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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
EXTRAORDINARY GENERAL MEETING OF 2023**

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting of 2023 (the “EGM”) of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) will be convened at the Convention Centre of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone, the PRC at 9:00 a.m. on Tuesday, 22 August 2023 for the following purposes:

SPECIAL RESOLUTIONS

1. Considering and approving the initial public offering and listing of shares in Zhengzhou Hengda Intelligent Control Technology Co., Ltd., a subsidiary of the Company, on the Sci-Tech Innovation Board of Shanghai Stock Exchange;
2. Considering and approving the compliance with relevant laws and regulations of the Spin-off and Listing of Zhengzhou Hengda Intelligent Control Technology Co., Ltd., a subsidiary of the Company, on the Sci-Tech Innovation Board;
3. Considering and approving the proposal on the Spin-off and Listing of Zhengzhou Hengda Intelligent Control Technology Co., Ltd., a subsidiary of the Company, on the Sci-Tech Innovation Board (revised);
4. Considering and approving the compliance of the Spin-off and Listing of subsidiary with the “Rules on Spin-off of Listed Companies (Trial)”;

5. Considering and approving the Spin-off and Listing of Zhengzhou Hengda Intelligent Control Technology Co., Ltd., a subsidiary of the Company, on the Sci-Tech Innovation Board is in the interest of safeguarding the legal interests of Shareholders and creditors;
6. Considering and approving the ability of the Company to maintain independence and continue as a going concern;
7. Considering and approving the standardised operation capability of Zhengzhou Hengda Intelligent Control Technology Co., Ltd., a subsidiary of the Company;
8. Considering and approving the explanation of the completeness and compliance of the legal procedures for the Spin-off and the validity of the legal documents submitted;
9. Considering and approving the analysis of the background, purpose, commercial reasonableness, necessity and feasibility of the Spin-off;
10. Considering and approving the proposed authorisation at the general meeting to the Board and its authorised persons to deal with all matters relating to the Spin-off and Listing of Zhengzhou Hengda Intelligent Control Technology Co., Ltd. on the Sci-Tech Innovation Board; and
11. Considering and approving the holding of shares in the subsidiary proposed to be spun off by certain Directors, supervisors, senior management and key employees of the Company and certain related party transactions.

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 Thursday, 17 August 2023 to Tuesday, 22 August 2023 (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company on Tuesday, 22 August 2023 are entitled to attend and vote at the EGM. 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 before 4:30 p.m. on Wednesday, 16 August 2023.

By Order of the Board
Zhengzhou Coal Mining Machinery Group Company Limited
鄭州煤礦機械集團股份有限公司
JIAO Chengyao
Chairman

Zhengzhou, PRC, 7 August 2023

As at the date of this notice, the executive Directors of the Company are Mr. JIAO Chengyao, 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.

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 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, Zhengzhou Section (Econ-Tech Development Zone) of China (He'nan) Pilot Free Trade Zone, the PRC
Postal Code:	450016
Telephone:	86-371-6789 1199
Contact Person:	Mr. XI Zhipeng
Facsimile:	86-371-6789 1000