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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)

FULFILLMENT OF OBLIGATIONS OF THE ACQUISITION

This announcement is made in accordance with Rule 14.74(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement dated 7 August 2017 of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) in relation to the entering into of the Investment Agreement among the Company, Chizhou Zhongan Zhaoshang Equity Investment LLP (Limited Partnership) (“**Zhongan Zhaoshang**”) and Zhengzhou Shengji Mechanical and Electrical Equipment Company Limited (“**Zhengzhou Shengji**”). Capitalised terms used herein shall have the same meanings as defined in the aforesaid announcement.

Pursuant to the Investment Agreement entered into among the Company, Zhongan Zhaoshang and Zhengzhou Shengji on 7 August 2017, upon expiry of 18 months from the completion of the Acquisition, Zhongan Zhaoshang shall have the right to request the Company to acquire all (but not part) of its Subject Interest in Zhengzhou Shengji. In such circumstance, the Company shall be obliged to acquire all of the Subject Interest held by Zhongan Zhaoshang (the “**Party B Put Option**”).

The Company has recently received the Notice of Buy-back issued by Zhongan Zhaoshang, which requires the Company to acquire the equity interests held by it in Zhengzhou Shengji as agreed under the Investment Agreement. Based on the Investment Agreement and upon negotiation between the Company and Zhongan Zhaoshang, the Company has agreed to buy back the equity interests held by Zhongan Zhaoshang in Zhengzhou Shengji. On 15 March 2021, the Company and Zhongan Zhaoshang signed the Equity Transfer Agreement Regarding Zhengzhou Shengji Mechanical and Electrical Equipment Company Limited between Zhengzhou Coal Mining Machinery Group Company Limited and Chizhou Zhongan Zhaoshang Equity Investment LLP (Limited Partnership), with the consideration determined to be RMB794,301,369.86 for the transfer.

Upon completion of the buy-back, Zhengzhou Shengji will become a wholly-owned subsidiary of the Company.

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

Zhengzhou, PRC, 15 March 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.