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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred all** your shares in Henan Jinma Energy Company Limited, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**(1) PROPOSED PAYMENT OF FINAL DIVIDEND,  
(2) PROPOSED ELECTION AND RE-ELECTION OF  
DIRECTORS AND SUPERVISORS,  
(3) PROPOSED DIRECTORS' AND SUPERVISORS' REMUNERATIONS,  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the AGM to be held at the Company's conference room at West First Ring Road South, Jiyuan, Henan Province, the PRC on Wednesday, 15 May 2019 at 10:00 a.m. is set out on pages 15 to 19 of this circular.

If you intend to attend the AGM, please complete and return the reply slip enclosed in this circular in accordance with the instructions printed thereon as soon as possible and in any event no later than Thursday, 25 April 2019.

Whether or not you intend to be present at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar of the Company at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (with respect to the holders of H Shares) or the Company's Secretary to the Board at West First Ring Road South, Jiyuan, Henan Province, the PRC (with respect to the holders of Domestic Shares and Unlisted Foreign Shares), no later than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the relevant meeting or any adjournment thereof if you so wish.

29 March 2019

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

|                     |   |
|---------------------|---|
| “AGM”               | the annual general meeting of the Company to be held on 15 May 2019 to consider and, if thought fit, approve the resolutions contained in the notice of the AGM which is contained in this circular   |
| “Board”             | the board of Directors  |
| “Company”           | 河南金馬能源股份有限公司 (Henan Jinma Energy Company Limited), a company established in the PRC with limited liability  |
| “Director(s)”       | the director(s) of the Company  |
| “Domestic Share(s)” | domestic invested share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00, which are subscribed for and paid up in RMB and are unlisted shares which are currently not listed or traded on any stock exchange |
| “Final Dividend”    | has the meaning ascribed thereto under the section headed “II. Proposed Payment of Final Dividend” in the “Letter from the Board” contained in this circular  |
| “Golden Star”       | Golden Star Chemicals (Holdings) Limited (金星化工(控股)有限公司)   |
| “Group”             | the Company and its subsidiaries  |
| “HKD”               | Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC  |
| “H Share(s)”        | overseas listed foreign share(s) in the capital of the Company with a nominal value of RMB1.00 each and are listed on the main board of the Stock Exchange  |
| “H Share Registrar” | Computershare Hong Kong Investor Services Limited   |
| “Jinma Coking”      | Jinma Coking (BVI) Limited (金馬焦化(英屬維爾京群島)有限公司)  |
| “Jinma HK”          | Jinma Energy (Hong Kong) Limited (金馬能源(香港)有限公司), formerly known as Jinma Coking (Hong Kong) Limited (金馬焦化(香港)有限公司)  |
| “Jinma Xingye”      | 濟源市金馬興業投資有限公司 (Jiyuan Jinma Xingye Investment Co., Ltd.*)   |

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## DEFINITIONS

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|                             |  |
|-----------------------------|--|
| “Latest Practicable Date”   | 27 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular  |
| “Listing Rules”             | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Maanshan Steel”            | Maanshan Iron & Steel Company Limited (馬鞍山鋼鐵股份有限公司)  |
| “Nomination Committee”      | the nomination committee of the Board  |
| “PRC”                       | the People’s Republic of China   |
| “Remuneration Committee”    | the remuneration committee of the Board  |
| “RMB”                       | Renminbi, the lawful currency of the PRC   |
| “Secretary to the Board”    | secretary to the Board   |
| “SFO”                       | Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)  |
| “Shareholder(s)”            | the shareholder(s) of the Company  |
| “Stock Exchange”            | The Stock Exchange of Hong Kong Limited  |
| “Supervisor(s)”             | the supervisor(s) of the Company   |
| “Supervisory Committee”     | the supervisory committee of the Company   |
| “Unlisted Foreign Share(s)” | unlisted foreign invested ordinary share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed and held by persons other than PRC nationals or PRC corporate entities |
| “Yugang Coking”             | Henan Hongkong (Jiyuan) Coking Group Co., Ltd. (豫港(濟源)焦化集團有限公司)  |

\* *For identification purpose only*

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. YIU Chiu Fai  
Mr. WANG Mingzhong  
Mr. LI Tianxi

