

*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.*



**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 ON THE RESULT OF AND  
SHAREHOLDING CHANGES UPON THE ISSUE OF  
THE PLACING SHARES UNDER  
THE VERY SUBSTANTIAL ACQUISITION**

References are made to the announcement of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) dated 24 March 2016 regarding the very substantial acquisition and connected transaction, the announcement of the Company dated 28 April 2016 regarding the Asset Evaluation Report relating to the very substantial acquisition and the supplemental agreement of the Equity Transfer Agreement entered into by and between the Company and the Sellers, the announcement dated 23 June 2016 regarding the receipt by the Company of the notification for addition and correction from the CSRC, the announcement dated 26 June 2016 regarding the adjustments to the proposed Fundraising, the announcement dated 20 July 2016 regarding the adjustments to the issue prices of the Consideration Shares and Placing Shares, the circular dated 18 August 2016 regarding the adjustment to the issue price of the shares involved in the Fundraising, the announcement dated 19 September 2016 regarding the receipt of the “No Further Inspection Notice” by the Company from the Anti-Monopoly Bureau under the Ministry of Commerce of the People’s Republic of China, the announcement dated 17 November 2016 regarding the suspension of trading in the A Shares in relation to the review of the Material Asset Reorganization of the Company by the Merger and Reorganization Audit Committee of Listed Companies of the CSRC, the announcement dated 23 November 2016 regarding the review and approval of the Material Asset Reorganization by the Merger and Reorganization Audit Committee of Listed Companies of the CSRC and resumption of trading in the A Shares of the Company, the announcement dated 30 November 2016 regarding the fact that approval-in-principle from the Ministry of Commerce is not required for the proposed Material Asset Reorganization, the announcement dated 28 December 2016 regarding the CSRC approval of the Company’s purchase of assets by share issue and cash payment and the fundraising (connected transaction), the announcement dated 3 March 2017 regarding the completion of transfer of the Target Equity Interests and the announcement dated 15 March 2017 regarding the completion of the change of share registration details in respect of the Consideration Shares (the “**Announcements and Circular**”). Unless otherwise defined herein or the context otherwise requires, all capitalized terms used herein shall have the same meanings as defined in the Announcements and Circular.

## PARTICULARS OF THE ISSUE

Type of shares	:	RMB ordinary shares (A shares)
Number of shares issued	:	18,129,032
Issue price	:	RMB8.68 per share
Method of subscription	:	in cash
Expected time of dealing	:	Change of share registration details in respect of the Placing Shares was completed on 22 March 2017. Dealing in the Placing Shares will be permitted on the trading day immediately following the last day of the lock-up period.

### Placees

No.	Placees	No. of shares subscribed (shares)	Subscription amount (RMB)	Lock-up period
1	ESO Scheme	6,111,751	53,049,998.68	36 months from the date of listing of shares
2	Anhui Railway Development Fund Company Limited (安徽省鐵路發展基金股份有限公司)	5,760,368	49,999,994.24	12 months from the date of listing of shares
3	Bridge Trust Co., Ltd. (百瑞信託有限責任公司)	3,456,221	29,999,998.28	12 months from the date of listing of shares
4	Tianhong Fund Management Co. Ltd. (天弘基金管理 有限公司)	1,728,110	14,999,994.80	12 months from the date of listing of shares
5	Jinxiu Zhonghe (Beijing) Capital Management Co., Ltd. (錦綉中和(北京) 資本管理有限公司)	1,072,582	9,310,011.76	12 months from the date of listing of shares
<b>Total</b>		<b>18,129,032</b>	<b>157,359,997.76</b>	<b>-</b>

The ESO Scheme refers to Hua Tai Mei Ji No. 1 Targeted Asset Management Scheme. The Company has engaged Huatai Securities (Shanghai) Asset Management Co. Ltd to become the administrator of the ESO Scheme, and the Company entered, on behalf of the ESO Scheme, into relevant agreements with it. The ESO Scheme includes 17 existing directors, supervisors and senior management of the Company. Other than the ESO Scheme, the other four Placees are third parties independent of the Company and its connected persons.

Upon completion of this issue, as of 22 March 2017, the number of shares of the Company totaled 1,732,471,370. Change of shareholding before and after this issue is as follows:

<b>Type of securities</b>	<b>Number before change (shares)</b>	<b>Number after change (shares)</b>
Circulating A shares	1,377,887,800	1,377,887,800
Restricted A shares	93,220,338	111,349,370
Circulating H shares	243,234,200	243,234,200
Restricted H shares	0	0
	<hr/>	<hr/>
Total share capital	<u>1,714,342,338</u>	<u>1,732,471,370</u>

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

Zhengzhou, PRC, 24 March 2017

*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.*