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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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Henan Jinma Energy Company Limited (the “**Company**”) for the year ended 31 December 2023 (the “**AGM**”) will be held at 11:30 a.m. on Wednesday, 22 May 2024 at the Company’s conference room at Room 2801, 88 Hing Fat Street, Causeway Bay, Hong Kong for the purposes of considering and, if thought fit, approving the matter set out below.

The Company reminds all shareholders of the Company (the “**Shareholders**”) that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2023.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023.
3. To consider and receive the audited consolidated financial statements of the Company and the auditors’ report for the year ended 31 December 2023.
4. To consider and approve the annual report of the Company for the year ended 31 December 2023.
5. To consider and approve the profit distribution plan of the Company that no payment of the final dividend for the year ended 31 December 2023 will be made.

6. To consider and approve the granting of a mandate to the board of directors of the Company to deal with all matters in relation to the Company's distribution of interim dividend for the year ending 31 December 2024 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year ending 31 December 2024).
7. To consider and approve the appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the period from the conclusion of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024, and to authorise the board of directors of the Company to determine its remuneration.

SPECIAL RESOLUTION

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

“THAT the following amendments (the “**Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) be and are hereby approved, and any director of the Company be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and to do all such things as necessary in respect of the amendments to the articles of association of the Company, pursuant to the requirements (if any) of the relevant authorities of the People's Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):

- (1) Article 65 of the Articles of Association:

The existing Article 65 be deleted in its entirety and be replaced by:

“Notice of shareholders’ general meeting of the Company shall be given to the shareholders by means of announcement or in any other manner that complies with the provisions of the securities regulatory rules of the place where the Company’s shares are listed.

The announcement in the previous article shall be published in the media and/or website recognised by the stock exchange where the Company’s shares are listed as designated by the Company. After the publication of such notice, all shareholders shall be deemed to have received the notice of the relevant shareholders’ general meeting.”

(2) Article 192 of the Articles of Association:

The existing Article 192 be deleted in its entirety and be replaced by:

“A notice (for the purpose of this chapter, “notice” includes a notice of meeting, corporate communication (as defined in the Listing Rules of the Hong Kong Stock Exchange as amended from time to time) or other written documentation delivered by the Company to the shareholders of the Company) may be delivered in one or more of the following forms:

- (i) By personal delivery;*
- (ii) By mail;*
- (iii) By any electronic means (including but not limited to email, facsimile, etc.) or message carrier;*
- (iv) By announcement;*
- (v) By publication on the websites designated by the Company and the Hong Kong Stock Exchange, subject to compliance with laws, administrative regulations and securities regulatory rules of the place where the Company’s shares are listed;*
- (vi) In such other forms as may be prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed and these Articles of Association.*

Notice of shareholders’ general meeting of the Company shall be delivered by way of an announcement or other means in compliance with the provisions of the securities regulatory rules of the place where the Company’s shares are listed.

Subject to the securities regulatory rules of the place where the Company’s shares are listed, if the notice issued by the Company is delivered by way of an announcement, all relevant persons shall be deemed to have received the notice once it is announced.”

(3) Article 193 of the Articles of Association:

The existing Article 193 be deleted in its entirety and be replaced by:

“When the notice is delivered by personal delivery, the recipient shall sign (or seal) on the delivery receipt and the date of signature affixed by the recipient shall be deemed as the date of service; when the notice is delivered by mail, it is deemed to be received within forty-eight (48) hours after the delivery as long as the address is clearly written, the postage is paid, the notice is put in

an envelope, and the envelope is deposited to the mailbox; when the notice is delivered by email, the date of service shall be the time when the email first enters the server system where the email box of the party to be notified is located; when the notice is delivered by facsimile, the date of service shall be the date of the facsimile report indicating that the facsimile has been successfully faxed as printed by the facsimile machine to which the facsimile was sent by the Company; when the notice is delivered by way of announcement, the date of service shall be the date on which the announcement is first published; and when the notice is delivered by publication on a website designated by the Company and the Hong Kong Stock Exchange, the date of service shall be the date on which the notice is first published on the website.”

(4) Article 195 of the Articles of Association:

The words “*in Article 194 hereof*” in the existing Article 195 be deleted and replaced by the words “*the Articles of Association*”.”^{(Note (A))}

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

Hong Kong, 29 April 2024

Notes:

- (A) The Amendments are proposed to align the Articles of Association with the relevant amendments made to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in respect of the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and to make other consequential and housekeeping amendments. For the avoidance of doubt, the details of the Amendments to the Articles of Association are already set out in this notice and that no circular will be despatched to the Shareholders in this regard.

Since the Company is incorporated in the People's Republic of China and the official articles of association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the "**English Translation**") of the official proposed amendments in the Chinese language (the "**Official Amendments**"), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

- (B) The Company will not process registration of transfers of the H shares of the Company (the "**H Shares**") from Friday, 17 May 2024 to Wednesday, 22 May 2024 (both days inclusive). The record date is Wednesday, 22 May 2024. 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**") on Wednesday, 22 May 2024 are entitled to attend and vote at the AGM following completion of the registration procedures.

To qualify for attendance and voting at the AGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar, not later than 4:30 p.m. on Thursday, 16 May 2024. 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

- (C) Each holder of H Shares entitled to attend and vote at the AGM may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the AGM 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.
- (D) 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 AGM 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.
- (E) 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 (D) 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 AGM.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the AGM. 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 AGM, 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.
- (G) The AGM is expected to last for not more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

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