*Registered office:*

West First Ring Road South  
Jiyuan  
Henan Province  
PRC

*Non-executive Directors:*

Mr. HU Xiayu  
Mr. QIU Quanshan  
Mr. WANG Zhiming

*Independent Non-executive Directors:*

Mr. ZHENG Wenhua  
Mr. LIU Yuhui  
Mr. WU Tak Lung

*Principal place of business  
in Hong Kong:*

Unit 2801, 28/F  
88 Hing Fat Street  
Causeway Bay  
Hong Kong

*Supervisors:*

Mr. WONG Tsz Leung  
Mr. ZHANG Qiangxian  
Mr. ZHOU Tao, David  
Ms. TIAN Fangyuan  
Ms. HAO Yali  
Mr. ZHANG Wujun

29 March 2019

*To: All shareholders of the Company*

Dear Sir or Madam,

- (1) PROPOSED PAYMENT OF FINAL DIVIDEND,  
(2) PROPOSED ELECTION AND RE-ELECTION OF  
DIRECTORS AND SUPERVISORS,  
(3) PROPOSED DIRECTORS' AND SUPERVISORS' REMUNERATIONS,  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

Reference is made to the announcement of the Company dated 18 March 2019 in relation to the annual results for the year ended 31 December 2018 and the proposed payment of dividends.

The purpose of this circular is to provide you with, among other things, (i) further details of the proposed payment of Final Dividend, (ii) details of the election and re-election of Directors and Supervisors, (iii) details of the Directors' and Supervisors' remunerations, and (iv) the notice of the AGM.

### II. PROPOSED PAYMENT OF FINAL DIVIDEND

On 18 March 2019, the Board proposed a final dividend in respect of the year ended 31 December 2018 of RMB0.35 per share (the **"Final Dividend"**) and in aggregate amount of approximately RMB187,397,000. The payment of the abovementioned dividend is still subject to the approval by the Shareholders at the AGM and the payment date for the dividend is expected to be on or before 28 June 2019.

### III. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

The terms of engagement of all the current Directors and Supervisors will expire upon the expiration of the terms of the current session of the Board and the Supervisory Committee. The Board and the Supervisory Committee have therefore respectively resolved to propose to the Shareholders the election and re-election of Directors, Shareholder representative Supervisors and external Supervisors at the AGM for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ended 31 December 2021 (both days inclusive). The election and re-election of the Directors and the relevant Supervisors is subject to the approval of the Shareholders by way of ordinary resolutions at the AGM.

The Nomination Committee and the Board have followed the nomination policy and the board diversity policy of the Company for proposing the re-election of the independent non-executive Directors. The Nomination Committee nominates candidates based on criteria such as reputation, experience, talents, skills and knowledge of the coking chemical industry, perspectives the candidates may bring to the Board, time the candidates may be able to devote to the Company, independence, and the diversity of the Board (including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and terms of office).

By taking into account the nomination policy of the Company, the Nomination Committee and the Board are of a view that the existing independent non-executive Directors, namely, Mr. Zheng Wenhua, Mr. Liu Yuhui and Mr. Wu Tak Lung, are suitable candidates to be re-elected as independent non-executive Directors based on their background, experience and past performances. In addition, the Nomination Committee and the Board also believe that each of Mr. Zheng's, Mr. Liu's and Mr. Wu's educational background, work experience and cultural background as further detailed in Appendix I to this circular can bring contributions to the Board's diversity.

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## LETTER FROM THE BOARD

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Each of Mr. Zheng Wenhua, Mr. Liu Yuhui and Mr. Wu Tak Lung, all being independent non-executive Directors eligible for re-election at the AGM, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Zheng Wenhua, Mr. Liu Yuhui and Mr. Wu Tak Lung meets the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Details of the Directors and Supervisors who are proposed to be elected and re-elected at the AGM are set out in Appendix I to this circular.

### IV. PROPOSED DIRECTORS' AND SUPERVISORS' REMUNERATIONS

#### *Directors' remuneration*

Upon consideration by the Remuneration Committee and the Board, the proposed remuneration of the Directors is as follows:

|  |                      |
|--|----------------------|
| Independent non-executive Directors' remuneration: | RMB120,000 per annum |
|--|----------------------|

|  |                      |
|--|----------------------|
| Independent non-executive Director having appropriate professional qualifications or accounting or related financial management expertise: | HKD280,000 per annum |
|--|----------------------|

Other Directors will not receive remuneration for being Directors. If the above Directors are also appointed as senior management officers or other positions of the Company, the remuneration for these positions will be determined by the Board upon the recommendations of the Remuneration Committee.

