRC

*Non-executive Directors:*

Mr. XU Baochun  
Mr. WANG Kaibao  
Ms. YE Ting

*Principal place of business in Hong Kong:*  
Unit 2801, 28/F  
88 Hing Fat Street  
Causeway Bay  
Hong Kong

*Independent Non-executive Directors:*

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

*Supervisors:*

Mr. WONG Tsz Leung  
Mr. WU Jiacun  
Mr. ZHOU Tao, David  
Ms. TIAN Fangyuan  
Ms. HAO Yali  
Mr. FAN Xiaozhu

24 November 2022

To: *All shareholders of the Company*

Dear Sir or Madam,

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with, among other things, (i) further information on (a) the Continuing Connected Transactions; and (b) the Proposed Amendments to the Articles; (ii) a letter from the Independent Board Committee in relation to the Continuing Connected Transactions; (iii) a letter of advice from the Independent Financial Adviser in relation to the Continuing Connected Transactions; and (iv) the notice of EGM and other information in accordance with the requirements of the Listing Rules.

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## LETTER FROM THE BOARD

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### 2. CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of the Company dated 8 November 2022 in relation to the proposed renewal of the Group's Continuing Connected Transactions for the supply of coke to the Maanshan Steel Group for the three years ending 31 December 2025.

The Group has been supplying coke to the Maanshan Steel Group. As Maanshan Steel is a substantial shareholder and a connected person of the Company, the sale of coke by the Group to the Maanshan Steel Group constitutes continuing connected transactions of the Company. Such continuing connected transactions are governed by the Existing Framework Agreement entered into between the Company and Maanshan Steel dated 23 August 2019 and were approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 18 October 2019. For further information on the Existing Framework Agreement and the related continuing connected transactions, please refer to the 2019 CCT Announcement and the 2019 CCT Circular.

The term of the Existing Framework Agreement is due to expire on 31 December 2022, and the Company proposes to renew the continuing connected transactions with the Maanshan Steel Group. For such purposes, on 8 November 2022, the Company entered into the New Framework Agreement with Maanshan Steel. The New Framework Agreement and the Proposed Annual Caps in respect of the Continuing Connected Transactions are conditional upon the approval of the Independent Shareholders at the EGM.

Further information on the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps is set out as below.

#### **Principal terms of the New Framework Agreement**

Date:	8 November 2022
Parties:	(1) The Company (2) Maanshan Steel
Term:	1 January 2023 to 31 December 2025

Pursuant to the New Framework Agreement, the Group agrees to provide coke to the Maanshan Steel Group during the three years from 1 January 2023 to 31 December 2025. The Maanshan Steel Group will from time to time place purchase orders with the Group, specifying the amount of coke required by the Maanshan Steel Group, the requisite product specifications, as well as the expected delivery schedule. Following the Group's acceptance of the orders, the Group will sell the coke at a prevailing market price (as determined based on the pricing policy as further described below) and deliver the products according to the agreed delivery schedule. The Maanshan Steel Group is responsible for the costs of transportation of coke from the Group's production facilities to the depot designated by the Maanshan Steel Group. The Maanshan Steel Group is required to settle the payment for the coke purchased on a monthly basis.

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## LETTER FROM THE BOARD

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### Pricing policy

The price of the coke will be determined according to the following mechanism:

- (i) the Group's sales department will regularly monitor the movements and trends of the futures price of coke and determine the prevailing price range of coke (the "**Determined Coke Prevailing Price Range**") after considering the prices and market inventory levels of coke published by specialised online information platforms (including online data from websites providing information regarding coke such as MySteel (我的鋼鐵) (www.mysteel.com) and Steelhome (鋼之家) (www.steelhome.cn)) as well as the factory gate prices recommended by the China Coking Industry Association together with other associations in principal coke production regions;
- (ii) based on the Determined Coke Prevailing Price Range, the Group will convene weekly internal price analysis meetings to determine the factory gate price of its coke after considering the above factors;
- (iii) the Group will then having taking into account the relevant transportation costs (if applicable), determine the final sale price after arm's length negotiations with the Maanshan Steel Group; and
- (iv) with respect to coke with special specifications requested by the Maanshan Steel Group, the Group will also take into account the relevant product specifications, the extra production costs as well as the historical prices of coke with similar specifications when determining its factory gate price.

### Basis of Setting the Proposed Annual Caps

The annual cap for the transactions under the Existing Framework Agreement for the each of three years ending 31 December 2022 is RMB1,170 million.

The table below sets out the actual transaction amounts under the Existing Framework Agreement and the volumes of coke the Group supplied to the Maanshan Steel Group for the respective periods indicated:

	Year ended 31 December		Nine months ended
	2020	2021	30 September 2022
	RMB'000	RMB'000	RMB'000
	(audited)	(audited)	(unaudited)
Actual transaction amount	899,875	767,199	850,974
Volumes of coke supplied to the Maanshan Steel Group (tons)	531,786	309,420	271,343

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## LETTER FROM THE BOARD

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The Maanshan Steel Group purchases coke from the Group as a raw material for manufacturing of iron and steel.

Considering (i) the Maanshan Steel Group's historical demand for the Group's coke; (ii) the measures adopted in the PRC to contain the impact of the COVID-19 pandemic are expected to result in a gradual recovery of domestic economies in the PRC from 2023 onwards with a stable development of investments in infrastructure; and (iii) the current coke production capacity of the Group, the Board estimates that the Group will sell up to 390,000 tons of coke to the Maanshan Steel Group for each of the three years ending 31 December 2025.

The average price of coke per ton (net of VAT) sold to the Maanshan Steel Group for the years ended 31 December 2020 and 2021 and for the nine months ended 30 September 2022 was approximately RMB1,692, RMB2,479 and RMB3,136, respectively.

In 2022 to date, there has been a significant rise in the price of coke, due to factors including (i) the geopolitical war in Eastern Europe, resulting in the rising price of global energy commodities, which in turn led to inflation and downward pressure on the economy; (ii) the continued impact of the COVID-19 pandemic which resulted in a serious imbalance of supply and demand within both the coal and coke markets; and (iii) the PRC government's imposition of stricter environmental protection measures and requirements which resulted in an adjustment of coke and coal production capacity. For the six months ended 30 June 2022, the average selling price of the Group's coke products was approximately RMB3,034 per ton, representing an increase of 44.8% compared to the same period in 2021. Following a recent review by the Group's sales department on the future trend of the market price of coke, the Board estimates that, with the ongoing effect of the above mentioned factors contributing to the high price of coke continuing to impact the coking chemical industry, the average price of coke (net of VAT) would fluctuate at the average price of RMB3,000 per ton for the three years ending 31 December 2025.

Based on (i) the historical transaction amounts, (ii) the estimated supply of coke of up to 390,000 tons from the Group to the Maanshan Steel Group for each of the three years ending 31 December 2025, and (iii) the assumption that the average market price (net of VAT) of coke will increase to approximately RMB3,000 per ton for each of the three years ending 31 December 2025, the Board proposes to adopt the Proposed Annual Caps in respect of the Continuing Connected Transactions contemplated under the New Framework Agreement for each of the three years ending 31 December 2025 at RMB1,170 million per year.

