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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)

NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING OF 2021

NOTICE IS HEREBY GIVEN THAT the first H Shareholders Class Meeting of 2021 (the “**Meeting**”) of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) will be held at the Convention Centre, Office Building of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Econ-Tech Development Zone, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on Friday, 4 June 2021 for the following purposes:

SPECIAL RESOLUTIONS

1. 2021 Restricted Share Incentive Scheme (Draft) of Zhengzhou Coal Mining Machinery Group Company Limited and the summary thereof;
2. Administrative Measures for Performance Evaluation under the 2021 Restricted Share Incentive Scheme of Zhengzhou Coal Mining Machinery Group Company Limited; and
3. Authorisation of the Board to handle matters regarding the 2021 Restricted Share Incentive Scheme

Notes:

- (1) All votes of resolution at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”), and the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.zmj.com) in accordance with the Listing Rules.
- (2) The register of members of the Company will be closed from Tuesday, 1 June 2021 to Friday, 4 June 2021 (both days inclusive), during which period no transfer of shares will be registered. Any H Shareholders of the Company who intend to attend and vote at the Meeting but have not yet registered are required to deposit the transfer documents together with the relevant share certificates at the Company’s share registrar for H shares, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Monday, 31 May 2021.
- (3) Any Shareholders entitled to attend and vote at the Meeting can appoint one or more proxies to attend and vote at the Meeting on his/her/its behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and type of shares in respect of which each proxy is so appointed.
- (4) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been duly authorised in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation’s seal or signed by its director, or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorisation document shall be notarised. For H shareholders, the aforementioned documents must be lodged with the share registrar for H shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 9 a.m. on Thursday, 3 June 2021 (Hong Kong time) in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Shareholders shall produce their identification documents when attending the Meeting.
- (6) If a proxy attends the Meeting on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the Meeting, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the Board of Directors or other authority or other notarised copy of any authorisation documents issued by such corporate shareholder.
- (7) Pursuant to the Administrative Measures for Equity Incentives of Listed Companies (上市公司股權激勵管理辦法) issued by the China Securities Regulatory Commission, Mr. JI Feng, an independent non-executive Director (the “**INED**”) of the Company, as nominated by other INEDs, will serve as the soliciting party and will solicit votes on the resolutions in relation to the 2021 Restricted Share Incentive Scheme to be tabled at the Annual General Meeting (the “**AGM**”) and the 2021 first class meeting of the holders of H shares (the “**H Shareholders Class Meeting**”) to be convened on 4 June 2021. No solicitation is made on the other resolutions which are not related to the 2021 Restricted Share Incentive Scheme.

The INED has for the abovementioned purpose prepared and enclosed herewith the proxy forms for appointing the INED as a proxy at the AGM and the H Shareholders Class Meeting respectively (collectively, the “**INED Proxy Forms**”). Should you wish to appoint the INED as your proxy to vote for you and on your behalf at the AGM and/or the H Shareholders Class Meeting, please complete and return the relevant INED Proxy Form(s) to Hong Kong Registrars Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 24 hours prior to the AGM and/or the H Shareholders Class Meeting, i.e. 9:00 a.m. on Thursday, 3 June 2021 (Hong Kong time).

If a shareholder appoints the INED repetitively in relation to the matters under solicitation while the content of the appointment is inconsistent, the last INED Proxy Form executed by the shareholder shall be treated as valid; if it is unable to determine the timing of execution, the last INED Proxy Form received shall be treated as valid.

A shareholder may attend a meeting in person or by proxy notwithstanding the appointment of the INED as the proxy in respect of the matters under solicitation.

If an INED Proxy Form verified to be valid falls under any of the following circumstances, the INED may treat the INED Proxy Form in accordance with the following:

- (1) After appointing the INED as the proxy in relation to the voting rights for matters under solicitation, a shareholder may expressly revoke in writing the appointment of the INED as the proxy prior to the close of registration for the on-site meeting, in which case the appointment of the INED shall be treated as lapsed automatically;
 - (2) A shareholder has appointed a person other than the INED as the proxy to exercise the voting rights for matters under solicitation and to attend the meeting, and expressly revokes in writing the appointment of the INED prior to the close of registration of the on-site meeting, the appointment of the INED shall be treated as lapsed automatically;
 - (3) A shareholder shall specify the voting instruction for matters under solicitation in the submitted INED Proxy Form and shall choose either “For”, “Against” or “Abstain” as appropriate. If more than one option is made or no option is indicated, the appointment of the INED shall be treated as lapsed.
- (8) The Meeting is expected to last for half a day. Shareholders who attend the Meeting (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (9) Contact information of the Company:

Address:	Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Econ-Tech Development Zone, Zhengzhou, Henan Province, The PRC
Postal Code:	450016
Telephone:	86-371-6789 1199
Contact Person:	Mr. Xi Zhipeng
Facsimile:	86-371-6789 1000

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

Zhengzhou, PRC, 5 May 2021

As at the date of this announcement, the executive Directors of the Company are Mr. JIAO Chengyao, Mr. XIANG Jiayu, Mr. JIA Hao, Mr. FU Zugang and Mr. WANG Xinying, the non-executive Directors are Mr. CUI Kai and Mr. YANG Dongsheng and the independent non-executive Directors are Mr. CHENG Jinglei, Mr. JI Feng, Ms. GUO Wenqing and Mr. FANG Yuan.