#### *Supervisors' remuneration*

Upon consideration by the Remuneration Committee and the Board, the proposed remuneration of the Supervisors is as follows:

|                      |                     |
|----------------------|---------------------|
| Mr. Zhou Tao, David: | HKD80,000 per annum |
|----------------------|---------------------|

|                    |                     |
|--------------------|---------------------|
| Ms. Tian Fangyuan: | RMB80,000 per annum |
|--------------------|---------------------|

Other Supervisors will not receive remuneration for being Supervisors. However, Supervisors working at the Company will receive remuneration determined by the Board upon the recommendations of the Remuneration Committee.

The above proposed Directors' and Supervisors' remunerations are subject to the approval by the Shareholders at the AGM.

### V. AGM

The AGM will be held at the Company's conference room at West First Ring Road South, Jiyuan, Henan Province, the PRC on Wednesday, 15 May 2019 at 10:00 a.m. to consider and, if thought fit, approve, the resolutions contained in the notice of the AGM which are set out on pages 15 to 19 of this circular.

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## LETTER FROM THE BOARD

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If you intend to attend the AGM, please complete and return the reply slip enclosed in this circular in accordance with the instructions printed thereon as soon as possible and in any event by no later than 25 April 2019.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of H Shares) or the Secretary to the Board at West First Ring Road South, Jiyuan, Henan Province, the PRC, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting at the relevant meeting or any adjournment thereof if you so wish.

### VI. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Wednesday, 15 May 2019, the Company will not process registration of transfers of the H shares, Domestic Shares and Unlisted Foreign Shares from Monday, 15 April 2019 to Wednesday, 15 May 2019 (both days inclusive).

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 H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 12 April 2019. Holders of Domestic Shares and/or Unlisted Foreign Shares should contact the Secretary to the Board at West First Ring Road South, Jiyuan, Henan Province, the People's Republic of China for details concerning registration of transfers of Domestic Shares and/or Unlisted Foreign Shares.

For the purposes of determining shareholders' eligibility to entitlement to the abovementioned dividend, the register of members of the Company will be closed. The following is the expected timetable for the payment of the Final Dividend (if any), including the record date and the relevant book closure dates:

#### *For holders of H Shares*

|  |  |
|--|--|
| Latest time to lodge transfer documents for registration | 4:30 p.m. on Monday, 20 May 2019                                       |
| Closure of register of members                           | From Tuesday, 21 May 2019 to Sunday, 26 May 2019 (both days inclusive) |
| Record date  | Sunday, 26 May 2019  |
| Final Dividend payment date                              | On or before Friday, 28 June 2019                                      |



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## LETTER FROM THE BOARD

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During the above closure period, no transfer of H shares will be registered. To be eligible to qualify for the Final Dividend (if any), documents on transfers of H Shares, accompanied by the relevant share certificates must be lodged for registration with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 20 May 2019.

### *For holders of Domestic Shares and Unlisted Foreign Shares*

|                                |  |
|--------------------------------|--|
| Closure of register of members | From Tuesday, 21 May 2019 to Sunday, 26 May 2019 (both days inclusive) |
| Record date                    | Sunday, 26 May 2019  |
| Final Dividend payment date    | On or before Friday, 28 June 2019                                      |

During the above closure period, no transfer of shares will be registered. Holders of Domestic Shares and/or Unlisted Foreign Shares should contact the Secretary to the Board at West First Ring Road South, Jiyuan, Henan Province, the People's Republic of China for details concerning registration of transfers of Domestic Shares and/or Unlisted Foreign Shares.

## VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## VIII. RECOMMENDATIONS

The Directors are of a view that the proposed resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

## IX. FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

The details of the retiring Directors proposed to be re-elected at the AGM are as follows:

**Mr. YIU Chiu Fai**

**Mr. Yiu Chiu Fai (饒朝暉)**, aged 50, was appointed as an executive Director and the chairman of the Board of the Company in July 2016. Mr. Yiu is also a director of Jinma HK, Jinma Coking and 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. As chairman of the Board, Mr. Yiu is mainly responsible for formulating corporate and operational strategies and making major corporate and operational decisions of the Group.

