
DEFINITIONS

In this prospectus the following terms have the following meanings unless the context otherwise requires. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“A Share Offering”	the offer for subscription of 140 million A Shares by our Company to the public in the PRC in connection with the initial listing of the A Shares on the Shanghai Stock Exchange in August 2010;
“A Shares”	domestic shares of our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB;
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any of them, which is used in relation to the Hong Kong Public Offering;
“Articles of Association” or “Articles”	the articles of association of the Company, which will become effective upon Listing. A summary of the Articles is set out in Appendix VII to this prospectus;
“Associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules that apply to the Company;
“Board”	the Board of Directors;
“BP Statistical Review June 2012”	the <i>BP Statistical Review of World Energy June 2012</i> , published by British Petroleum plc, a widely-used reference publication in the field of energy economics;
“bps” or “basis point”	a unit equal to one hundredth of one percent;
“Business Day(s)”	any day(s) (excluding Saturday(s) and Sunday(s)) in Hong Kong on which licensed banks in Hong Kong are open for banking business throughout their normal business hours and on which the Hong Kong Stock Exchange is open for the business of dealing in securities;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant;
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant;

DEFINITIONS

“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation;
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant;
“CEN”	European Committee for Standardization;
“CENELEC”	European Committee for Electrotechnical Standardization;
“CMIA”	China National Coal Mining Machinery Industry Association;
“CNCA”	China National Coal Association;
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“Company”	Zhengzhou Coal Mining Machinery Group Company Limited (鄭州煤礦機械集團股份有限公司), or ZMJ, and where the context requires, its predecessor(s);
“connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules that apply to the Company;
“Controlling Shareholder”	has the meaning ascribed thereto under the Hong Kong Listing Rules, which, when applied to the Company, includes any Shareholder who is in a position to control the composition of a majority of the Board. Henan SASAC is, and is expected to continue to be, in a position to control the composition of a majority of the Board, and is accordingly our Controlling Shareholder;
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會);
“DGMS”	Directorate General of Mine Safety under the Ministry of Labour & Employment of the Government of India, a regulatory agency for safety in mines and oil-fields in India;
“Director(s)”	director(s) of the Company whose name(s) are set out in the section headed “Directors, Supervisors and Senior Management” of this prospectus;
“EIT Law”	the Enterprise Income Tax Law of the PRC;
“EIU”	the <i>Economist Intelligence Unit</i> , an independent business within The Economist Group, which offers independent and tailored research for companies that require analysis for particular markets or business sectors;

