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If you have sold or transferred all your shares in **Zhengzhou Coal Mining Machinery Group Company Limited**, you should at once hand this circular and the enclosed form of proxy 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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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)

**PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2021**

The Company will convene the EGM 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 Monday, 25 October 2021. The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for the use at the EGM is enclosed to this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.zmj.com). Any Shareholder who intends to appoint a proxy to attend the EGM shall complete the form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

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DEFINITIONS

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

“Articles of Association”	the Articles of Association of Zhengzhou Coal Mining Machinery Group Company Limited
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	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 PRC with limited liability, the Shares of which are listed on the main boards of the Hong Kong Stock Exchange and the Shanghai Stock Exchange (stock codes: 00564 and 601717)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened 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 Monday, 25 October 2021 or any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested share(s) with a par value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (stock code: 00564) and are subscribed for in HK dollars
“H Shareholder(s)”	holder(s) of H Share(s)
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, but for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) with a par value of RMB1.00 each of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company



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)

Members of the Board

Executive Directors:

Mr. JIAO Chengyao

Mr. XIANG Jiayu

Mr. JIA Hao

Mr. FU Zugang

Mr. WANG Xinying

Non-executive Director:

Mr. CUI Kai

Independent Non-executive Directors:

Mr. CHENG Jinglei

Mr. JI Feng

Ms. GUO Wenqing

Mr. FANG Yuan

Registered Office

No. 167, 9th Street,
Econ-Tech Development Zone,
Zhengzhou,
Henan Province,
PRC

**Principal Place of Business
in Hong Kong**

40/F, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai, Hong Kong

30 September 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2021**

INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and, among others, other information, so as to enable you to make an informed decision as to whether to vote for or against the following resolution to be proposed at the EGM:

1. Proposed election of non-executive Director

LETTER FROM THE BOARD

PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Given that Mr. Yang Dongsheng (a non-executive Director of the Company) has resigned as a non-executive Director for the fifth session of the Board of the Company, the Board of the Company has nominated Mr. Fei Guangsheng as the candidate for the non-executive Director of the fifth session of the Board of the Company, as recommended by the Company's shareholder Hong Yi Investment Management (Henan) Partnership (Limited Partnership) and approved by the Nomination Committee of the Board of the Company.

The biographical details of Mr. Fei Guangsheng are as follows:

Fei Guangsheng (費廣勝), male, is of Han nationality and was born in January 1965 in Hefei City, Anhui Province. He holds CPC membership and postgraduate qualification with a master's degree, and serves as a senior economist, an engineer and a senior human resource manager. He also has the qualifications for serving as an independent director, secretary to the board and fund practitioner.

Mr. Fei Guangsheng majored in welding technology and equipment at Hefei University of Technology from September 1985 to July 1989, obtaining undergraduate qualification with a bachelor's degree. From September 1995 to April 1999, he studied at Tsinghua University majoring in business administration, and obtained postgraduate qualification with a master's degree. From August 1989 to June 1995, he successively served as a technician, director assistant and manager of the tooling department at Xuzhou Loader Factory (徐州裝載機廠). From May 1999 to April 2000, he headed the securities department of Xugong Construction Machinery Science & Technology Co., Ltd (徐州工程機械科技股份有限公司). From April 2000 to July 2007, he served as the secretary to the board and the head of the securities department of Xugong Construction Machinery Science & Technology Co., Ltd, as well as the deputy general manager of Jiangsu Hangao Information Industry Co., Ltd. (江蘇漢高信息產業股份有限公司). From July 2007 to November 2009, he served as the deputy general manager, secretary to the board and the head of the securities and audit department of Xugong Construction Machinery Science & Technology Co., Ltd. From November 2009 to February 2010, he was the secretary to the board and the head of the securities department of XCMG Construction Machinery Co., Ltd (徐工集團工程機械股份有限公司) and the deputy general manager of the technology branch of XCMG Construction Machinery Co., Ltd. From February 2010 to November 2011, he served as the secretary to the board and the head of the securities department of XCMG Construction Machinery Co., Ltd. Since November 2011, he has been the secretary to the board and the head of the securities department of XCMG Construction Machinery Co., Ltd, and the director and general manager of Xuzhou Xu Gong Investment Company Limited (徐州徐工投資有限公司). Since August 2021, he has been a director of Hong Qian Business Management (Henan) Limited (泓謙企業管理(河南)有限公司). Mr. Fei Guangsheng has also served as a director and the general manager of Xuzhou Xu Gong Equity Investment Company Limited (徐州徐工股權投資有限公司), the chairman of Xu Gong Hongshu (Shanghai) Asset Management Company Limited (徐工紅樹(上海)資產管理有限公司), a director of Jiangsu XCMG Information Technology Co., Ltd (江蘇徐工信息技術股份有限公司) and a director of Qinghai Road and Bridge Construction Co., Ltd (青海路橋建設股份有限公司).