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 Yugang Coking 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.

As at the Latest Practicable Date, Mr. Yiu was the beneficial owner of 1,253,000 H Shares. Furthermore, as at the Latest Practicable Date, Jinma HK was the beneficial owner of 162,000,000 unlisted foreign shares of the Company. Mr. Yiu is the beneficial owner of the entire issued share capital of Golden Star. Golden Star, in turn, holds 96.3% 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.

**Mr. WANG Mingzhong**

**Mr. Wang Mingzhong (王明忠)**, aged 55, was appointed as the chief executive officer and an executive Director of the Company in July 2016. Mr. Wang is also a director of Jinma Xingye, a substantial Shareholder of the Company. Mr. Wang joined the Group as a Director of the Company's predecessor since its establishment in February 2003 and has served as the general manager of the Company (and the Company's predecessor) since April 2003. He is mainly responsible for formulating development plans and operational strategies and the overall daily business operation and management of the Group.

Prior to joining the Group, Mr. Wang was a manager in 河南省濟源市石油液化氣公司 (Henan Jiyuan Liquefied Petroleum Gas Company\*) from December 1993 to December 1995. He also served as the general manager and the deputy secretary of the party committee of Yugang Coking from January 1996 to February 2003. Mr. Wang has over 20 years of experience in the petroleum and coking industry.

Mr. Wang obtained the qualification of senior economist in November 2010.

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**APPENDIX I****DETAILS OF THE DIRECTORS AND SUPERVISORS  
PROPOSED FOR ELECTION AND RE-ELECTION**

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**Mr. LI Tianxi**

**Mr. Li Tianxi** (李天喜), aged 54, was appointed as an executive Director of the Company in December 2016. Mr. Li is currently the Company's executive deputy general manager and also an executive director of Henan Bohigh Chemical Co., Ltd (河南博海化工有限公司), a subsidiary of the Company. Mr. Li is also a director of Jinma Xingye, the Company's substantial Shareholder. Mr. Li joined the Group in April 2003 as the Company's executive deputy general manager, chief engineer and the secretary to the Board. He is mainly responsible for the technological, environmental and construction developments of the Group.

Prior to joining the Group, Mr. Li worked in Yugang Coking from February 1996 to October 2002 and served as a deputy general manager and the chief engineer.

Mr. Li was qualified as a senior engineer since September 2005 and was awarded with a metallurgy science technology second class award by 中國鋼鐵工業協會 (China Iron and Steel Association\*) and The Chinese Society for Metals in August 2009, recognized as a metallurgy industry expert in Henan province by 河南省鋼鐵工業協會 (Henan Iron and Steel Association\*) and 河南省金屬學會 (Henan Society for Metals\*) in December 2006 and recognized as a coking expert by Henan Iron and Steel Association in September 2016. Mr. Li was appointed an expert of the Seventh Session of China Coking Industry Association by China Coking Industry Association in January 2018. Mr. Li obtained a bachelor's degree in chemical engineering and technology from Henan University in January 2010.

**Mr. HU Xiayu**

**Mr. Hu Xiayu** (胡夏雨), aged 56, was appointed as a non-executive Director of the Company in July 2016, and appointed as the deputy chairman of the Board in June 2018. Mr. Hu joined the Group as a Director of the Company's predecessor in May 2014. Mr. Hu is mainly responsible for participating in the formulation of the Group's corporate and operational strategies.

Mr. Hu joined Maanshan Steel (and its predecessor) since July 1983 and served in various positions, including, the head of the quality control center, head of the product development center and the director of the iron-making technology division in Maanshan Steel. Since April 2016, Mr. Hu was appointed as the head of the raw fuels center and general manager of procurement center of Maanshan Steel.

Mr. Hu graduated from the metallurgy engineering program from 馬鞍山鋼鐵學院 (Maanshan Iron and Steel Institute\*) in July 1983 and graduated from the postgraduate business administration program from 中共安徽省委黨校 (Party School of Anhui Committee of C.P.C.\*) in July 2005.

