

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



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)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	221,122,000 H Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	22,112,400 H Shares (subject to adjustment)
Number of International Offer Shares	:	199,009,600 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	:	HK\$12.28 per H Share (payable in full on application in Hong Kong dollars, and subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%
Nominal value	:	RMB1.00 per H Share
Stock code	:	0564

Joint Sponsors



UBS

J.P.Morgan

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



UBS



中信證券國際 CITIC Securities International

J.P.Morgan

Deutsche Bank



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to the accuracy or completeness of this prospectus and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Appendix IX — Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection", has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

See "Risk Factors" beginning on page 32 for a discussion of certain risks that you should consider before investing in the H Shares.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date, which is expected to be on or about November 28, 2012 or such later date as may be agreed by the Joint Global Coordinators and us and, in any event, not later than December 3, 2012 (Hong Kong time). The Offer Price will be not more than HK\$12.28 per Offer Share and is currently expected to be not less than HK\$10.38 per Offer Share unless otherwise announced. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$12.28 for each Hong Kong Offer Share together with a brokerage of 1%, a SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined should be lower than HK\$12.28.

The Joint Global Coordinators (on behalf of the Underwriters, and with our consent) may reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$10.38 to HK\$12.28 per Offer Share) at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, a notice of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Hong Kong Stock Exchange and our website not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections headed "Structure of the Global Offering" and "How to Apply for the Hong Kong Offer Shares" in this prospectus. If, for any reason, we and the Joint Global Coordinators (on behalf of the Underwriters) are not able to agree on the Offer Price on or before December 3, 2012 (Hong Kong time), the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential investors should be aware of the differences in legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in "Risk Factors" and in "Appendix VI — Summary of Principal PRC and Hong Kong Legal and Regulatory Provisions" and "Appendix VII — Summary of the Articles of Association of the Company" to this prospectus. Potential investors should consider carefully all the information set out in this prospectus and, in particular, the matters discussed in the abovementioned sections.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for the subscription for, Hong Kong Offer Shares are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such grounds are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws of the United States and may not be offered or sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. The Offer Shares are being offered and sold inside the United States to qualified institutional buyers ("QIBs") in reliance on Rule 144A (or another exemption from registration) under the Securities Act and outside the United States in offshore transactions in accordance with Regulation S under the Securities Act.

November 22, 2012