DEFINITIONS

“ERP”	enterprise resources planning;
“ETSI”	European Telecommunications Standards Institute;
“EU”	the European Union;
“GAC”	General Administration of Customs of the PRC (中華人民共和國海關總署);
“Global Offering”	the Hong Kong Public Offering and the International Offering;
“GREEN application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited;
“Group,” “we,” “our” and “us”	the Company and its subsidiaries and, where the context requires, in respect of the period prior to the Company becoming the holding company of any of its present subsidiaries, such present subsidiaries of the Company, some or any of them and the businesses carried on by such subsidiaries and (as the case may be) their predecessors;
“H Share Registrar”	Computershare Hong Kong Investor Services Limited;
“H Shares”	overseas listed foreign shares in the ordinary share capital of our Company with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange;
“Heading Century Consulting”	Beijing Heading Century Limited Consultancy* (北京漢鼎盛世諮詢服務有限公司), an independent market research consulting firm which is principally engaged in the provision of market research consultancy services of the global coal mining machinery industry, with a focus on the PRC;
“Henan SASAC”	State-owned Assets Supervision and Administration Commission of Henan Provincial People’s Government (河南省人民政府國有資產監督管理委員會);
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC;
“HK\$,” “Hong Kong dollars” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong;
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Offer Shares”	the H Shares offered by us for subscription under the Hong Kong Public Offering;
“Hong Kong Public Offering”	the conditional offering by the Company of initially 22,112,400 H Shares (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus) for subscription by the public in Hong Kong for cash at the Offer Price, payable in full on application, on and subject to the terms and conditions stated herein and in the related Application Forms;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Hong Kong Underwriters”	the underwriters listed in the paragraph headed “Hong Kong Underwriters” under the section headed “Underwriting” of this prospectus, being the underwriters of the Hong Kong Public Offering;
“Hong Kong Underwriting Agreement”	the conditional underwriting agreement dated November 21, 2012 relating to the Hong Kong Public Offering and entered into between the Company, the Joint Sponsors, the Joint Global Coordinators and the Hong Kong Underwriters as further described under the section headed “Underwriting” of this prospectus;
“Hua Xin Venture Capital”	Jin Ling Hua Xin Venture Capital Company Limited* (金陵華新創業投資有限公司), an Independent Third Party;
“Huainan Mining”	Huainan Mining (Group) Co., Ltd.* (淮南礦業(集團)有限責任公司), a substantial shareholder of ZMJ Shun Li Machinery and therefore a connected person of the Company;
“Huainan Mining Group”	Huainan Mining and its subsidiaries and Associates (excluding ZMJ Shun Li Machinery);
“Huaxuan Investment”	Hua Xuan (Shanghai) Equity Investment Fund Co., Ltd.* (華軒(上海)股權投資基金有限公司), previously a subsidiary and currently an associate of our Company;
“IASB”	International Accounting Standards Board;
“IFRS”	International Financial Reporting Standards promulgated by the IASB, including the International Accounting Standards and their interpretations and amendments;
“Independent Third Party(ies)”	individual(s) or company(ies) who or which is/are not connected person(s) of the Company;

DEFINITIONS

“India”	the Republic of India;
“Infraline”	Infraline Energy Research & Information Services, an independent provider of research and consulting services for energy sector professionals based in India;
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters on behalf of the Company with professional and institutional investors for cash at the Offer Price, as described in the section headed “Structure of the Global Offering” of this prospectus;
“International Offer Shares”	the H Shares offered under the International Offering;
“International Underwriters”	the underwriters of the International Offering which will enter into the International Underwriting Agreement to underwrite the International Offering;
“International Underwriting Agreement”	the conditional international underwriting agreement relating to the International Offering and to be entered into between, among others, the Company, the Joint Global Coordinators and the International Underwriters on or about the Price Determination Date;
“Joint Bookrunners”	in respect of the Hong Kong Public Offering, UBS AG, Hong Kong Branch, CITIC Securities Corporate Finance (HK) Limited, J.P. Morgan Securities (Asia Pacific) Limited and Deutsche Bank AG, Hong Kong Branch, and in respect of the International Offering, UBS AG, Hong Kong Branch, CITIC Securities Corporate Finance (HK) Limited, J.P. Morgan Securities plc and Deutsche Bank AG, Hong Kong Branch;
“Joint Global Coordinators”	UBS AG, Hong Kong Branch, CITIC Securities Corporate Finance (HK) Limited, J.P. Morgan Securities (Asia Pacific) Limited and Deutsche Bank AG, Hong Kong Branch;
“Joint Lead Managers”	in respect of the Hong Kong Public Offering, UBS AG, Hong Kong Branch, CITIC Securities Corporate Finance (HK) Limited, J.P. Morgan Securities (Asia Pacific) Limited, Deutsche Bank AG, Hong Kong Branch, ICBC International Securities Limited and BOCOM International Securities Limited, and in respect of the International Offering, UBS AG, Hong Kong Branch, CITIC Securities Corporate Finance (HK) Limited, J.P. Morgan Securities plc, Deutsche Bank AG, Hong Kong Branch, ICBC International Securities Limited and BOCOM International Securities Limited;