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## LETTER FROM THE BOARD

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### Internal Control Measures for the New Framework Agreement

To safeguard the interest of the Group, the Group will adhere to the following internal control measures in respect of the transactions contemplated under the New Framework Agreement:

- (1) for each transaction under the New Framework Agreement, the relevant procedures and detailed review standards set forth under the paragraph headed “Pricing policy” in this letter are strictly followed before the determination of the final sale price with the Maanshan Steel Group;
- (2) each transaction under the New Framework Agreement shall be reviewed by the sales department, finance department and legal department of the Group;
- (3) the designated staff from the sales department of the Group will observe the transaction price to ensure the final sale price to the Maanshan Steel Group is comparable to the Determined Coke Prevailing Price Range having also taking into account the relevant transportation price and the special specifications requested by the Maanshan Steel Group (if applicable);
- (4) the designated staff from the finance department of the Group will closely monitor the total transaction amount to ensure that the Proposed Annual Caps will not be exceeded;
- (5) the Company’s auditors will continue to conduct annual review on the transaction under the New Framework Agreement and the Proposed Annual Caps, and provide confirmation in the Company’s annual report;
- (6) the independent non-executive Directors will continue to conduct annual review to ensure that the Continuing Connected Transactions are carried out in accordance with the terms (including the pricing policy) as set out in the New Framework Agreement; and
- (7) in the event where the Proposed Annual Caps under the New Framework Agreement require adjustment due to business development needs or other reasons, arrangements shall be subject to strict compliance with the applicable requirements under the Listing Rules and to be made in advance.

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## LETTER FROM THE BOARD

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### **Reasons for and Benefits of the Continuing Connected Transactions**

The Group is a coke producer and processor of coking by-products in the coking chemical industry in Henan province. The Group operates a vertically integrated business model along the coking chemical value chain from coke production to the processing of coking by-products into refined chemicals and energy products.

Maanshan Steel, being one of the largest steel product manufacturers in the PRC, has been one of the main customers of the Group's coke for over a decade. As the Group has conducted the Continuing Connected Transactions for many years and has built a long term strategic and solid business relationship with Maanshan Steel, the Directors consider it beneficial to the Company to continue to conduct the Continuing Connected Transactions in order to ensure and maximise operating efficiency and generate stable and predictable revenue.

### **Listing Rules Implications**

Maanshan Steel is a substantial shareholder of the Company holding approximately 26.89% of the total issued shares of the Company as at the date of this circular, and therefore a connected person of the Company under the Listing Rules. As the highest percentage ratio calculated in accordance with the Listing Rules in respect of the Proposed Annual Caps exceeds 5%, the transactions contemplated under the New Framework Agreement constitute continuing connected transactions of the Company and the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps are subject to the reporting, announcement, annual review, and the independent shareholders' approval requirements.

In so far as the Directors are aware, other than Maanshan Steel and its associates, no Shareholder will be required to abstain from voting at the EGM in relation to the resolution to be proposed in respect of the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps.

None of the Directors had any material interest in the New Framework Agreement and thus no Director was required to abstain from voting on the Board resolutions approving the New Framework Agreement, the Continued Connected Transactions and the Proposed Annual Caps. Nevertheless, Mr. Wang Kaibao and Mr. Xu Baochun, each of whom holds certain positions with Maanshan Steel, voluntarily abstained from voting on the Board resolutions approving the New Framework Agreement.

### **Information on Maanshan Steel**

Maanshan Steel is a company incorporated in the PRC whose A and H shares are listed on the Shanghai Stock Exchange and the Main Board of the Stock Exchange, respectively. Maanshan Steel is principally engaged in the manufacture and sale of iron and steel products.

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## LETTER FROM THE BOARD

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Based on publicly available information, 馬鋼(集團)控股有限公司 (Magang (Group) Holding Company Limited) (“**Magang Group**”) is a controlling shareholder of Maanshan Steel and held approximately 45.10% of the equity interest in the share capital of Maanshan Steel as at the Latest Practicable Date. Magang Group is a state-owned enterprise with limited liability, and mainly engaged in mining and sorting of mineral products, construction, manufacturing of construction materials, trading, storage and property management, as well as agriculture and forestry. The ultimate beneficial owner of Magang Group is China Baowu Steel Group Corporation Limited (“**China Baowu**”). China Baowu is a state-owned capital investment company controlled and held by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC.

### **Independent Board Committee and Independent Financial Adviser**

An Independent Board Committee comprising all the independent non-executive Directors (namely, Mr. Cao Hongbin, Mr. Meng Zhihe and Mr. Wu Tak Lung) has been established to advise the Independent Shareholders as to whether (i) the terms of the Continuing Connected Transactions are fair and reasonable; (ii) the Continuing Connected Transactions are entered into on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps are in the interests of the Company and the Shareholders as a whole. An Independent Financial Adviser, First Shanghai Capital Limited, has been appointed to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps.

### **3. PROPOSED AMENDMENTS TO THE ARTICLES**

The Board proposes to make certain amendments to the Articles to align with the core shareholder protection standards set out in Appendix 3 of the Listing Rules, and in compliance with the applicable laws and regulations, to adopt house-keeping improvements to the Article and for implementing corresponding consequential changes in connection with the Proposed Amendments to the Articles.

The details of the Proposed Amendments to the Articles are set out in the resolution numbered 2 in the notice of the EGM dated 24 November 2022 contained in this circular.

### **4. EGM**

It was proposed that the EGM will be held at the Company’s conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong on Friday, 9 December 2022 at 10:00 a.m. for the Shareholders to consider, and if thought fit, approve (i) the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps; and (ii) the Proposed Amendments to the Articles.

A notice convening the EGM is set out on pages 27 to 40 of this circular.

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## LETTER FROM THE BOARD

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A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to be present at such meeting, you are requested to complete the forms of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar, 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 EGM 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.

To the best knowledge, information and belief of the Directors, after having made all reasonable enquiries, other than Maanshan Steel and its associates, no Shareholder is required to abstain from voting at the EGM in respect of the resolution concerning the Continuing Connected Transactions. As at the Latest Practicable Date, Maanshan Steel controlled or was entitled to exercise control over the voting right in respect of 144,000,000 H Shares, representing approximately 26.89% of the issued share capital of the Company.

### **5. VOTING BY POLL**

Pursuant to rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the EGM will be voted by way of a poll. An announcement on the results of the poll voting will be made by the Company after the EGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

### **6. RECOMMENDATIONS**

Your attention is drawn to the letter from the Independent Board Committee set out on pages 13 to 14 of this Circular and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders set out on pages 15 to 21 of this Circular in connection with the Continuing Connected Transactions and the principal factors and reasons considered by the Independent Financial Adviser in arriving at such advice.

The Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps.

Having taken into account the advice of First Shanghai Capital Limited, the Directors (including the independent non-executive Directors) consider that (i) the terms of the Continuing Connected Transactions (including the Proposed Annual Caps) are fair and reasonable; (ii) the Continuing Connected Transactions are entered into on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM in respect of the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps.

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## LETTER FROM THE BOARD

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The Board is also of the view that the Proposed Amendments to the Articles is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution at the EGM to approve the Proposed Amendments to the Articles.

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



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)**

*To the Independent Shareholders*

24 November 2022

Dear Sir or Madam,

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

We refer to the circular of the Company to the Shareholders dated 24 November 2022 (the “**Circular**”), of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter will have the same meanings given to them in the section headed “Definitions” of the Circular.

As the Independent Board Committee, we have been appointed to advise you as to whether, in our opinion, (i) the terms of the Continuing Connected Transactions are fair and reasonable; (ii) the Continuing Connected Transactions are entered into on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps are in the interests of the Company and the Shareholders as a whole.

First Shanghai Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps.

Having considered the New Framework Agreement, the Continuing Connected Transactions, the Proposed Annual Caps, and the opinion and advice of First Shanghai Capital Limited in relation thereto, which are set out on pages 15 to 21 of the Circular, we are of the opinion (i) that the terms of the Continuing Connected Transactions are fair and reasonable; (ii) that the Continuing Connected Transactions are entered into on normal commercial terms or better and in the ordinary and usual course of business of the Group; and (iii) that the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps

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**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

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are in the interests of the Company and the Shareholders as a whole. We therefore recommend you to vote in favour of the ordinary resolution to be proposed at the EGM to approve the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps.

