



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)

**Second proxy form for use at the Extraordinary General Meeting
 and any adjournment thereof**

No. of shares to which this proxy relates <small>(note 1)</small>	
Type of shares (H Shares, Domestic Shares and/or Unlisted Foreign Shares) to which this proxy relates <small>(note 1)</small>	

I/We (note 2) _____
 of (note 2) _____
 being the registered holders of the relevant H Shares and/or Domestic Shares and/or Unlisted Foreign Shares in Henan Jinma Energy Company Limited (the “Company”), HEREBY APPOINT the Chairman of the meeting or (note 3) _____
 of _____
 as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at Hilton Shenzhen Shekou Nanhai at No. 1177 Wanghai Road, Shekou, Nanshan District, Shenzhen, Guangdong, China at 10:00 a.m. on Monday, 1 April 2019 (and at any adjournment thereof) (the “Extraordinary General Meeting”) and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company in respect of any other business to be considered in the Extraordinary General Meeting. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the Extraordinary General Meeting as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Unless the context requires otherwise, terms defined in the notice convening the Extraordinary General Meeting dated 15 February 2019 shall have the same meanings when used herein.

ORDINARY RESOLUTION		FOR <small>(note 4)</small>	AGAINST <small>(note 4)</small>
1.	To consider and approve the JV Agreement dated 29 January 2019 entered into between the Company, Zenith Steel, ZT Logistics and DM Industrial and the transactions contemplated thereunder and to authorise any one or more of the Directors and/or their authorised persons to handle all relevant procedures to give effect to the JV Agreement, the articles of association of the JV Company and the transactions contemplated thereunder and to make any appropriate adjustments thereto whenever necessary.		
SPECIAL RESOLUTION		FOR <small>(note 4)</small>	AGAINST <small>(note 4)</small>
2.	To consider and approve the amendments to the articles of association of the Company as set out in the supplementary notice convening the Extraordinary General Meeting.		

Date: _____, 2019 Signature^(Note 5): _____

Notes:

1. Please insert clearly the number of shares and whether they are H Shares, Domestic Shares and/or Unlisted Foreign Shares registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the H Shares, Domestic Shares and/or Unlisted Foreign Shares registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK LETTERS**.
3. A shareholder is entitled to appoint a proxy of his own choice. Where the proxy appointed is not the Chairman of the Extraordinary General Meeting, please cross out “the Chairman of the meeting or”, and fill in the name(s) and address(es) of the proxy in the space provided. Each Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies to attend and vote at the on his behalf. A proxy need not be a member of the Company. With respect to any Shareholder who has appointed more than one proxy, the proxy holder may only vote on a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. If the form of proxy is signed by your attorney duly authorised in writing, 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 Extraordinary General Meeting on its behalf, the relevant form of proxy 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.
6. In order to be valid:
 - (i) with respect to holders of H Shares, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any), shall be delivered by personal delivery or by post to the Company’s H-Share Registrar such that the same shall be received by the Company’s H-Share Registrar not less than 24 hours before the time appointed for the Extraordinary General Meeting. The contact details of the Company’s H-Share Registrar are as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong
 - (ii) with respect to holders of Domestic Shares and/or Unlisted Foreign Shares, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any), shall be delivered by personal delivery or by post to the Secretary to the Board of the Company such that the same shall be received by the Secretary to the Board of the Company not less than 24 hours before the time appointed for the Extraordinary General Meeting. The contact details of the Company’s Secretary to the Board are as follows:

West First Ring Road South
Jiyuan
Henan Province
The People’s Republic of China
Telephone No.: 86 391-5570688