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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)**

**DISCLOSEABLE TRANSACTION**  
**ENTERING INTO A COLLECTIVE FUND TRUST SCHEME**

The Board of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) is pleased to announce that, on 28 December 2022, the Company entered into a collective fund trust scheme established according to a trust contract with BRTC (the “**Transaction**”) at a consideration of RMB200 million (“**Wealth Management Product No. 8**”).

On 21 December 2022, the Company entered into a collective fund trust scheme with BRTC at a consideration of RMB50 million (“**Wealth Management Product No. 7**”). On 14 December 2022, the Company entered into a collective fund trust scheme with BRTC at a consideration of RMB100 million (“**Wealth Management Product No. 6**”). On 8 December 2022, the Company entered into a collective fund trust scheme with BRTC at a consideration of RMB150 million (“**Wealth Management Product No. 5**”). On 17 October 2022, the Company entered into two collective fund trust schemes with BRTC at consideration of RMB200 million each (“**Wealth Management Product No. 4**” and “**Wealth Management Product No. 3**”, respectively). On 23 August 2022, the Company entered into a collective fund trust scheme with BRTC at a consideration of RMB200 million (“**Wealth Management Product No. 2**”). On 9 August 2022, the Company entered into a collective fund trust scheme with BRTC at a consideration of RMB100 million (“**Wealth Management Product No. 1**”) (the above subscriptions are collectively referred to as the “**Previous Transactions**”).

Pursuant to Rule 14.22 of the Listing Rules, the Transaction shall be aggregated with the Previous Transactions. Within the 12-month period, the aggregate subscription amount of Wealth Management Products No. 1 to No. 8 was RMB1,200 million. As the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the aggregate subscription amount exceed 5% but are lower than 25%, the Transaction constitutes a discloseable transaction of the Company under relevant provisions of Chapter 14 of the Listing Rules, and is subject to the notification and announcement requirements under the Listing Rules but exempt from the Shareholders' approval requirement.

## **THE SUBSCRIPTIONS**

### **1. Subscription for Wealth Management Product No. 8**

Date	28 December 2022
Term	28 December 2022 to 28 June 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB200 million
Expected yield of the Product	4.35%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
Investment Scope of the Trust Properties	The trustee shall collectively use the trust funds in accordance with the provisions of the trust documents, and invest the trust funds in currency deposit instruments, interbank and exchange bond repurchase business, interbank and exchange market bonds, publicly offered open and closed funds and fixed-income asset management products underlying the standardized financial products in the form of portfolio investments.

## **2. Subscription for Wealth Management Product No. 7**

Date	21 December 2022
Term	21 December 2022 to 21 June 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB50 million
Expected yield of the Product	4.35%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
Investment Scope of the Trust Properties	The trustee shall collectively use the trust funds in accordance with the provisions of the trust documents, and invest the trust funds in currency deposit instruments, interbank and exchange bond repurchase business, interbank and exchange market bonds, publicly offered open and closed funds and fixed-income asset management products underlying the standardized financial products in the form of portfolio investments.

### 3. Subscription for Wealth Management Product No. 6

Date	14 December 2022
Term	14 December 2022 to 14 June 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB100 million
Expected yield of the Product	4.30%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
Investment Scope of the Trust Properties	The trustee shall collectively use the trust funds in accordance with the provisions of the trust documents, and invest the trust funds in currency deposit instruments, interbank and exchange bond repurchase business, interbank and exchange market bonds, publicly offered open and closed funds and fixed-income asset management products underlying the standardized financial products in the form of portfolio investments.

#### **4. Subscription for Wealth Management Product No. 5**

Date	8 December 2022
Term	8 December 2022 to 8 June 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB150 million
Expected yield of the Product	4.30%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
Investment Scope of the Trust Properties	The trustee shall collectively use the trust funds in accordance with the provisions of the trust documents, and invest the trust funds in currency deposit instruments, interbank and exchange bond repurchase business, interbank and exchange market bonds, publicly offered open and closed funds and fixed-income asset management products underlying the standardized financial products in the form of portfolio investments.

## 5. Subscription for Wealth Management Product No. 4

Date	17 October 2022
Term	17 October 2022 to 17 April 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB200 million
Expected yield of the Product	4.30%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
Investment Scope of the Trust Properties	The trustee shall collectively use the trust funds in accordance with the provisions of the trust documents, and invest the trust funds in currency deposit instruments, interbank and exchange bond repurchase business, interbank and exchange market bonds, publicly offered open and closed funds and fixed-income asset management products underlying the standardized financial products in the form of portfolio investments.