Yours faithfully,  
The Independent Board Committee

**Wu Tak Lung**  
*Independent*  
*non-executive Director*

**Meng Zhihe**  
*Independent*  
*non-executive Director*

**Cao Hongbin**  
*Independent*  
*non-executive Director*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the full text of the letter to the Independent Board Committee and the Independent Shareholders received from the Independent Financial Adviser setting out its opinion regarding the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps for the purpose of inclusion in this circular.*



### First Shanghai Capital Limited

19th Floor

Wing On House

71 Des Voeux Road Central

Hong Kong

24 November 2022

*To the Independent Board Committee and  
the Independent Shareholders*

Henan Jinma Energy Company Limited  
West First Ring Road South  
Jiyuan City  
Henan Province  
The PRC

Dear Sirs,

### RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

#### INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps, details of which are contained in the circular to the Shareholders dated 24 November 2022 (the “**Circular**”), of which this letter forms part. Unless the context requires otherwise, (i) capitalised terms used in this letter shall have the same meanings as those ascribed in the Circular; and (ii) the unit prices of coke, the transaction amounts of coke and annual caps related to the Continuing Connected Transactions mentioned in this letter are net of value added tax.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The Group has been supplying coke to the Maanshan Steel Group. Nonetheless, the term of the Existing Framework Agreement is due to expire on 31 December 2022, therefore the Company proposes to renew the continuing connected transactions with the Maanshan Steel Group. Hence, on 8 November 2022, the Group entered into the New Framework Agreement with Maanshan Steel.

As set out in the “Letter from the Board” contained in the Circular (the “**Board Letter**”), Maanshan Steel is a substantial shareholder and a connected person of the Company, therefore the sale of coke by the Group to the Maanshan Steel Group constitutes continuing connected transactions of the Company. Accordingly, the New Framework Agreement and the Proposed Annual Caps in respect of the Continuing Connected Transactions are conditional upon the approval of the Independent Shareholders at the EGM.

An independent board committee comprising Mr. WU Tak Lung, Mr. MENG Zhihe and Mr. CAO Hongbin, being all the three independent non-executive Directors, has been formed to advise the Independent Shareholders in relation to the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps. We, First Shanghai Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

### OUR INDEPENDENCE

The Independent Shareholders should note that we were previously engaged as the independent financial adviser by the Company regarding the revision of certain annual caps as detailed in the circular of the Company dated 8 December 2021 (the “**Previous Engagement**”). Apart from normal professional fees paid or payable to us in connection with the Previous Engagement and this current engagement, we did not have any other relationships or interests with the Group within the past two years prior to the Latest Practicable Date. Given (i) our independent roles in the Previous Engagement; (ii) none of the members of our parent group is a direct party to the New Framework Agreement; and (iii) our fee for this current engagement with the Company, in addition to that for the Previous Engagement, represented an insignificant percentage of revenue of our parent group, we consider the Previous Engagement would not affect our independence, and we consider ourselves independent pursuant to rule 13.84 of the Listing Rules, to provide our advice and form our opinion in respect of the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps.

### BASIS OF OUR ADVICE

In arriving at our recommendation, we have relied on the information and facts provided by the Company and have assumed that any representations made to us are true, accurate and complete. We have also relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and management of the Group (collectively, the “**Management**”). We have assumed that all information, representations and opinions contained or referred to in the Circular and

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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all information, representations and opinions which have been provided by the Management for which they are solely responsible, are true and accurate at the time they were made and will continue to be accurate at the date of the despatch of the Circular.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular the omission of which would make any such statement contained in the Circular misleading. We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and representations and opinions made to us untrue, inaccurate or misleading. We have not, however, carried out any independent verification of the information provided by the Management, nor have we conducted an independent investigation into the business and affairs of the Group and the Maanshan Steel Group.

### **PRINCIPAL FACTORS AND REASONS CONSIDERED**

In formulating our opinion regarding the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps, we have taken into consideration the following principal factors:

#### **1. Background information of the Group**

The Group is a coke producer and processor of coking by-products in the coking chemical industry in Henan province, the PRC. The Group operates a vertically integrated business model along the coking chemical value chain from coke production to the processing of coking by-products into refined chemicals and energy products. We have reviewed the annual report of the Company for the year ended 31 December 2021 (the “**2021 Annual Report**”) and we noted that the majority of the sales and also the segment results of the Group were contributed by the sales of coke for each of the years ended 31 December 2020 and 2021.

#### **2. Background information on the Maanshan Steel Group**

Maanshan Steel is a substantial shareholder of the Company and is a company incorporated in the PRC whose A and H shares are listed on the Shanghai Stock Exchange and the Main Board of the Stock Exchange, respectively. We have reviewed the annual report of Maanshan Steel for the year ended 31 December 2021, which stated, among other things, (i) the Maanshan Steel Group is one of the largest iron and steel producers and sellers in the PRC; and (ii) the cost of sales of the Maanshan Steel Group for the year ended 31 December 2021 substantially increased as compared with the previous year, mainly due to the rising prices of raw materials such as iron ore, coal and coke as well as the increase in the sales volume of steel.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 3. Background of and reasons for the New Framework Agreement

As stated in the Circular, Maanshan Steel has been one of the main customers of the Group's coke for over a decade. Nonetheless, the term of the Existing Framework Agreement is due to expire on 31 December 2022, therefore the Company proposes to renew the continuing connected transactions with the Maanshan Steel Group. Hence, on 8 November 2022, the Group entered into the New Framework Agreement with Maanshan Steel.

Having considered, in particular, (i) sales of coke is a core businesses of the Group; (ii) the Continuing Connected Transactions contemplated under the New Framework Agreement, being the sale of coke to the Maanshan Steel Group, are revenue in nature to the Group; and (iii) the terms of the New Framework Agreement and the Continuing Connected Transactions are fair and reasonable as discussed below, we are of the view that the entering into of the New Framework Agreement and the Continuing Connected Transactions are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

### 4. Principal terms of the New Framework Agreement

Pursuant to the New Framework Agreement, the Group agrees to provide coke to the Maanshan Steel Group during the three years from 1 January 2023 to 31 December 2025. The Maanshan Steel Group will from time to time place purchase orders with the Group, specifying the amount of coke required by the Maanshan Steel Group, the requisite product specifications, as well as the expected delivery schedule. Following the Group's acceptance of the orders, the Group will sell the coke at a prevailing market price and deliver the products according to the agreed delivery schedule. As detailed in the Board Letter, the market price shall be determined with reference to, among other things, the prevailing price range of coke after considering the prices and market inventory levels of coke published by specialised online information platforms (including online data from websites providing information regarding coke such as MySteel (我的鋼鐵) ([www.mysteel.com](http://www.mysteel.com)) and Steelhome (鋼之家) ([www.steelhome.cn](http://www.steelhome.cn))). The Maanshan Steel Group is required to settle the payment for the coke purchased on a monthly basis. As advised by the Management, we understand the pricing bases and payment terms in the New Framework Agreement remain substantially the same as those in the Existing Framework Agreement. For further details of the terms of the New Framework Agreement, please refer to the Board Letter.