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**APPENDIX I****DETAILS OF THE DIRECTORS AND SUPERVISORS  
PROPOSED FOR ELECTION AND RE-ELECTION**

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**Mr. QIU Quanshan**

**Mr. Qiu Quanshan** (邱全山), aged 47, was appointed as a non-executive Director of the Company in October 2018. Mr. Qiu is mainly responsible for participating in the formulation of the Group's corporate and operational strategies.

Mr. Qiu has joined Maanshan Steel since July 1993 and served in various positions, including the head of the production technology center, factory director of the branch coking plant, chief engineer, general manager and secretary to the party committee of 馬鋼煤焦化公司 (Coal-coking company of Maanshan Steel\*), as well as the secretary to the party committee and factory director of the main coking plant of Maanshan Steel. Since January 2019, he has been serving as the secretary of the party committee, chairman and general manager of 安徽馬鋼化工能源科技有限公司 (Anhui Magang Chemicals and Energy Technology Company Limited\*).

Mr. Qiu is the president of 河南煉焦協會 (Henan Coking Industry Association\*), the vice president of China Coking Industry Association, a member of 全國煤化工標準化技術委員會煉焦化學分技術委員會 (Subcommittee on Coking Chemicals of National Technical Committee on Coal Chemical Industry of Standardization Administration of China\*) and the China Metal Association Coking Chemical Professional Committee, as well as a director of Anhui Metal Association. He is qualified as a 正高級工程師 (professoriate senior engineer\*), and in June 2005, he obtained a master's degree in engineering from 安徽工業大學 (Anhui University of Technology\*).

**Mr. WANG Zhiming**

**Mr. Wang Zhiming** (王志明), aged 46, was appointed as a non-executive Director of the Company in July 2016. Mr. Wang joined the Group as a Director of the Company's predecessor in July 2016. Mr. Wang is mainly responsible for participating in the formulation of the Group's corporate and operational strategies.

Mr. Wang has joined 江西萍鋼實業股份有限公司 (Jiangxi PXSteel Industrial Co., Ltd.\*) and its subsidiaries since July 1993 and served in various positions, including the head of the financial inspection division, the head of the audit inspection division, a deputy factory manager of the steel plant and the head of the planning and investment development division. Further, from April 2016 to February 2018, Mr. Wang served as a supervisor and the assistant to the general manager of 萍鄉萍鋼安源鋼鐵有限公司 (Ping Xiang Ping Gang Anyuan Steel Co., Ltd.\*), a subsidiary of Jiangxi PXSteel Industrial Co., Ltd.. Mr. Wang was appointed as the general manager of a raw material company of Fangda Special Steel Technology Co., Ltd. (方大特鋼科技股份有限公司), a subsidiary of Jiangxi Fangda Steel (江西方大鋼鐵), in July 2017, and the head of the party work of the same Company in January 2018.

Mr. Wang graduated from 上海冶金高等專科學校 (Shanghai College of Metallurgy\*) in July 1993 specializing in metallurgy and he graduated from an undergraduate program of the Jiangxi University of Science and Technology in January 2009 specializing in metallurgical engineering.

**Mr. ZHENG Wenhua**

**Mr. Zheng Wenhua** (鄭文華), aged 77, was appointed as an independent non-executive Director of the Company in September 2017. He is responsible for supervising compliance and corporate governance issues of the Group and providing independent opinion and advice to the Board.

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**APPENDIX I****DETAILS OF THE DIRECTORS AND SUPERVISORS  
PROPOSED FOR ELECTION AND RE-ELECTION**

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Mr. Zheng has extensive experience in the coking industry and is a member of the expert committee of the Chinese Society for Metals, the honorary committee chairman of China Metal Association Coking Chemical Professional Committee, the advisor of the China Coking Industry Association and a member of the editorial committee of 《中國冶金》 (“China Metallurgy”). Mr. Zheng also published numerous articles relating to coke in various journals, including 《鋼鐵》 (“Iron & Steel”) and 《燃料與化工》 (“Fuel and Chemical Processes”). Mr. Zheng is also one of the editors of 《現代焦化生產技術手冊》 (“The Modern Technology of Coking Production Manual”).

