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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)**

**CHANGE OF CHAIRMAN OF THE BOARD AND  
EXECUTIVE DIRECTOR  
CHANGE IN COMPOSITION OF THE BOARD COMMITTEES  
AND  
CHANGE OF AUTHORISED REPRESENTATIVE**

This announcement is made by Henan Jinma Energy Company Limited (the “**Company**”) pursuant to the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**RESIGNATION OF DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Henan Jinma Energy Company Limited (the “**Company**” together with its subsidiaries, the “**Group**”) hereby announces that Mr. Liu Liangyu (“**Mr. Liu**”) has tendered a resignation letter on 25 July 2025 that he would resign as an executive Director and the chairman of the Board (the “**Chairman**”) in order to devote more time to other personal affairs. The resignation letter had been effective from the date it was delivered to the Board (i.e. 25 July 2025).

Upon his resignation, he ceased to be the chairman of the nomination committee of the Board of the Company (the “**Nomination Committee**”), a member of the strategic development committee of the Company and an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Listing Rules.

Mr. Liu has confirmed that he has no disagreement with the Board, and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to Mr. Liu for his contribution to the Company during his tenure of service.

Pursuant to the articles of association of the Company (the “**Articles of Association**”), the deputy chairman of the Board, Mr. Xu Fenglei, shall assume the responsibilities of the Chairman until a new Chairman is formally appointed. The Board will nominate suitable candidates to act as the chairman of the Company and the chairman of the Nomination Committee as soon as practicable and will make necessary announcement(s) as and when appropriate.

Pursuant to relevant provisions of the Company Law of the People’s Republic of China, the resignation of Mr. Liu will not lead to the number of members of the Board falling below the minimum quorum, nor will it affect the normal operation of the Board. Nonetheless, given that the number of Directors of the Board will be lower than the required numbers of Directors as stipulated under the Articles of Association after the resignation of Mr. Liu, the Board has nominated Mr. Yiu to fill the vacancy of the Board as further detailed below.

## **PROPOSED APPOINTMENT OF DIRECTOR**

In order to fill up the vacancy of the resigning Director, the Board proposes to appoint Mr. Yiu Chiu Fai (“**Mr. Yiu**”), who had long and extensive experience in serving the Group and understanding of the Group’s business as well as the Shareholders and senior management, as a Director, subject to the approval by the Shareholders at the extraordinary general meeting of the Company, for a term commencing immediately after the conclusion of the extraordinary general meeting of the Company and until the expiration of the term of the current session of the Board.

The biological details of Mr. Yiu are set out below.

Mr. Yiu Chiu Fai (饒朝暉), aged 56, was an executive Director and the chairman of the Board of the Company from July 2016 to June 2025. Mr. Yiu is also a director of Jinma Energy (Hong Kong) Limited (“**Jinma HK**”), Jinma Coking (BVI) Limited (“**Jinma Coking**”) and Golden Star Chemicals (Holdings) Limited (“**Golden Star**”), all of which are companies controlled by Mr. Yiu. Mr. Yiu joined the Group in May 2006 as a Director of the Company’s predecessor. Mr. Yiu is also a non-executive director and the chairman of the board of directors of Henan Jinyuan Hydrogenated Chemicals Co., Ltd.\* (a subsidiary of the Company and a company listed in Hong Kong, stock code: 2502).

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

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

If the proposed appointment of Mr. Yiu as a Director is approved at the extraordinary general meeting of the Company, the Company will enter into a service contract with Mr. Yiu at once. Mr. Yiu's remuneration package for his role as a Director will be determined at the extraordinary general meeting of the Company.

As at the date of this announcement, Mr. Yiu is the beneficial owner of 2,681,000 H shares of the Company ("**H Shares**"). Furthermore, as at the date of this announcement, Jinma HK was the beneficial owner of 162,000,000 H Shares. Mr. Yiu is the beneficial owner of the entire issued share capital of Golden Star. Golden Star, in turn, holds 100% of the issued share capital of Jinma Coking, and Jinma HK is wholly owned by Jinma Coking. Accordingly, Mr. Yiu is deemed to be interested in Jinma HK's interest in the Company by virtue of the SFO. Jinma Coking entered into a conditional sale and purchase agreement with 北京維港新能源有限公司 (Beijing Weigang New Energy Co., Ltd.\*) ("**Beijing Weigang**") on 3 April 2025 in relation to the sale by Jinma Coking of the entire issued shares (the "**Target Shares**") held by it in Jinma HK. As indicated by Jinma Coking, completion of the aforesaid sale and purchase of the Target Shares is conditional upon (i) Jinma HK disposes of, in the secondary market via CCASS, 5,335,000 shares of the Company such that it becomes a holder of 29.26% of the issued shares of the Company, and (ii) Mr. Yiu is procured to dispose of, in the secondary market via CCASS, 2,681,000 shares of the Company that he is interested in, such that he ceases to have any interest in the shares of the Company thereafter.

Save as disclosed herein, as of the date of this announcement, Mr. Yiu confirmed that: (i) he has not held any directorship in any public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years; (ii) he does not have any relationship with any other Directors, supervisors, senior management, substantial or controlling shareholders of the Group; (iii) he has not taken any other major positions in the Group; and (iv) he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the election of Mr. Yiu that is needed to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

A notice convening the extraordinary general meeting of the Company and a circular regarding the further details of the proposed appointment of the Director will be despatched to the Shareholders in due course pursuant to the Listing Rules.

## **CHANGE OF AUTHORISED REPRESENTATIVE**

In view of the resignation of Mr. Liu as mentioned above, the Board hereby announces that Mr. Xu Fenglei, a non-executive Director, has been appointed as the Authorised Representative with effect from 25 July 2025.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**Henan Jinma Energy Company Limited**  
**Xu Fenglei**  
*Non-executive Director*

The People's Republic of China, 29 July 2025

*As at the date of this announcement, the executive directors of the Company are Mr. XU Huaping and Mr. WANG Lijie; the non-executive directors of the Company are Mr. XU Fenglei, Ms. WAN Tingting and Ms. YE Ting; and the independent non-executive directors of the Company are Mr. SU Jiangang, Mr. ZHANG Xicheng and Mr. MAN Kwok Leung.*

*\* For identification purposes only*