In respect of the background of MySteel and Steelhome, we have reviewed their websites to obtain an understanding. Regarding MySteel, we understand (i) it provides consultancy, data, insight, information, news and research on the commodities markets; (ii) it is the first price reporting agency in the PRC to achieve International Organization of Securities Commissions (IOSCO) assurance; and (iii) it is operated by Shanghai Ganglian E-Commerce Holdings Co., Ltd. (listed on the Shenzhen Stock Exchange with stock code 300226). Regarding Steelhome, we understand (i) it is an authoritative, leading and independent website in Chinese steel market, providing information, consultancy, data, industry events and E-commerce to global steel companies, raw material suppliers, traders, logistics companies,

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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steel users, government departments, industry associations, financial & research institutes; and (ii) it is a strategic partner of Bloomberg and Reuters. We also note that the industry pricing information of both MySteel and Steelhome had been adopted by several companies listed in Hong Kong, such as CSSC Offshore & Marine Engineering (Group) Company Limited (317 HK) and Chongqing Iron & Steel Company Limited (1053 HK), as pricing reference for their continuing connected transactions. Based on the aforesaid, we consider MySteel and Steelhome are credible information source.

For our further assessment of the fairness and reasonableness of the aforementioned pricing bases, we have reviewed the sales invoices between the Group and (i) the Maanshan Steel Group under the Existing Framework Agreement; and (ii) independent third party customers of the Group (the “**Independent Customers**”). Such invoices covered the recent two financial years and were on a sample basis, where we have reviewed a total of 20 sets (each set containing documents covering the transaction with connected party and the relevant independent parties comparison, which involved a total of 20 invoices with the Maanshan Steel Group and 40 invoices with independent parties). Based on our independent review of the aforesaid transaction documents, we noted that the unit prices of coke sold by the Group to the Maanshan Steel Group were no less favourable than those to the Independent Customers.

In respect of payment terms, we have reviewed the 2021 Annual Report and noted that the normal credit term of the Group to its customers ranged between 30 to 60 days. Hence, we understand the settlement by the Maanshan Steel Group on a monthly basis pursuant to the New Framework Agreement is in line with the normal business practice of the Group.

Furthermore, we note from the two latest annual reports of the Company that, in accordance with the Listing Rules, (i) the Company had engaged its independent auditors to report on the continuing connected transactions of the Group for each of the years ended 31 December 2020 and 2021 and the independent auditors of the Company issued their unqualified letters in respect of such transactions; and (ii) the independent non-executive Directors had also reviewed the continuing connected transactions of the Group for each of the years ended 31 December 2020 and 2021 and confirmed that such transactions were, among other things, on normal commercial terms or on terms no less favourable than those entered into by independent third parties with the Group. For further details of the internal control measures of the Group, please refer to the Board Letter.

Having considered, in particular, (i) our aforementioned review of the principal terms of the New Framework Agreement, which remain substantially the same as those in the Existing Framework Agreement; and (ii) our understanding of the positive track record of compliance where the independent auditors of the Company and the independent non-executive Directors had reviewed and will continue to review the Continuing Connected Transactions, we are of the view that the internal control measures of the Group are effective and the terms of the New Framework Agreement and the Continuing Connected Transactions are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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**5. The Proposed Annual Caps**

In relation to the sales of coke to the Maanshan Steel Group pursuant to the Existing Framework Agreement and the New Framework Agreement, the following table sets out the relevant historical actual amounts for each of the years ended 31 December 2020 and 2021 and the nine months ended 30 September 2022 as well as the Proposed Annual Caps for each of the years ending 31 December 2023, 2024 and 2025:

	Historical actual amounts			Proposed Annual Caps		
	For the year ended 31 December 2020	For the year ended 31 December 2021	For the nine months ended 30 September 2022	For the year ending 31 December		
				2023	2024	2025
Transaction amount (RMB million)	900	767	851	1,170	1,170	1,170
Sales volume (‘000 ton)	532	309	271	390 <sup>(2)</sup>	390 <sup>(2)</sup>	390 <sup>(2)</sup>
Unit price <sup>(1)</sup> (RMB per ton)	1,692	2,479	3,136	3,000 <sup>(2)</sup>	3,000 <sup>(2)</sup>	3,000 <sup>(2)</sup>

*Note:*

1. This is the unit price derived from dividing transaction amount by sales volume.
2. These are assumptions for deriving the Proposed Annual Caps (being the transaction amounts).

For each of the years ending 31 December 2023, 2024 and 2025, the Proposed Annual Cap is RMB1,170 million, which is calculated based on (i) the assumed annual sales volume of 390,000 tons (the “**Assumed Sales Volume**”); and (ii) the assumed unit price of RMB3,000 per ton (the “**Assumed Unit Price**”).

We note that the sales volume for the nine months ended 30 September 2022 is approximately 271,000 tons and it implies an annualised sales volume of approximately 361,000 tons for the year ending 31 December 2022 (the “**2022 Sales Volume**”), which represents an annual increase of approximately 17% as compared with the actual sales volume for the year ended 31 December 2021. We also note that the Assumed Sales Volume of 390,000 tons (i) represents a buffer of approximately 8% to the 2022 Sales Volume; and (ii) is in line with the average of the sales volume for each of the years ended 31 December 2020 and 2021 and the 2022 Sales Volume of approximately 401,000 tons. Hence, we consider the Assumed Volume to be achievable and therefore acceptable for the determination of the Proposed Annual Caps.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We note that the Assumed Unit Price of RMB3,000 per ton is in line with the actual unit price for the nine months ended 30 September 2022 of approximately RMB3,136 per ton, hence we also consider the Assumed Unit Price to be acceptable for the determination of the Proposed Annual Caps.

Taking into account, in particular, (i) the Proposed Annual Caps provide flexibility to the Group to conduct sales to the Maanshan Steel Group, which are revenue in nature to the Group; (ii) the Assumed Sales Volume is in line with the average of the sales volume for each of the years ended 31 December 2020 and 2021 and the 2022 Sales Volume; and (iii) the Assumed Unit Price is in line with the actual unit price for the nine months ended 30 September 2022, we consider the Proposed Annual Caps to be fair and reasonable so far as the Independent Shareholders are concerned.

### RECOMMENDATION

Having considered the above principal factors and reasons, we are of the opinion that the entering into of the New Framework Agreement and the Continuing Connected Transactions are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole. We are also of the opinion that the terms of the New Framework Agreement and the Continuing Connected Transactions are on normal commercial terms and, together with the Proposed Annual Caps, are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves advise, the Independent Shareholders to vote in favour of the resolutions to approve the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps at the EGM.

Yours faithfully,

For and on behalf of

**First Shanghai Capital Limited**

**Nicholas Cheng**

*Director*

**Roger Tang**

*Vice President*

*Note:* Mr. Nicholas Cheng has been a Responsible Officer and Mr. Roger Tang has been a Representative of Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Both of them have extensive experience in the corporate finance industry and have participated in the provision of independent financial advisory services for numerous connected transactions involving listed companies in Hong Kong.

## 1. 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.

## 2. DISCLOSURE OF INTERESTS

### Statement of directors, chief executive and Supervisors' interests in securities

As at the Latest Practicable Date, the interests and short positions of the Directors, chief executives and Supervisors in the shares, underlying shares and debentures of the Company notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (as if it were applicable also to the Supervisors of the Company) were as follows:

Name of Director/ Supervisor	Name of entity	Nature of Interest	Number of shares held <sup>(1)</sup>	Approximate percentage of interest
Mr. Yiu Chiu Fai	Company	Interest in a controlled corporation <sup>(3)</sup>	162,000,000 H Shares (L)	30.26% <sup>(2)</sup>
		Beneficial owner	2,303,000 H Shares (L)	0.43% <sup>(2)</sup>
Mr. Zhou Tao, David	Company	Beneficial owner	4,000 H Shares (L)	0.00% <sup>(2)</sup>

*Notes:*

- (1) The letter "L" denotes the person's long position in such H Shares.
- (2) The calculation of the relevant percentage is based on the total number of 535,421,000 H Shares in issue, which represents the entire issued share capital of the Company.
- (3) These H Shares are held by Jinma Energy (Hong Kong) Limited. Mr. Yiu Chiu Fai (an executive Director) is the legal and beneficial owner of the entire issued share capital of Golden Star Chemicals (Holdings) Limited. Golden Star Chemicals (Holdings) Limited holds 96.3% of the issued share capital of Jinma Coking (BVI) Limited, which in turn owns 100% of Jinma Energy (Hong Kong) Limited. Accordingly, Mr. Yiu is deemed to be interested in Jinma Energy (Hong Kong) Limited's interest in the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, the chief executive nor the Supervisors had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or that was recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers.