Mr. Zheng graduated from 河北唐山礦冶學院 (Hebei Tangshan Institute of Mining and Metallurgy\*) in June 1965 specializing in chemical engineering. Mr. Zheng was a professor-grade senior engineer of 冶金工業部鞍山焦化耐火材料設計研究院 (Department of Metallurgical Industry Anshan Coking Refractories Design and Research Institute\*) from December 1992 to December 2002.

**Mr. LIU Yuhui**

**Mr. Liu Yuhui (劉煜輝)**, aged 48, was appointed as an independent non-executive Director of the Company in September 2017. He is responsible for supervising compliance and corporate governance issues of the Group and providing independent opinion and advice to the Board.

Mr. Liu holds various positions, including a professor of Graduate School of Chinese Academy of Social Sciences and he is one of the participants at the China Chief Economist Forum. He has also been the chief economist of 天風證券股份有限公司 (Tianfeng Securities Co., Ltd.) since September 2016.

Mr. Liu currently serves as an independent director of Bank of Jiangsu Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600919) and Mango Excellent Media Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300413). Mr. Liu has experience in serving as an independent director for different enterprises for several years, which includes Shenzhen Asia Link Technology Development Co., Ltd. (formerly known as Shenzhen Keybridge Communications Co., Ltd, a company listed on the Shenzhen Stock Exchange, stock code: 002316) until February 2019, Central China Land Media Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000719) until April 2018, Bank of Hangzhou Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600926) until February 2017 and Xiangtan Electric Manufacturing Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600416) until May 2015.

Mr. Liu obtained a doctor’s degree of quantitative economics from the Graduate School of Chinese Academy of Social Sciences in July 2003.

**Mr. WU Tak Lung**

**Mr. Wu Tak Lung** (吳德龍), aged 53, was appointed as an independent non-executive Director of the Company in September 2017. Mr. Wu is responsible for supervising the compliance and corporate governance issues of the Group and providing independent opinion and advice to the Board. Mr. Wu currently serves as an independent non-executive director of Beijing Media Corporation Limited (stock code: 1000), Sinomax Group Limited (stock code: 1418), China Machinery Engineering Corporation (stock code: 1829) and Kam Hing International Holdings Limited (stock code: 2307), all of which are listed companies in Hong Kong. He is also currently an independent director of Olympic Circuit Technology Co., Ltd. (stock code: 603920), a company listed in Shanghai.

During the past three years, Mr. Wu served as an independent non-executive director of Aupu Group Holding Limited, which was previously a listed company in Hong Kong and was delisted on 30 September 2016, Sinotrans Shipping Limited, which was previously a listed company in Hong Kong and was delisted on 16 January 2019, Huarong Investment Stock Corporation Limited, a listed company in Hong Kong (stock code: 2277), and First Tractor Company Limited (stock code: 0038), a company listed in both Hong Kong and Shanghai. Mr. Wu has worked in Deloitte Touche Tohmatsu, an international accounting firm, for five years.

Mr. Wu is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of Hong Kong Securities and Investment Institute, the Association of Chartered Certified Accountants, the Taxation Institute of Hong Kong, and the Hong Kong Institute of Chartered Secretaries. In addition, Mr. Wu is a member of the Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference, honorary court member of Hong Kong Baptist University, honorary president of North Kwai Chung District of Scout Association of Hong Kong and executive vice-chairman of Hong Kong - Guangdong Youth Exchange Promotion Association. He is also a past chairman of the Association of Chartered Certified Accountants and a past president of the Taxation Institute of Hong Kong.

Mr. Wu obtained a bachelor's degree of business administration in accounting from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) in December 1993 and a master's degree of business administration (MBA) jointly issued by the University of Manchester and the University of Wales in February 2001.

The details of the retiring Supervisors proposed to be re-elected at the AGM are as follows:

**Mr. WONG Tsz Leung**

**Mr. Wong Tsz Leung** (黃梓良), aged 55, was appointed as a shareholder representative Supervisor of the Company in July 2016 and was elected as the chairman of the Supervisory Committee in July 2016. Mr. Wong joined the Group in February 2012 as a supervisor of the Company's predecessor. Mr. Wong is currently the financial manager of Jinma HK, a substantial Shareholder of the Company. He is mainly responsible for overseeing the affairs of the Supervisory Committee and supervising the Group's operations and financial activities. Mr. Wong has been serving as an executive director and the chief financial officer of Smart-Core Holdings Limited (stock code: 2166), a listed company in Hong Kong, since October 2016.

