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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)**

**SUPPLEMENTARY NOTICE  
OF  
EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice (the “**Notice**”) of extraordinary general meeting (“**EGM**”) of the shareholders of Henan Jinma Energy Company Limited (the “**Company**”) dated 15 February 2019. The EGM will be held at Hilton Shenzhen Shekou Nanhai at No. 1177 Wanghai Road, Shekou, Nanshan District, Shenzhen, Guangdong, China, on Monday, 1 April 2019 at 10:00 a.m.

The board of directors (“**Board**”) of the Company received a motion made by Jinma Energy (Hong Kong) Limited, a substantial shareholder of the Company, for submitting an additional proposal to the EGM for approval by the shareholders of the Company. After careful deliberation and discussion, and in compliance with the Company’s articles of association (the “**Articles of Association**”), the Board resolved to submit the said additional proposal to the EGM for the shareholders’ consideration and, if thought fit, approval.

**SUPPLEMENTARY NOTICE IS HEREBY GIVEN** that (i) the EGM will be held as originally scheduled and will consider and, if thought fit, approve the following resolution as a special resolution, in addition to the resolution as set out in the Notice; and (ii) the original resolution set out in the Notice will be renumbered as resolution 1:

## SPECIAL RESOLUTION

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

“THAT the following amendments to the articles of association of the Company 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 of the Company) 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 6 of the Articles of Association:

The second paragraph of the existing Article 6 be deleted in its entirety and be replaced by:

*“These Articles of Association, being the code of conduct for the Company, are considered as special resolutions and passed at the shareholders’ general meeting of the Company, and come into effect from that date. It will supersede the original Articles of Association filed with the registration authority of the Company.”;*

- (2) Article 19 of the Articles of Association:

The first paragraph of the existing Article 19 be deleted in its entirety and be replaced by:

*“Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency and the shares of foreign investors transferred from domestic shareholders shall be referred to as foreign shares. Both the holders of domestic shares and foreign shares are the shareholders of ordinary shares, and have the same rights and obligations. Foreign shares which are listed outside the PRC shall be referred to as overseas listed foreign shares. Foreign shares not listed outside the PRC shall be referred to as unlisted foreign shares. Domestic shares and unlisted foreign shares shall be collectively referred to as unlisted shares. Shares listed on overseas stock exchanges with the approval of the competent securities regulatory authorities of the State Council shall be referred to as overseas listed shares.”;*

The third paragraph of the existing Article 19 be deleted in its entirety and be replaced by:

*“With the approval of the competent securities regulatory authorities of the State Council, the shareholders of domestic shares and unlisted foreign shares may list and trade their unlisted shares, in whole or in part, outside the PRC. No voting at shareholders’ general meeting or class meeting is required for listing and trading of such shares in overseas stock exchanges, subject to regulatory procedures and requirements of overseas securities market. Unlisted foreign shares and domestic shares held by the shareholders and approved to be listed and traded overseas will become overseas listed shares on the date on which such shares are listed overseas, which shall belong to the same class of shares as the overseas listed foreign shares then in issue.”;*

(3) Article 20 of the Articles of Association:

The existing Article 20 be deleted in its entirety and be replaced by:

*“The overseas listed foreign shares offered by the Company on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) are called “H Shares” for short. H Shares are stated in RMB and subscribed and traded in HK\$.”;*

(4) Article 21 of the Articles of Association:

The word “*unlisted*” be deleted from paragraph (II) of the existing Article 21;

(5) Article 22 of the Articles of Association:

The existing Article 22 be deleted in its entirety and be replaced by:

*“Upon the approval by the document No. Zheng Jian Xu Ke [2017] No. 1586 issued by China Securities Regulatory Commission (the “CSRC”) on 25 August 2017 and the approval by The Stock Exchange of Hong Kong Limited on 9 October 2017, the Company issued 135,421,000 ordinary shares, including those shares issued upon the exercise of the over-allotment option. All of such ordinary shares are overseas listed foreign shares at a par value of RMB1 each.*

*Upon completion of the issuance of the overseas listed foreign shares as aforementioned, the shareholding structure of the Company is: 535,421,000 ordinary shares, of which:*

*(I) 238,000,000 domestic shares, all being promoter shares;*

*(II) 162,000,000 unlisted foreign shares, being promoter shares;*

*(III) 135,421,000 overseas listed foreign shares.”;*

(6) Article 25 of the Articles of Association:

The words “*after the completion of the above H shares issuance,*” in the existing Article 25 be deleted;

(7) Article 26 of the Articles of Association:

The second paragraph of the existing Article 26 be deleted in its entirety and be replaced by:

*“Transfer of overseas listed shares listed in Hong Kong requires registration by the share registrar in Hong Kong appointed by the Company.”;*

(8) Article 29 of the Articles of Association:

The existing Article 29 be deleted in its entirety and be replaced by:

*“The Company shall not repurchase its own shares. However, under the following circumstances, the Company shall, according to the laws and administrative regulations and by way of the procedure prescribed by the Articles of Association, report to the relevant authority of the PRC for approval to repurchase its shares in issue:*

*(I) To reduce the registered capital of the Company;*

*(II) To merge with the other companies holding the shares of the Company;*

*(III) To carry out employee stock ownership plans or share incentive schemes;*

*(IV) To acquire shares held by dissident shareholders (if so requested) who vote against resolution made in shareholders’ general meeting on the merger or division of the Company;*

*(V) To convert convertible corporate bonds issued by the Company;*

*(VI) As and when necessary to maintain the value of the Company and the interests of its shareholders;*

*(VII) Other circumstances as permitted by laws and administrative regulations.*

*Where the Company acquires its own shares due to reasons as set out in clauses (I) and/or (II) in the preceding paragraph, it shall obtain the approval of the shareholders' general meeting. Where the Company acquires its own shares due to reasons as set out in clauses (III), (V) and/or (VI) above, a resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the shareholders' general meeting, be resolved at a Board meeting that is attended by at least two-thirds of all directors.*

*After the Company acquires its shares pursuant to the first paragraph of this article, the shares in respect of the circumstances described in clause (I) shall be cancelled within ten (10) days from the date of acquisition; the shares in respect of the circumstances described in clauses (II) or (IV) shall be transferred or cancelled within six (6) months; and the total number of shares held by the Company in respect of the circumstances described in clauses (III), (V) or (VI) shall not exceed ten percent (10%) of its total issued shares, and shall be transferred or cancelled within three years.*

*Repurchase of the issued shares by the Company shall be in compliance with the provisions of Articles 30 to 34 of the Articles of Association.”;*

(9) Article 39 of the Articles of Association:

The last paragraph of the existing Article 39 be deleted in its entirety and be replaced by:

*“The Company may issue overseas listed shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the listing place.”;*

(10) Article 43 of the Articles of Association:

The existing Article 43 be deleted in its entirety and be replaced by:

*“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.*

*The Company shall keep a duplicate of the register of holders of overseas listed shares at the Company's address; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed shares at all times.*

*If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed shares, the original version shall prevail.”;*

(11) Article 44 of the Articles of Association:

Clause (II) of the second paragraph of the existing Article 44 be deleted in its entirety and be replaced by:

*“The registers of shareholders of overseas listed shares of the Company kept in the places of the stock exchange(s) outside the PRC on which the shares are listed;”*;

(12) Article 45 of the Articles of Association:

All references to the words “*H shares*” in the existing Article 45 be replaced by the words “*overseas listed shares*”;

(13) Article 49 of the Articles of Association:

The second paragraph of the existing Article 49 be deleted in its entirety and be replaced by:

*“If a shareholder who has lost his share certificate of unlisted shares applies for a replacement share certificate, it shall be dealt with in accordance with the provisions under Article 143 of the Company Law.”*;

All references to the words “*overseas listed foreign shares*” in the existing Article 49 be replaced by the words “*overseas listed shares*”;

The words “*H shares*” in the existing Article 49 be replaced by the words “*overseas listed shares*”;

(14) Article 90 of the Articles of Association:

The words “*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.*” be inserted at the end of the existing Article 90;

(15) Article 91 of the Articles of Association:

The words “*Unless otherwise required by laws, administrative regulations and the Articles of Association,*” be inserted at the beginning of the existing Article 91;

(16) Article 96 of the Articles of Association:

All references to the words “*overseas-listed foreign shares*” and “*overseas listed foreign shares*” in the first paragraph and clause (I) of the second paragraph of the existing Article 96 be replaced by the words “*overseas listed shares*”;

(17) Article 102 of the Articles of Association:

The second paragraph of the existing Article 102 be deleted in its entirety and be replaced by:

*“Board meetings shall in principle be held at the domicile of the Company or the venue where the subsidiaries are located at. However, as resolved by the Board, Board meetings may be held in other places within or outside the territory of the PRC based on actual needs. Board meetings shall be conducted in Chinese. Where necessary, interpreters may be present to provide simultaneous Chinese and English interpretation.”;*

(18) Article 103 of the Articles of Association:

Clause (2) of the existing Article 103 be deleted in its entirety and be replaced by:

*“Where the time and venue of regular Board meetings have not been specified in advance by the Board, the chairman of the Board shall give a notice of the time and venue of the meeting to directors and supervisors by telephone, telex, telegraph, fax, email, express or registered mail or by hand or other means accepted by relevant supervisory authorities at least ten (10) days in advance, unless otherwise provided in Article 102 of these Articles.”;*

(19) Article 153 of the Articles of Association:

The words “*oversea listed foreign shares*” in the second paragraph of the existing Article 153 be replaced by the words “*overseas listed shares*”;

(20) Article 163 of the Articles of Association:

The words “*overseas listed foreign shares*” in the existing Article 163 be replaced by the words “*overseas listed shares*”;

(21) Article 166 of the Articles of Association:

The first paragraph of the existing Article 166 be deleted in its entirety and be replaced by:

*“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.”;*

The third paragraph of the existing Article 166 be deleted in its entirety and be replaced by:

*“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.”;*

(22) Article 174 of the Articles of Association:

The words “*overseas listed foreign shares*” in the existing Article 174 be replaced by the words “*overseas listed shares*”;

(23) Article 175 of the Articles of Association:

The words “*overseas listed foreign shares*” in the existing Article 175 be replaced by the words “*overseas listed shares*”;

(24) Article 192 of the Articles of Association:

All references to the words “*overseas listed foreign shares*” in the existing Article 192 be replaced by the words “*overseas listed shares*”;

(25) Article 196 of the Articles of Association:

All references to the words “*overseas listed foreign shares*” in the existing Article 196 be replaced by the words “*overseas listed shares*”;

(26) Article 197 of the Articles of Association:

The words “*H shares*” in the existing Article 197 be replaced by the words “*overseas listed shares*”;

(27) Article 202 of the Articles of Association:

*The words “The Articles of Association shall be considered and approved at a shareholders’ general meeting, and shall take effect from the date when the H Shares publicly issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited.” in the existing Article 202 be deleted in its entirety.” (Note E)*

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

Hong Kong, 18 March 2019

*Notes:*

- (A) Since the proxy form sent together with the Notice dated 15 February 2019 (the “**First Proxy Form**”) does not contain the proposed additional resolution as set out in this supplementary notice of EGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplementary notice of EGM.
- (B) A shareholder who has not yet lodged the First Proxy Form with the Company’s H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) or the Secretary to the Board (address: West First Ring Road South, Jiyuan, Henan Province, The People’s Republic of China) is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
- (C) A shareholder who has already lodged the First Proxy Form should note that:
  - (i) If no Second Proxy Form is lodged with the Company’s H-Share Registrar and Transfer Office or the Secretary to the Board in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid form of proxy lodged by the shareholder if duly completed. Apart from the resolution referred to in the Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on the resolutions properly put to the EGM, including the additionally proposed resolution numbered 2 as set out in this supplementary notice.
  - (ii) If the Second Proxy Form is lodged not less than 24 hours before the time appointed for the EGM (the “**Closing Time**”) in accordance with the instructions printed thereon, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form will be treated as a valid form of proxy if duly completed.

- (iii) If the Second Proxy Form is lodged after the Closing Time, the Second Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid form of proxy if duly completed. Apart from the resolution referred to in the Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on the resolutions properly put to the EGM, including the additionally proposed resolution numbered 2 as set out in this supplementary notice.
- (D) Apart from the additional resolution set out in this supplementary notice of EGM, all other matters relating to the EGM as set out in the Notice remain unchanged. Please refer to the Notice for details of the other resolution to be considered and approved at the EGM, eligibility of attendance, registration procedures, closure of register of members and other relevant matters in relation to the EGM.
- (E) 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.

*As at the date of this notice, the executive Directors of the Company are Mr. YIU Chiu Fai, Mr. WANG Mingzhong and Mr. LI Tianxi; the non-executive Directors of the Company are Mr. HU Xiayu, Mr. QIU Quanshan and Mr. WANG Zhiming; and the independent non-executive Directors of the Company are Mr. ZHENG Wenhua, Mr. LIU Yuhui and Mr. WU Tak Lung.*