#### Statement of substantial shareholders' interests in securities

As at the Latest Practicable Date, substantial shareholders and other persons (other than the Directors, the chief executive and the Supervisors) who had interests and short positions in the shares and underlying shares of the Company (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange, were as follows:

Name	Nature of Interest	Number of shares H Held <sup>(1)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(2)</sup>
Jinma Energy (Hong Kong) Limited	Beneficial owner <sup>(3)</sup>	162,000,000 (L)	30.26%
Jinma Coking (BVI) Limited	Interests in controlled corporation <sup>(3)</sup>	162,000,000 (L)	30.26%
Golden Star Chemicals (Holdings) Limited	Interests in controlled corporation <sup>(3)</sup>	162,000,000 (L)	30.26%
Ms. Lam Yuk Wai	Interest of spouse <sup>(3)</sup>	164,303,000 (L)	30.69%
Maanshan Steel	Beneficial owner <sup>(4)</sup>	144,000,000 (L)	26.89%
Magang Group	Interests in controlled corporation <sup>(4)</sup>	144,000,000 (L)	26.89%
Jiangxi PXSteel	Beneficial owner <sup>(5)</sup>	52,945,000 (L)	9.89%
Jiangxi Fangda Steel Group Co., Ltd	Interests in controlled corporation <sup>(5)</sup>	52,945,000 (L)	9.89%
遼寧方大集團實業有限公司 (Liaoning Fangda Group Industrial Co., Ltd.)	Interests in controlled corporation <sup>(5)</sup>	52,945,000 (L)	9.89%

Name	Nature of Interest	Number of shares H Held <sup>(1)</sup>	Approximate percentage of shareholding in the total share capital of the Company <sup>(2)</sup>
北京方大國際實業投資有限公司 (Beijing Fangda International Enterprise Investment Co., Ltd.)	Interests in controlled corporation <sup>(5)</sup>	52,945,000 (L)	9.89%
Mr. Fang Wei	Interests in controlled corporation <sup>(5)</sup>	52,945,000 (L)	9.89%
濟源市金馬興業投資有限公司 (Jiyuan Jinma Xingye Investment Co., Ltd.)	Beneficial owner <sup>(6)</sup>	40,000,000 (L)	7.47%
Mr. Wang Lijie	Interests in controlled corporation <sup>(6)</sup>	40,000,000 (L)	7.47%
Ms. Zheng Jing	Interest of spouse <sup>(6)</sup>	40,000,000 (L)	7.47%

## Notes:

- (1) The letter “L” denotes the entity/person’s long position in such H Shares.
- (2) The calculation of the relevant percentage is based on the total number of 535,421,000 H Shares in issue, which represents the entire issued share capital of the Company.
- (3) The interests of these entities and person refer to the same block of H Shares held by Jinma Energy (Hong Kong) Limited (“*Jinma HK*”). Jinma HK is wholly owned by Jinma Coking (BVI) Limited (“*Jinma Coking*”), which in turn is held as to 96.3% by Golden Star Chemicals (Holdings) Limited (“*Golden Star*”). Golden Star is wholly owned by Mr. Yiu Chiu Fai, the chairman of the Company and an executive Director. Ms. Lam Yuk Wai is the spouse of Mr. Yiu Chiu Fai.
- (4) The interests of these entities refer to the same block of H Shares held by Maanshan Steel. Magang Group holds approximately 45.10% of the equity interests in the share capital of Maanshan Steel.
- (5) The interests of these entities and person refer to the same block of H Shares held by Jiangxi PXSteel. Insofar as the Board is aware, Jiangxi PXSteel is held as to approximately 61.42% by Liaoning Fangda Group Industrial Co., Ltd. (“*Liaoning Fangda*”), which in turn is held as to approximately 99.2% by Liaoning Fangda Beijing Fangda International Enterprise Investment Co., Ltd. (“*Beijing Fangda*”). Mr. Fang Wei is the sole equity holder of Beijing Fangda.
- (6) The interests of these entities and person refer to the same block of H Shares held by Jiyuan Jinma Xingye Investment Co., Ltd. (“*Jinma Xingye*”) Mr. Wang Lijie is the holder of approximately 33.44% of the equity interest of Jinma Xingye. Ms. Zheng Jing is the spouse of Mr. Wang Lijie.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons (other than the Directors, the chief executive and the Supervisors) who had interests or short positions in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

As at the Latest Practicable Date, so far as is known to the Directors, the following Directors held offices in the substantial shareholders of the Company set out above:

<b>Name of Director</b>	<b>Positions held in the relevant substantial shareholders of the Company</b>
Mr. Yiu Chiu Fai	Director of Jinma HK, Jinma Coking and Golden Star
Mr. Wang Mingzhong	Director of Jinma Xingye
Mr. Li Tianxi	Director of Jinma Xingye
Mr. Xu Baochun	Manager of the procurement centre of Maanshan Steel
Mr. Wang Kaibao	Party committee secretary, factory director and the chief engineer of the coking factory headquarters of Maanshan Steel
Ms. Ye Ting	Deputy Manager in Administrations Office of a subsidiary of Jiangxi PXSteel

### **3. ARRANGEMENTS AND MATTERS CONCERNING DIRECTORS**

- (a) None of the Directors has entered into any service contract with any member of the Group, which is not expiring or determinable by the Group within one year without payment of compensation (other than the payment of statutory compensation).
- (b) As at the Latest Practicable Date, none of the Directors was interested, directly or indirectly, in any assets which, since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up, had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.
- (c) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and which was significant in relation to the business of the Group.
- (d) As at the Latest Practicable Date, none of the Directors or their respective close associates had any interest in a business which competes or is likely to compete with the business of the Company.

#### 4. MATERIAL ADVERSE CHANGE

Save as disclosed in the interim report of the Company for the six months ended 30 June 2022, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2021, being the date to which the latest audited consolidated financial statements of the Group were made up.

#### 5. EXPERT

- (a) The following is the qualification of the expert which has given opinion or advice which is contained in this circular:

<b>Name</b>	<b>Qualification</b>
First Shanghai Capital Limited	A corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

- (b) As at the Latest Practicable Date, the Independent Financial Adviser did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, nor did it have any interest, direct or indirect, in any assets which, since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up, had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.
- (c) The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and references to its name in the form and context in which they appear.

#### 6. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hnjmny.com>) from the date of this circular up to and including the date of the EGM:

- (a) the Existing Framework Agreement;
- (b) the New Framework Agreement; and
- (c) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Continuing Connected Transactions.

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## NOTICE OF EGM

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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 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, 9 December 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 matters set out below.

Unless the context requires otherwise, terms defined in the circular of the Company dated 24 November 2022 have the same meanings when used herein.

#### ORDINARY RESOLUTION

1. To consider and, if thought fit, approve the following resolution as an ordinary resolution:

“**THAT** the New Framework Agreement, the Continuing Connected Transactions and the Proposed Annual Caps as referred to in the circular of the Company dated 24 November 2022 be and are hereby approved.”