Mr. Wong has approximately 20 years of experience in financial strategic planning and management. He was the financial controller of OSSIMA Publishing Group Limited, a company that engaged in the travel media business, from January 1995 to September 2005.

Mr. Wong obtained a master's degree in business administration from the University of Wales in December 2011 via its distance learning program.

**Mr. ZHOU Tao, David**

**Mr. Zhou Tao, David** (周韜), aged 48, joined the Group in September 2017 when he was appointed as an external Supervisor of the Company. Mr. Zhou is mainly responsible for supervising the Group's operations and financial activities. He has been serving as the company secretary of OP Financial Limited (formerly known as OP Financial Investments Limited), a company listed in Hong Kong (stock code: 1140) since November 2016, during which he also acts as the head of legal and compliance.

During the past three years, Mr. Zhou served as an independent director of 天地壹號飲料股份有限公司 (Tian Di No. 1 Beverage Inc.), a company quoted on the National Equities Exchange and Quotations System in the PRC. Mr. Zhou has approximately 13 years of experience in handling legal and compliance matters in financial institutions in Hong Kong. Mr. Zhou is qualified as a Hong Kong solicitor and obtained lawyer qualification in the PRC. He is also an arbitrator of the South China International Economics and Trade Arbitration Commission.

Mr. Zhou obtained a bachelor of laws degree from Xiamen University in July 1992 and a bachelor of laws degree from the Manchester Metropolitan University in July 2007 through a long-distance learning program.

**Ms. TIAN Fangyuan**

**Ms. Tian Fangyuan** (田方遠), aged 31, joined the Group in September 2017 when she was appointed as an external Supervisor of the Company. Ms. Tian is mainly responsible for supervising the Group's operations and financial activities.

Ms. Tian has over five years of experience in the finance and accounting. She has been the market development manager of Central Finance Advisory (a company based in Sydney) since October 2017. She worked in KBL Mining Ltd., a company listed on the Australian Stock Exchange from July 2011 to September 2016 and served as a manager of the financial department. She is also a member of CPA Australia.

Ms. Tian obtained a bachelor's degree in commerce from the University of Melbourne in December 2009.



The details of the candidate proposed to be elected as a Supervisor at the AGM are as follows:

**Ms. LI Lijuan**

Ms. Li Lijuan (李麗娟), aged 48, has joined Maanshan Steel since July 1993 and served in various positions, including as a clerk of the finance department of Maanshan Steel from July 1993 to March 1996, a clerk of the finance department of the sales division of Maanshan Steel from March 1996 to March 2012, a financial manager of 馬鋼(合肥)加工中心 (Hefei processing division of Maanshan Steel) from March 2012 to July 2013, a financial manager of 馬鋼(蕪湖)加工中心 (Wuhu processing division of Maanshan Steel) from July 2013 to November 2014 and the deputy chief of finance of the sales division of Maanshan Steel from November 2014 to September 2018. Since September 2018, she has been the manager of the equity management office of the financial department of Maanshan Steel. Ms. Li is also a director of Anhui Masteel K. Wah New Building Materials Co., Ltd. (安徽馬鋼嘉華新型建材有限公司) and a director of 安徽馬鋼化工能源科技有限公司 (Anhui Magang Chemical Energy Technology Co., Ltd.\*), both being subsidiaries of Maanshan Steel.

Ms. Li is qualified as an accountant in the PRC and graduated from Anhui University of Technology in 1993, specializing in accounting.

If the relevant candidates are elected or re-elected at the AGM of the Company, the Company will enter into service contracts with each of the relevant Directors and Supervisors as soon as possible. The proposed Directors and Supervisors will receive remuneration in accordance with the remuneration packages for Directors and Supervisors to be approved at the AGM.

Save as disclosed above, as of the Latest Practicable Date, none of the abovementioned candidates (i) had 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) had any relationship with any other Directors, Supervisors, senior management of the Company, substantial or controlling Shareholders; and (iii) had any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the election and re-election of the Directors and Supervisors 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.