## **6. Subscription for Wealth Management Product No. 3**

Date	17 October 2022
Term	17 October 2022 to 30 January 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB200 million
Expected yield of the Product	4.15%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
Investment Scope of the Trust Properties	The trustee shall collectively use the trust funds in accordance with the provisions of the trust documents, and invest the trust funds in currency deposit instruments, interbank and exchange bond repurchase business, interbank and exchange market bonds, publicly offered open and closed funds and fixed-income asset management products underlying the standardized financial products in the form of portfolio investments.

## **7. Subscription for Wealth Management Product No. 2**

Date	23 August 2022
Term	23 August 2022 to 24 April 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB200 million
Expected yield of the Product	4.50%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
Investment Scope of the Trust Properties	The trustee shall collectively use the trust funds in accordance with the provisions of the trust documents, and invest the trust funds in currency deposit instruments, interbank and exchange bond repurchase business, interbank and exchange market bonds, publicly offered open and closed funds and fixed-income asset management products underlying the standardized financial products in the form of portfolio investments.



## **8. Subscription for Wealth Management Product No. 1**

Date	9 August 2022
Term	9 August 2022 to 13 February 2023
Parties	The Company acts as the principal/beneficiary, with BRTC as the trustee.
Product Name	Bairui Anxin Zengli No.3 Collective Fund Trust Scheme
Amount of the Product	RMB100 million
Expected yield of the Product	4.40%
Trust Arrangement	The principal subscribes for trust units to join the trust scheme and entrusts the trustee in the form of a trust, the trustee will make investments and manage the scheme for the benefit of the beneficiary so as to provide financial services; the trustee agrees to accept the entrustment of the principal, to manage, use and dispose of the trust properties in its own name according to the will of, and for the benefit of the beneficiary. The trust properties, after deducting the taxes, other expenses and debts thereon, shall be the source of trust benefits and distributed to the beneficiary in accordance with the trust scheme documents.
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## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS**

As the Wealth Management Products offer the Company better returns than the interest rates of time deposits offered by commercial banks in the PRC, such products are beneficial to the Company with higher capital income and better capital preservation and appreciation. The Directors consider that the subscriptions for the Wealth Management Products are on normal commercial terms, fair and reasonable, and in the interest of the Company and the Shareholders as a whole.

## **INFORMATION OF THE PARTIES**

### **Information of the Company**

The Company is principally engaged in the manufacturing and sales of auto parts and hydraulic roof supports and related components for comprehensive coal mining and provision of related services. Products of the Company are manufactured according to sales orders and tailor-made to suit customers' specific requirements. Research and development, design, procurement, production and sales of the major products of the Company are all completed internally.

### **Information of BRTC**

BRTC is mainly engaged in capital trust, movable property trust, real estate trust, marketable securities trust, reorganization and merger and acquisition of corporate assets, project finance, corporate wealth management, and financial advisory. To the knowledge of the Company after making reasonable inquiries, BRTC is a member of the State Power Investment Corporation, and its ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of the State Council. To the best of the Directors' knowledge, information and belief after making all reasonable inquiries, BRTC and its ultimate beneficial owners are independent third parties of the Company and its connected persons.

## **IMPLICATIONS UNDER THE LISTING RULES**

Pursuant to Rule 14.22 of the Listing Rules, the Transaction shall be aggregated with the Previous Transactions. Within the 12-month period, the aggregate subscription amount of Wealth Management Products No. 1 to No. 8 was RMB1,200 million. As the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the aggregate subscription amount exceed 5% but are lower than 25%, the Transaction constitutes a discloseable transaction of the Company under relevant provisions of Chapter 14 of the Listing Rules, and is subject to the notification and announcement requirements under the Listing Rules but exempt from the Shareholders' approval requirement.

## **DEFINITIONS**

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

“Board”	the board of Directors of the Company
“BRTC”	Bairui Trust Company Limited (百瑞信託有限責任公司)
“Company”	Zhengzhou Coal Mining Machinery Group Company Limited (鄭州煤礦機械集團股份有限公司), a company incorporated in the PRC with limited liability and listed on the main boards of the Stock Exchange and the Shanghai Stock Exchange (stock codes: 0564.HK and 601717.SH)

“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent of the Company and its connected persons (within the meaning of the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wealth Management Products”	the Wealth Management Product No.1 to No.8, the principal terms of which are summarized in this announcement
“%”	per cent

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

Zhengzhou, the PRC, 28 December 2022

*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. FEI Guangsheng and the independent non-executive Directors are Mr. CHENG Jinglei, Mr. JI Feng, Ms. GUO Wenqing and Mr. FANG Yuan.*