#### SPECIAL RESOLUTION

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

“**THAT** the following amendments to the Articles 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 or incidental to the amendments to the Articles, pursuant to the requirements (if any) of the relevant authorities of the PRC (including but not limited to all applications, filings and registrations with the relevant authorities):

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
1.	<p>Article 13 The Company’s business scope shall be consistent with the business scope approved by the authority responsible for the Company’s registration.</p> <p>The business scope of the Company is: production and sales of coke, coal tar, crude benzene, ammonium sulfate and crude oven gas; power generation and heat production of crude oven gas; production and sales of (liquid) oxygen, (liquid) nitrogen, (liquid) argon, compressed air and other gases (liquid) (For business activities in the above scope subject to approval required under the laws and regulations, approval must be obtained from relevant authorities prior to conducting business) (Projects that are subject to approval in accordance with laws must be approved by relevant departments before the commencement of operation activities).</p>	<p>Article 13 The Company’s business scope shall be consistent with the business scope approved by the authority responsible for the Company’s registration.</p> <p>The business scope of the Company is: <del>production and sales of coke, coal tar, crude benzene, ammonium sulfate and crude oven gas; power generation and heat production of crude oven gas; production and sales of (liquid) oxygen, (liquid) nitrogen, (liquid) argon, compressed air and other gases (liquid) (For business activities in the above scope subject to approval required under the laws and regulations, approval must be obtained from relevant authorities prior to conducting business) (Projects that are subject to approval in accordance with laws must be approved by relevant departments before the commencement of operation activities)</del> <b>“permitted projects: operation of fuel gas; power generation, transmission and supply businesses; production of dangerous chemicals (for any projects that are subject to approval in accordance with laws must be approved by the relevant departments before the commencement of their operation activities, and the specific business projects shall be as prescribed in the approval documents or permits by the relevant departments); general projects: coking; heat production and supply (except for any projects that are subject to approval in accordance with the laws, its business activities shall be conducted with the business license on its own in accordance with the laws)”</b>.</p>
2.	<p>Article 17 The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality, and same right is applied to each share of the same class.</p> <p>.....</p>	<p>Article 17 The shares of the Company shall be issued in accordance with the principles of <del>openness, fairness and impartiality, and same right is applied to each share of the same class.</del></p> <p>.....</p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
3.	<p>Article 31 Where the Company repurchases its shares by an off-market agreement outside a stock exchange, the prior sanction of shareholders' general meeting shall be obtained in accordance with the Articles of Association. The Company may release or vary a share repurchase contract so entered into in such manner or waive any right thereunder with the prior approval of shareholders' general meeting obtained in the same manner.</p> <p>The aforesaid share repurchase contract includes but not limited to an agreement to become obliged to repurchase shares or to acquire the right to repurchase shares.</p> <p>A share repurchase contract for the Company or any rights thereunder shall not be assignable.</p> <p>With regard to the redeemable shares that the Company has the power to buy back:</p> <p>(I) if they are not bought back on the market or by way of tender, the prices of these shares shall be limited to a maximum price; and</p> <p>(II) if they are bought back by way of tender, the tenders shall be proposed to all shareholders alike.</p>	<p>Article 31 Where the Company repurchases its shares by an off-market agreement outside a stock exchange, the prior sanction of shareholders' general meeting shall be obtained in accordance with the Articles of Association. The Company may release or vary a share repurchase contract so entered into in such manner or waive any right thereunder with the prior approval of shareholders' general meeting obtained in the same manner.</p> <p>The aforesaid share repurchase contract includes but not limited to an agreement to become obliged to repurchase shares or to acquire the right to repurchase shares.</p> <p>A share repurchase contract for the Company or any rights thereunder shall not be assignable.</p> <p><del>With regard to the redeemable shares that the Company has the power to buy back:</del></p> <p><del>(I) if they are not bought back on the market or by way of tender, the prices of these shares shall be limited to a maximum price; and</del></p> <p><del>(II) if they are bought back by way of tender, the tenders shall be proposed to all shareholders alike.</del></p>
4.	<p>Article 43 The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas listed shares outside the PRC and appoint overseas agent(s) for management. The original register of holders of overseas listed shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>.....</p>	<p>Article 43 The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas listed shares outside the PRC and appoint overseas agent(s) for management. The original register of holders of overseas listed shares listed in Hong Kong shall be kept in Hong Kong. <b><u>The Hong Kong branch register of the register of shareholders (that is, the register of shareholders of overseas listed foreign shares) must be made available for inspection by shareholders, but the Company is permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).</u></b></p> <p>.....</p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
5.	<p>Article 53 Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(IX) Other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>The Company shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p> <p>Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the previous Article, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.</p>	<p>Article 53 Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(IX) Other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p><del>The Company shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</del></p> <p>Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the previous Article, they shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.</p>
6.	<p>Article 60 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meeting shall be convened by the board of directors. Annual general meetings are held once every year and within six (6) months from the end of the preceding accounting year.</p> <p>.....</p>	<p>Article 60 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meeting shall be convened by the board of directors. Annual general meetings <del>are</del> <b>shall be</b> held once every <b>accounting</b> year and within six (6) months from the end of the preceding accounting year.</p> <p>.....</p>
7.	<p>Article 61 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.</p>	<p>Article 61 When the Company convenes an annual general meeting, a written notice shall be given twenty (20) clear <del>business days (being the days on which the Hong Kong Stock Exchange is open for business of dealing in securities, same definition applies below)</del> before the meeting, and when the Company convenes an extraordinary general meeting, a written notice shall be given fifteen (15) days <del>(and at least 10 clear business days)</del> before the meeting, <b>to the shareholders of the Company</b>. 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 <b>securities</b> regulatory authorities of the place where the shares of the Company are listed require otherwise, such requirement shall prevail.</p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
8.	<p>Article 62 When the Company convenes a shareholders' general meeting, shareholders who hold in aggregate three percent (3%) or more of voting shares shall be entitled to propose new proposal in writing to the Company. The Company shall include proposal falling within the scope of power of the shareholders' general meeting into the agenda of such meeting.</p>	<p>Article 62 When the Company convenes a shareholders' general meeting, shareholders who <b><u>individually or in aggregate</u></b> hold <del>in aggregate</del> three percent (3%) or more of <b><u>the total number of</u></b> voting shares shall be entitled to propose new proposal in writing to the Company. The Company shall include <b><u>the</u></b> proposals falling within the scope of power of the shareholders' general meeting into the agenda of such meeting.</p>
9.	<p>Article 67 Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one or more other persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf, and a proxy so appointed shall:</p> <p>.....</p> <p>If the shareholder is a recognized clearing house as defined in the relevant laws and regulations of the locality where the shares of the Company is listed, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any shareholders' general meeting or class meeting. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies are entitled to exercise the rights on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same), as if they were the individual shareholders of the Company.</p>	<p>Article 67 Any shareholder entitled to attend and vote at the shareholders' general meeting (<b><u>including Hong Kong Securities Clearing Company Limited</u></b>) shall be entitled to appoint one or more other persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf, <b><u>and if a corporation being a shareholder has appointed a proxy to attend any meeting on its behalf, the shareholder shall be deemed as attending in person</u></b>, and a proxy so appointed shall <del>may</del> <b><u>exercise the following rights according to the authorization of the shareholder:</u></b></p> <p>.....</p> <p>If the shareholder is a recognized clearing house as defined in the relevant laws and regulations of the locality where the shares of the Company is listed, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any shareholders' general meeting or class meeting <b><u>or creditors' meeting, and this/these proxy(ies) shall enjoy the same legal rights as other shareholders, including the right to speak and the right to vote.</u></b> However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies are entitled to exercise the rights on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same), as if they were the individual shareholders of the Company.</p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
10.	<p>Article 82 Shareholders who request to convene an extraordinary general meeting or class general meeting shall follow the procedures below:</p> <p>.....</p>	<p>Article 82 <b><u>Shareholders who hold minority interests as required under Article 62 of these Articles of Association may add proposal(s) into the agenda of a meeting.</u></b></p> <p>Shareholders who request to convene an extraordinary general meeting or class general meeting shall follow the procedures below:</p> <p>.....</p>
11.	<p>Article 88 If a shareholder is not allowed to vote on some specific proposals or is restricted to vote for or against some specific proposals under the Listing Rules, any votes given by or on behalf of such shareholder against such provisions or restrictions shall not be included.</p>	<p><del>Article 88 If a shareholder is not allowed to vote on some specific proposals or is restricted to vote for or against some specific proposals under the Listing Rules, any votes given by or on behalf of such shareholder against such provisions or restrictions shall not be included.</del></p> <p><b><u>If any shareholder is required to abstain from voting on any particular resolution or restricted to vote only for (or against) any particular resolution under the Listing Rules, any votes given by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</u></b></p>
12.	<p>Article 90 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the shareholders' general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 92 to 96 of the Articles of Association. However, the conversion of unlisted shares into overseas listed shares and the listing and trading of such shares in overseas stock exchanges shall not subject to such limitation.</p> <p>.....</p>	<p>Article 90 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the shareholders' general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 92 to 96 of the Articles of Association. <del>However</del> <b><u>For the avoidance of doubt,</u></b> the conversion of unlisted shares into overseas listed shares and the listing and trading of such shares in overseas stock exchanges shall not subject to such limitation.</p> <p>.....</p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