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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 2018 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 2018 (the “**2018 Annual General Meeting**”) will be held at 10:00 a.m. on Wednesday, 15 May 2019 at the Company’s conference room at West First Ring Road South, Jiyuan, Henan Province, the PRC for the purposes of considering and, if thought fit, approving the matter set out below.

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2018.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018.
3. To consider and receive the audited consolidated financial statements of the Company and the auditors’ report for the year ended 31 December 2018.
4. To consider and approve the annual report of the Company for the year ended 31 December 2018.
5. To consider and approve the payment of the final dividend of RMB0.35 per share for the year ended 31 December 2018.
6. (a) To re-elect Mr. Yiu Chiu Fai as an executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).  
  
(b) To re-elect Mr. Wang Mingzhong as an executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).

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- (c) To re-elect Mr. Li Tianxi as an executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
  - (d) To re-elect Mr. Hu Xiayu as a non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
  - (e) To re-elect Mr. Qiu Quanshan as a non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
  - (f) To re-elect Mr. Wang Zhiming as a non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
  - (g) To re-elect Mr. Zheng Wenhua as an independent non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
  - (h) To re-elect Mr. Liu Yuhui as an independent non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
  - (i) To re-elect Mr. Wu Tak Lung as an independent non-executive director of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
7. (a) To re-elect Mr. Wong Tsz Leung as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
- (b) To re-elect Mr. Zhou Tao, David as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
- (c) To re-elect Ms. Tian Fangyuan as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).

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- (d) To elect Ms. Li Lijuan as a Supervisor of the Company for a term of three years from the date of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2021 (both days inclusive).
8. To consider and approve the remuneration for the Directors of the Company.
9. To consider and approve the remuneration for the Supervisors of the Company.
10. To consider and approve the appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the period from the conclusion of the 2018 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2019, and to authorise the board of directors of the Company to determine its remuneration.

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

Hong Kong, 29 March 2019

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (the “**H Shares**”) from Monday, 15 April 2019 to Wednesday, 15 May 2019 (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 Friday, 12 April 2019 are entitled to attend and vote at the 2018 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2018 Annual General Meeting, 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 Friday, 12 April 2019. 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

The Company will not process registration of transfers of the domestic shares (the “**Domestic Shares**”) and unlisted foreign shares (the “**Unlisted Foreign Shares**”) of the Company from Monday, 15 April 2019 to Wednesday, 15 May 2019 (both days inclusive). Holders of Domestic Shares and/or Unlisted Foreign Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 12 April 2019 are entitled to attend and vote at the

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2018 Annual General Meeting. Holders of Domestic Shares and/or Unlisted Foreign Shares should contact the secretary to the board (the “**Secretary to the Board**”) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares and/or Unlisted Foreign Shares.

- (B) Holders of H Shares, Domestic Shares and Unlisted Foreign Shares who intend to attend the 2018 Annual General Meeting in person should complete and return the reply slip for attending the 2018 Annual General Meeting.

Holders of H Shares should complete and return the reply slip to the Company’s H-Share Registrar by facsimile at (852) 28650990 or by post to (or by depositing it at) its address such that the reply slip shall be received by the Company’s H-Share Registrar 20 days before the 2018 Annual General Meeting (i.e. on or before Thursday, 25 April 2019). The address of the Company’s H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

Holders of Domestic Shares and/or Unlisted Foreign Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the 2018 Annual General Meeting (i.e. on or before Thursday, 25 April 2019).

The contact details of the 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  
Facsimile No.: 86 391-6038222

- (C) Each holder of H Shares entitled to attend and vote at the 2018 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2018 Annual General Meeting 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

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attend the 2018 Annual General Meeting 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.

- (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 2018 Annual General Meeting.
- (F) Each holder of Domestic Shares and/or Unlisted Foreign Shares who is entitled to attend and vote at the 2018 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2018 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (D) and (E) above also apply to the holders of Domestic Shares and/or Unlisted Foreign Shares, except that, to be valid, the proxy form and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the 2018 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his/her proxy should produce proof of identity when attending the 2018 Annual General Meeting. 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 2018 Annual General Meeting, 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.
- (H) The 2018 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2018 Annual General Meeting shall bear their own travelling and accommodation expenses.

*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.*