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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):

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: 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) “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)”.</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 openness, fairness and impartiality, and same right is applied to each share of the same class.</p> <p>.....</p>

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>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>
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. <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></p> <p>.....</p>

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>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>
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 are shall be held once every accounting 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 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, to the shareholders of the Company. 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 securities regulatory authorities of the place where the shares of the Company are listed require otherwise, such requirement shall prevail.</p>

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 <u>individually or in aggregate</u> hold in aggregate three percent (3%) or more of <u>the total number of</u> voting shares shall be entitled to propose new proposal in writing to the Company. The Company shall include <u>the</u> 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 (<u>including Hong Kong Securities Clearing Company Limited</u>) 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, <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>, and a proxy so appointed shall may <u>exercise the following rights according to the authorization of the shareholder:</u></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 <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> 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>

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 <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></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>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><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></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. However <u>For the avoidance of doubt,</u> 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>

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>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) <u>the first annual general meeting of the Company after his/her appointment</u> 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><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></p>

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><u>Subject to Article 105 of these Articles of Association,</u> 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>

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>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>

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><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></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>

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. 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>
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>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>

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>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>

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

Hong Kong, 24 November 2022

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;

- 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 and the website of the Stock Exchange at www.hkexnews.hk as and when appropriate.

As at the date of this notice, the executive Directors of the Company are Mr. YIU Chiu Fai, Mr. WANG Mingzhong and Mr. LI Tianxi; the non-executive Directors of the Company are Mr. 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.