

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness 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 announcement.



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)

ANNOUNCEMENT

OBTAINING OF GENERAL OFFER WAIVER GRANTED BY THE CSRC

Reference is made to the announcement of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) dated 28 October 2015 (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those used in the Announcement. As set out in the Announcement, 32.14% of the Company’s total issued share capital will be transferred from Henan SASAC to Henan Machinery Investment Group, and such change of shareholding is conditional upon obtaining waivers granted by each of China Securities Regulatory Commission (the “**CSRC**”) and the Hong Kong Securities and Futures Commission (the “**SFC**”). Reference is also made to the announcement of the Company dated 3 November 2015 regarding the update of the status of the proposed change of shareholding of the Company; and the announcement dated 11 November 2015 in relation to the obtaining of waiver from the SFC by the Company.

On 1 December 2015, the Company received “The Approval and Grant of Waiver of the Obligation of Henan Machinery Investment Group Co., Ltd. to Make a General Offer to Acquire the Shares of Zhengzhou Coal Mining Machinery Group Company Limited” (Zheng Jian Xu Ke [2015] No. 2726) forwarded by Henan Machinery Investment Group from the CRSC. CRSC has approved and granted the waiver to Henan Machinery Investment Group on its obligation to make a general offer for the acquisition.

Subsequently, Henan SASAC and Henan Machinery Investment Group will register the transfer of shares.

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

Zhengzhou, PRC, 1 December 2015

As at the date of this announcement, the executive directors of the Company are Mr. JIAO Chengyao, Mr. XIANG Jiayu, Mr. WANG Xinying, Mr. GUO Haofeng and Mr. LIU Qiang and the independent non-executive directors are Ms. LIU Yao, Mr. JIANG Hua, Mr. LI Xudong and Mr. WU Guangming.