DEFINITIONS

“Joint Sponsors”	UBS Securities Hong Kong Limited and J.P. Morgan Securities (Far East) Limited;
“Latest Practicable Date”	November 15, 2012, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus;
“Listing”	the listing of the H Shares on the Main Board of the Hong Kong Stock Exchange;
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange;
“Listing Date”	the date, expected to be on or about December 5, 2012, on which the H Shares are listed and from which dealings in the H Shares are permitted to take place on the Main Board;
“Longmay Group”	Heilongjiang Longmay Mining Group Co., Ltd.* (黑龍江龍煤礦業控股集團有限責任公司);
“Lu Xin Coal Chemical”	Lu An Xinjiang Coal Chemical (Group) Co., Ltd.* (潞安新疆煤化工(集團)有限公司), a substantial shareholder of ZMJ Lu An Xinjiang and is therefore a connected person of the Company;
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange, which is independent from and operates in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange;
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies Seeking an Overseas Listing (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated on August 27, 1994 by the PRC State Council Securities Policy Committee and the PRC State Commission for Restructuring the Economic System, as amended, supplemented or otherwise modified from time to time;
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部);
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部);
“MOST”	the Ministry of Science and Technology of the PRC (中華人民共和國科學技術部);
“NBS”	the National Bureau of Statistics of the PRC (中華人民共和國國家統計局);
“NDRC”	the National Development and Reform Committee of the PRC (中華人民共和國國家發展和改革委員會);

DEFINITIONS

“NSSF”	the National Council for Social Security Fund of the PRC (中華人民共和國全國社會保障基金理事會);
“Offer Price”	the final price for each Offer Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading fee payable thereon) at which the Offer Shares are to be subscribed for pursuant to the Global Offering;
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, collectively, including where relevant, any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option;
“Over-allotment Option”	the option expected to be granted by the Company to the Joint Global Coordinators and exercisable by the Joint Global Coordinators to require the Company at any time within a period commencing from the Listing Date and ending on the 30th day after the last date for lodging of applications under the Hong Kong Public Offering, to allot and issue up to 33,168,200 additional H Shares at the Offer Price to cover over-allocations, if any, in the International Offering;
“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented and otherwise modified from time to time;
“PRC GAAP”	the generally accepted accounting principles of the PRC;
“PRC Legal Advisers”	Zhong Lun Law Firm, legal advisers to our Company as to PRC law;
“PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented and otherwise modified from time to time;
“Price Determination Agreement”	the agreement to be entered into between the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on or before the Price Determination Date to fix and record the Offer Price;
“Price Determination Date”	the date, expected to be on or around November 28, 2012, on which the Offer Price is expected to be fixed, or such other time as the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) may agree but in any event no later than December 3, 2012;

DEFINITIONS

“product liability”	a manufacturer’s or seller’s tort liability for any damages or injuries suffered by a buyer, user or bystander as a result of a defective product;
“QIBs”	qualified institutional buyers as defined in Rule 144A;
“Regulation S”	Regulation S under the Securities Act;
“RMB” or “Renminbi”	the lawful currency of the PRC;
“Rospatent”	the governmental agency for patent and trademarks for the Russian Federation;
“Rs.” or “rupees”	the lawful currency of India;
“rubles”	the lawful currency of the Russian Federation;
“Rule 144A”	Rule 144A under the Securities Act;
“Russia”	the Russian Federation;
“SACMS”	the State Administration of Coal Mine Safety of the PRC (中華人民共和國國家煤礦安全監察局);
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局);
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會);
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局);
“Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on Shanghai Stock Exchange;
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所);
“Share(s)”	share(s) of our Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares;
“Shareholder(s)”	holder(s) of Share(s);

DEFINITIONS

“Shenhua Group”	China Shenhua Group Co., Ltd. and its relevant member companies during the Track Record Period;
“Special Regulations”	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) issued by the State Council of the PRC on August 4, 1994, as amended, supplemented or otherwise modified from time to time;
“Stabilizing Manager”	CITIC Securities Corporate Finance (HK) Limited;
“State Council”	the State Council of the PRC (中華人民共和國國務院);
“subsidiary(ies)”	has the meaning ascribed thereto under section 2 of the Companies Ordinance;
“substantial shareholder”	has the meaning ascribed thereto under the Hong Kong Listing Rules that apply to the Company;
“Supervisor(s)”	member(s) of the supervisory committee of the Company whose name(s) are set out in the section headed “Directors, Supervisors and Senior Management” of this prospectus;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Track Record Period”	the financial years of our Company ended December 31, 2009, 2010 and 2011 and the six months ended June 30, 2012;
“Underwriters”	the Hong Kong Underwriters and the International Underwriters;
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement;
“U.S.” or “United States”	the United States of America;
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States;
“VAT”	value-added tax;
“ White Form eIPO ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk ;
“ White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited;
“ZCMM”	Zhengzhou Coal Mining Machinery Company* (鄭州煤礦機械集團有限責任公司), one of our predecessor companies;