13.	<p>Article 98 A director shall be elected at the shareholders' general meeting, with a term of three (3) years. At the expiry of his/her term, a director is eligible for reelection.</p> <p>A written notice of the intent of candidates nominated for directors and the candidates' clear indication of their acceptance of nomination shall be delivered to the Company at least seven (7) days before the shareholders' general meeting, and the notice period shall not be shorter than seven (7) days. The period within which the Company issues the above notice shall commence from the day after the dispatch of the notice convening the shareholders' general meeting for the election of directors and shall end on the date which is seven (7) days prior to the date of such shareholders' general meeting.</p> <p>Any director may be removed by an ordinary resolution passed at a shareholders' general meeting prior to the expiry of his/her term of office in accordance with relevant laws and administrative regulations (but the director's right to claim damages based on any contract shall not be affected).</p> <p>Any person appointed as a director by the board of directors to fill a temporary vacancy or to increase the number of members of the board of directors shall only serve his/her office till next shareholders' general meeting (annual meeting) and be eligible for re-election thereat in accordance with relevant PRC laws and regulations and other regulations of the Articles of Association.</p> <p>The chairman and vice-chairman of the Board shall be elected and removed by more than half of all of the Directors. The term of office of each of the chairman and the vice-chairman is three (3) years and is renewable upon re-election.</p> <p>A director shall not be required to hold any shares of the Company.</p> <p>.....</p>	<p>Article 98 A director shall be elected at the shareholders' general meeting, with a term of three (3) years. At the expiry of his/her term, a director is eligible for reelection.</p> <p><del>A written notice of the intent of candidates nominated for directors and the candidates' clear indication of their acceptance of nomination shall be delivered to the Company at least seven (7) days before the shareholders' general meeting, and the notice period shall not be shorter than seven (7) days. The period within which the Company issues the above notice shall commence from the day after the dispatch of the notice convening the shareholders' general meeting for the election of directors and shall end on the date which is seven (7) days prior to the date of such shareholders' general meeting.</del></p> <p>Any director may be removed by an ordinary resolution passed at a shareholders' general meeting prior to the expiry of his/her term of office in accordance with relevant laws and administrative regulations (but the director's right to claim damages based on any contract shall not be affected).</p> <p>Any person appointed as a director by the board of directors to fill a temporary vacancy or to increase the number of members of the board of directors shall only serve his/her office till <del>next shareholders' general meeting (annual meeting)</del> <b><u>the first annual general meeting of the Company after his/her appointment</u></b> and be eligible for re-election thereat in accordance with relevant PRC laws and regulations and other regulations of the Articles of Association.</p> <p><b><u>Provided that there is no violation of the relevant requirements under the PRC laws, shareholders are entitled to remove any director (including the managing director or other executive directors) prior to the expiration of his/her term of office by passing an ordinary resolution at a shareholders' general meeting; however such removal shall not prejudice such director from making claims for damages under any contract.</u></b></p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
		<p>The chairman and vice-chairman of the Board shall be elected and removed by more than half of all of the Directors. The term of office of each of the chairman and the vice-chairman is three (3) years and is renewable upon re-election.</p> <p>A director shall not be required to hold any shares of the Company.</p> <p>.....</p>
14.	<p>Article 99 The Board shall be accountable to the general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>Resolutions for matters listed in paragraphs (6), (7) and (10) of this article shall be passed by a two-thirds (2/3) of the directors at a Board meeting, and resolutions for matters listed in other paragraphs shall be passed by more than half of the directors.</p> <p>A director shall abstain from voting when he/she or any of his/her close associates (as defined by the Listing Rules) has any interest in any matter to be resolved on by the Board. Also, he/she shall not be counted in the quorum present at the meeting. A director shall not vote on any contract, transaction or arrangement in which he/she (or any of his/her close associates) has material interests and shall not be counted in the quorum present at the meeting.</p>	<p>Article 99 The Board shall be accountable to the general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p><b><u>Subject to Article 105 of these Articles of Association,</u></b> Resolutions for matters listed in paragraphs (6), (7) and (10) of this article shall be passed by a two-thirds (2/3) of the directors at a Board meeting, and resolutions for matters listed in other paragraphs shall be passed by more than half of the directors.</p> <p><del>A director shall abstain from voting when he/she or any of his/her close associates (as defined by the Listing Rules) has any interest in any matter to be resolved on by the Board. Also, he/she shall not be counted in the quorum present at the meeting. A director shall not vote on any contract, transaction or arrangement in which he/she (or any of his/her close associates) has material interests and shall not be counted in the quorum present at the meeting.</del></p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
15.	<p>Article 105 Board meetings shall be held only if more than half (1/2) of all the directors (including any other director attending the meeting on their behalf appointed by written authorization in accordance with Article 106 of these Articles) are present.</p> <p>Each director shall have one vote. The manner of voting of the Board resolution shall be open ballot or a show of hands. The Board resolutions must be voted for by more than half of all directors. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.</p> <p>Apart from certain exceptions specified in Note 1 of Appendix 3 to the Listing Rules or those permitted by The Stock Exchange of Hong Kong Limited, a director shall abstain from voting on adoption of any contract or arrangement or any other proposal in which himself/herself or any of his/her associates (as defined in the Listing Rules) is materially interested. Such director shall not be counted in the quorum of the relevant meeting.</p> <p>When the Board meeting is reviewing transactions between the Company or any of its subsidiaries and the Company's controlling shareholder or any subsidiary of such controlling shareholder (excluding the Company and any of its subsidiaries), any directors who concurrently serve as directors and/or senior management of the Company's controlling shareholder or any subsidiary of such controlling shareholder (excluding the Company and any of its subsidiaries) shall abstain from voting, and such directors shall not be included in the quorum of the Board meeting. Where the quorum of such Board meeting is not satisfied as a result of the aforesaid abstention, such issues shall be submitted to the general meeting for review.</p> <p>The terms "controlling shareholder" and "subsidiaries" referred to in this article shall have the same meaning ascribed to it under the Listing Rules.</p>	<p>Article 105 Board meetings shall be held only if more than half (1/2) of all the directors (including any other director attending the meeting on their behalf appointed by written authorization in accordance with Article 106 of these Articles) are present.</p> <p>Each director shall have one vote. The manner of voting of the Board resolution shall be open ballot or a show of hands. The Board resolutions must be voted for by more than half of all directors. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.</p> <p><del>Apart from certain exceptions specified in Note 1 of Appendix 3 to the Listing Rules or those permitted by The Stock Exchange of Hong Kong Limited, a director shall abstain from voting on adoption of any contract or arrangement or any other proposal in which himself/herself or any of his/her associates (as defined in the Listing Rules) is materially interested. Such director shall not be counted in the quorum of the relevant meeting.</del></p> <p><del>When the Board meeting is reviewing transactions between the Company or any of its subsidiaries and the Company's controlling shareholder or any subsidiary of such controlling shareholder (excluding the Company and any of its subsidiaries), any directors who concurrently serve as directors and/or senior management of the Company's controlling shareholder or any subsidiary of such controlling shareholder (excluding the Company and any of its subsidiaries) shall abstain from voting, and such directors shall not be included in the quorum of the Board meeting. Where the quorum of such Board meeting is not satisfied as a result of the aforesaid abstention, such issues shall be submitted to the general meeting for review.</del></p> <p><del>The terms "controlling shareholder" and "subsidiaries" referred to in this article shall have the same meaning ascribed to it under the Listing Rules.</del></p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
	<p>If a substantial shareholder (as defined in the Listing Rules) or a director has a conflict of interest in a matter to be considered by the Board meeting which the Board has determined to be material, the matter shall be dealt with through the convention of a board meeting (other than written resolution). Independent non-executive directors who and whose close associates (as defined in the Listing Rules) have no material interest in the transaction shall be present at such Board meeting.</p>	<p><b><u>Save for certain exceptions permitted under Rule 13.44 of the Listing Rules or by the Hong Kong Stock Exchange, if a director or any of his/her close associate(s) is materially interested in any contract, arrangement or any other proposal, the relevant director shall abstain from voting on any Board resolution(s) in connection with the approval of such contract, arrangement or other proposal, and shall not be counted in the quorum of that meeting. If the relevant transaction or arrangement is a connected transaction under Chapter 14A of the Listing Rules, the references to "close associate(s)" herein shall be changed to "associate(s)". The terms "associate(s)" and "close associate(s)" referred to in this Article shall have the same meanings ascribed to them under the Listing Rules.</u></b></p> <p>If a substantial shareholder (as defined in the Listing Rules) or a director has a conflict of interest in a matter to be considered by the Board meeting which the Board has determined to be material, the matter shall be dealt with through the convention of a board meeting (other than written resolution). Independent non-executive directors who and whose close associates (as defined in the Listing Rules) have no material interest in the transaction shall be present at such Board meeting.</p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
16.	<p>Article 153 Twenty (20) days prior to the convening of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter. The aforesaid financial reports shall include the report of the board of directors and balance sheet (including each document required to be attached thereto in accordance with applicable laws and regulations), profit and loss account or income and expenditure statement.</p> <p>The Company shall send the above mentioned financial report at least twenty-one (21) days before the convening of the annual general meeting by prepaid mail to every holder of the overseas listed shares. The address of the recipient shall be the address as registered on the shareholders' register.</p>	<p>Article 153 Twenty (20) days prior to the convening of the annual general meeting, the Company shall make available the financial report for inspection by shareholders at the Company. Every shareholder of the Company shall have the right to receive the financial report as referred to in this Chapter. <del>The aforesaid financial reports shall include the report of the board of directors and balance sheet (including each document required to be attached thereto in accordance with applicable laws and regulations), profit and loss account or income and expenditure statement.</del></p> <p><del>The Company shall send the above mentioned financial report at least twenty-one (21) days before the convening of the annual general meeting by prepaid mail to every holder of the overseas listed shares. The address of the recipient shall be the address as registered on the shareholders' register.</del></p>
17.	<p>Article 166 The Company shall appoint receiving agents on behalf of the holders of overseas listed shares to receive on behalf of such shareholders dividends declared and other monies owing by the Company in respect of such shares.</p> <p>The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of overseas listed shares listed in Hong Kong by the Company shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p>If warrants sent by post to shareholders by the Company have been left uncashed, the Company may cease sending dividend warrants by post only after such warrants have been so left uncashed on two (2) consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered to the recipient.</p>	<p>Article 166 The Company shall appoint receiving agents on behalf of the holders of overseas listed shares to receive on behalf of such shareholders dividends declared and other monies owing by the Company in respect of such shares.</p> <p>The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of overseas listed shares listed in Hong Kong by the Company shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p> <p><del>If warrants sent by post to shareholders by the Company have been left uncashed, the Company may cease sending dividend warrants by post only after such warrants have been so left uncashed on two (2) consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered to the recipient.</del></p>