LETTER FROM THE BOARD

Mr. Fei Guangsheng shall serve for a term that starts on the date of approval at the general meeting and ends upon the expiry of the current session of the Board, with no remuneration from the Company.

Mr. Fei Guangsheng has no interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed in the aforesaid biographical details, Mr. Fei Guangsheng has no other relationship with the Directors, supervisors, senior management members, substantial Shareholders or controlling Shareholders of the Company. There is no information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Mr. Fei Guangsheng has no previous or current involvement in any matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. For the past three years, he held no directorship at other listed companies or other office at any members of the Group. There is no other matter in relation to the election of Mr. Fei Guangsheng as a non-executive Director that needs to be brought to the attention of the Shareholders of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 20 October 2021 to Monday, 25 October 2021 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders whose names appear on the register of members of the Company on Wednesday, 20 October 2021 are entitled to attend the EGM. Any H Shareholders of the Company who intend to attend the EGM but have not yet registered are required to deposit the transfer documents together with relevant share certificates at the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Tuesday, 19 October 2021.

LETTER FROM THE BOARD

VOTING AT THE EGM

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the EGM will, pursuant to Article 121 of the Articles of Association, demand vote by poll for every resolution proposed at the EGM.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders shall abstain from voting on the resolutions to be proposed at the EGM.

During a poll vote, every Shareholder presents in person or by proxy (in the case of a Shareholder being a corporation, by its duly authorised representative) shall have one vote for each Share registered in the Shareholder's name in the register of members. According to Article 123 of the Articles of Association, a Shareholder (including proxy) entitled to two or more votes is under no obligation to cast all his/her votes for or against any resolution.

RECOMMENDATIONS

The Board is of the view that all the resolutions mentioned above are in the best interests of the Company and its Shareholders. Therefore, the Board recommends the Shareholders to vote for the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM.

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



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)

**NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2021**

NOTICE IS HEREBY GIVEN THAT the third extraordinary general meeting of 2021 (the “EGM”) of Zhengzhou Coal Mining Machinery Group Company Limited (鄭州煤礦機械集團股份有限公司) (the “Company”) will be convened 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 Monday, 25 October 2021 for the following purpose:

ORDINARY RESOLUTION

1. Considering and approving the election of Fei Guangsheng as a non-executive Director for the fifth session of the Board of the Company

CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 20 October 2021 to Monday, 25 October 2021 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, 20 October 2021 shall be entitled to attend and vote at the EGM. Any H Shareholders who intend to attend and vote at the EGM are required to deposit all share transfer documents together with relevant H Share certificates at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 19 October 2021.

By order of the Board

Zhengzhou Coal Mining Machinery Group Company Limited

JIAO Chengyao

Chairman

Zhengzhou, PRC, 30 September 2021

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2021

As at the date of this notice, 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 Director is Mr. CUI Kai and the independent non-executive Directors are Mr. CHENG Jinglei, Mr. JI Feng, Ms. GUO Wenqing and Mr. FANG Yuan.

Notes:

- (1) All votes of resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.zmj.com) in accordance with the Listing Rules.
- (2) Any Shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote at the meeting on his/her 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 class of Shares in respect of which each proxy is so appointed.
- (3) 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 H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof 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 for appointing a proxy shall be deemed to be revoked.
- (4) Shareholders shall produce their identification documents when attending the EGM.
- (5) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document as well as the power of attorney or other documents signed by the appointer or his/her attorney with a specific date of issuance. If a representative of a corporate Shareholder attends the EGM, 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 copies of any authorisation documents issued by such corporate Shareholder.
- (6) The EGM is expected to last for half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (7) 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