DEFINITIONS

“Zhenglong Joint Venture”	Heilongjiang Zhenglong Coal Mining Machinery Co., Ltd.* (黑龍江鄭龍煤礦機械有限公司), in which we hold 47.5% equity interest;
“ZMJ Comprehensive Equipment”	Zhengzhou Coal Mining Machinery Comprehensive Equipment Co., Ltd.* (鄭州煤機綜機設備有限公司), a subsidiary of our Company that focuses on the manufacturing of mining equipment, which was incorporated in the PRC on September 3, 2004;
“ZMJ Foundry”	Zhengzhou Coal Mining Zhu Duan Co., Ltd.* (鄭州煤機鑄鍛有限公司), a subsidiary of our Company that focuses on the sale of molding and metal materials, which was incorporated in the PRC on November 25, 2011;
“ZMJ Hong Kong”	ZMJ International Trading (Hong Kong) Co., Limited (鄭煤機國際貿易(香港)有限公司), a subsidiary of our Company that we expect will focus on the sale and purchase of industrial and mining machinery and equipment, which was incorporated in Hong Kong on November 8, 2012;
“ZMJ Hydraulic Control”	Zhengzhou Coal Mining Machinery Hydraulic Electrical Control Co., Ltd.* (鄭州煤機液壓電控有限公司), a subsidiary of our Company that focuses on the manufacturing of hydraulic products, which was incorporated in the PRC on April 14, 1999;
“ZMJ Longwall Machinery”	Zhengzhou Coal Mining Longwall Face Machinery Co., Ltd.* (鄭州煤機長壁機械有限公司), a subsidiary of our Company that focuses on the manufacturing of mining equipment, which was incorporated in the PRC on March 25, 2009;
“ZMJ Lu An Xinjiang”	Zhengzhou Coal Mining Machinery Group Lu An Xinjiang Co., Ltd.* (鄭煤機集團潞安新疆機械有限公司), a subsidiary of our Company that focuses on the manufacturing of mining equipment, which was incorporated in the PRC on December 24, 2007;
“ZMJ Material Trading”	Zhengzhou Coal Mining Machinery Group Material Trading Co., Ltd.* (鄭州煤礦機械集團物資供銷有限公司), a subsidiary of our Company that focuses on steel and other raw materials trading, which was incorporated in the PRC on March 6, 2008;
“ZMJ Shun Li Machinery”	Huainan ZMJ Shun Li Machinery Co., Ltd.* (淮南鄭煤機舜立機械有限公司), a subsidiary of our Company that focuses on the manufacturing of mining equipment, which was incorporated in the PRC on November 24, 1998;
“ZMJ Siberia”	Zhengzhou Coal Mining Machinery Siberia Co., Ltd., a subsidiary of our Company incorporated in Russia;

DEFINITIONS

“ZMJ Suda”	ZMJ Suda Parts and Services Co., Ltd.* (鄭州煤機速達配件服務有限公司), in which our Company holds approximately 34.0% equity interest; and
“%”	per cent.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this prospectus, unless otherwise stated, certain amounts denominated in RMB have been translated into HK\$ at an exchange rate of RMB0.8120 = HK\$1.00 for illustration purposes only. Such conversions shall not be construed as representations that amounts in RMB were or could have been or could be converted into HK\$ at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. In this prospectus, the English translations of company names in Chinese or another language which are marked with “” and the Chinese translations, if any, of company names in English which are marked with “*” are for identification purposes only.*