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ZMJ

Zhengzhou Coal Mining Machinery Group Company Limited
鄭州煤礦機械集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 00564)

ANNOUNCEMENT REGARDING THE COMPLETION OF REGISTRATION AND TRANSFER OF 16% OF THE SHARES OF THE COMPANY BY THE CONTROLLING SHAREHOLDER UNDER AGREEMENT AND THE CHANGE IN THE CONTROL OVER THE COMPANY

References are made to the announcements dated 24 August 2020, 26 August 2020, 9 November 2020, 21 December 2020, 27 December 2020, 11 January 2021 and 18 January 2021 of Zhengzhou Coal Mining Machinery Group Company Limited (the "**Company**") in relation to the transfer of the shares of the Company held by Henan Machinery Investment Group Co., Ltd. (河南機械裝備投資集團有限責任公司) ("**HNMIC**"), the controlling shareholder of the Company, under agreement through public solicitation of transferees.

On 26 February 2021, the Company received the Confirmation of Transfer Registration issued by China Securities Depository and Clearing Corporation Limited from HNMIC that the transfer and registration of 16% of the shares of the Company from HNMIC to Hong Yi Investment Management (Henan) Partnership (Limited Partnership) (泓羿投資管理(河南)合夥企業(有限合夥)) ("**Hong Yi Investment**") under agreement were completed.

I. BASIC INFORMATION OF THE SHARE TRANSFER

HNMIC proposed to transfer 277,195,419 A shares of the Company (representing 16.00% of the total share capital of the Company) it held under agreement through public solicitation of transferees, and signed the Share Transfer Agreement Regarding Zhengzhou Coal Mining Machinery Group Company Limited with Hong Yi Investment, the transferee determined under public solicitation procedures on 8 January 2021 (the "**Share Transfer**").

On 18 January 2021, the State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government approved the Share Transfer.

II. REGISTRATION OF THE SHARE TRANSFER

On 26 February 2021, the Company received the Confirmation of Transfer Registration issued by China Securities Depository and Clearing Corporation Limited from HNMIC that HNMIC transferred 277,195,419 A shares of the Company (representing 16% of the total share capital of the Company) it held to Hong Yi Investment. The transfer of shares under the Share Transfer had been completed, with the date of transfer being 25 February 2021.

III. SHAREHOLDING OF RELEVANT SHAREHOLDERS AND CHANGE OF CONTROLLING SHAREHOLDERS AND DE FACTO CONTROLLER OF THE COMPANY UPON COMPLETION OF THE SHARE TRANSFER

Prior to the Share Transfer, HNMIC held 521,087,800 shares of the Company (representing 30.08% of the total share capital of the Company) and was the controlling shareholder of the Company. The de facto controller of the Company was the State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government.

Following the completion of the Share Transfer, HNMIC holds 243,892,381 shares of the Company (representing 14.08% of the total share capital of the Company). Hong Yi Investment holds 277,195,419 shares of the Company, representing 16% of the total share capital of the Company, while Henan Asset Management Co., Ltd. ("**Henan Asset**"), its party acting in concert, holds 69,209,157 shares of the Company, representing 3.99% of the total share capital of the Company. Hong Yi Investment and Henan Asset hold 19.99% of shares of the Company in aggregate. According to the Acting-in-Concert Agreement entered into by Hong Yi Investment and Henan Asset and the governance structure of Hong Yi Investment, after the completion of the transaction, Hong Yi Investment and Henan Asset have become the controlling shareholders of the Company, and the Company has no de facto controller.

By order of the Board
Zhengzhou Coal Mining Machinery Group Company Limited
JIAO Chengyao
Chairman

Zhengzhou, PRC, 26 February 2021

As at the date of this announcement, the executive directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. XIANG Jiayu, Mr. FU Zugang, Mr. WANG Xinying and Mr. WANG Bin and the independent non-executive directors are Mr. JIANG Hua, Mr. LI Xudong and Mr. CHENG Jinglei.