## NOTICE OF EGM

No.	The Articles before amendments	The Articles after amendments <i>(Note G)</i>
	<p>The right to sell the shares of members who are unable to be contacted by the Company shall not be exercised unless the following requirements are satisfied:</p> <p>(I) at least three (3) dividends in respect of the shares in question have been distributed in the past twelve (12) years and no dividend has been claimed during such period; and</p> <p>(II) the Company has published (as defined in the Listing Rules) an announcement in newspapers, upon expiry of the twelve (12) years, stating its intention to sell the shares, and has notified the same to The Stock Exchange of Hong Kong Limited.</p> <p>Provided that the relevant PRC laws and regulations are observed, the Company may exercise the right to seize dividends not collected (and hold dividends for any corporation purpose), but the said right shall not be exercised before expiry of the applicable validity period.</p> <p>The board of directors may determine that any payment for shares prior to the calls on shares shall be entitled to interest. However, shareholders shall not be entitled to receive dividends declared subsequently in respect of the calls on shares.</p>	<p><del>The right to sell the shares of members who are unable to be contacted by the Company shall not be exercised unless the following requirements are satisfied:</del></p> <p><del>(I) at least three (3) dividends in respect of the shares in question have been distributed in the past twelve (12) years and no dividend has been claimed during such period; and</del></p> <p><del>(II) the Company has published (as defined in the Listing Rules) an announcement in newspapers, upon expiry of the twelve (12) years, stating its intention to sell the shares, and has notified the same to The Stock Exchange of Hong Kong Limited.</del></p> <p><del>Provided that the relevant PRC laws and regulations are observed, the Company may exercise the right to seize dividends not collected (and hold dividends for any corporation purpose), but the said right shall not be exercised before expiry of the applicable validity period.</del></p> <p><del>The board of directors may determine that any payment for shares prior to the calls on shares shall be entitled to interest. However, shareholders shall not be entitled to receive dividends declared subsequently in respect of the calls on shares.</del></p>

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

Hong Kong, 24 November 2022

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## NOTICE OF EGM

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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 Tuesday, 6 December 2022 to Friday, 9 December 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 Monday, 5 December 2022 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. on Monday, 5 December 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 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 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 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 PRC 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;

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## NOTICE OF EGM

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- mandatory use of surgical face masks;
- mandatory health declaration – anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 7 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.

The Company would like to remind all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. The Company encourages the Shareholders to appoint the chairman of the EGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the EGM, instead of attending the EGM 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 EGM 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 EGM arrangement on the Company’s website at [www.hnjmny.com](http://www.hnjmny.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://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. Xu Baochun, Mr. WANG Kaibao and Ms. YE Ting; and the independent non-executive Directors of the Company are Mr. WU Tak Lung, Mr. MENG Zhihe and Mr. CAO Hongbin.*