



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)

Form of proxy for the Annual General Meeting (the "Meeting")

Number of H Shares to which this form of proxy relates ^(Note 1)

I/We ^(Note 2) (name) _____
of (address) _____
being the registered holder(s) of ^(Note 3) _____ H Shares of RMB1.00 each in the share capital of Zhengzhou Coal Mining Machinery Group Company Limited (鄭州煤礦機械集團股份有限公司) (the "Company") hereby appoint (name) _____
of (address) _____

or failing him/her, the Chairman of the Meeting ^(Note 4) as my/our proxy to attend and vote for me/us on my/our behalf as direct below, or if no such indication is given then to vote as my/our proxy thinks fit, at the Meeting to be held at the Convention Centre of Zhengzhou Coal Mining Machinery Group Company Limited, No.167, 9th Street, Econ-Tech Development Zone, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on 16 June 2017 or at any adjournment thereof.

ORDINARY RESOLUTIONS (see Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the report of the Board for the year 2016.			
2.	To consider and approve the report of the Board of Supervisors for the year 2016.			
3.	To consider and approve the annual report for the year 2016.			
4.	To consider and approve the report of the independent non-executive Directors on their performance for the year 2016.			
5.	To consider and approve the appointment of external auditors for the year of 2017.			
6.	To consider and approve the provision of repurchase guarantee to customers under finance lease business.			
7.	To consider and approve the use of self-owned idle funds and idle proceeds from the H Shares for the investment of wealth management products.			
8.	To consider and approve the profit distribution plan for the year 2016.			
SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
9.	To consider and approve the amendments to the Articles of Association.			

Note A: Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the notice of AGM dated 28 April 2017.

Dated this _____ day of _____ 2017 Signature of Shareholder(s) ^(Note 6 and 8) _____

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of shares of the Company registered in your name(s).
4. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "or failing him/her, the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the Meeting will act as your proxy. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT:** Please indicate by a "✓" in the space provided as to how you wish your votes to be cast. **IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "AGAINST"; IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "ABSTAIN" OR INSERT THE NUMBER OF SHARES HELD BY YOU.** The share abstained will be counted in the calculation of required majority for the passing of resolution. Without such specific directions the proxy may at his/her discretion vote for or against the resolutions or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those referred to in the notice of AGM dated 28 April 2017.
6. This Form of Proxy shall be under the hand of the shareholder or of his/her/its attorney duly authorised in writing, or, if the shareholder is a corporation or a legal person, either under its seal or under the hand of a Director or other attorney duly authorised in writing. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of shareholders of the Company.
7. To be valid, this Form of Proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of such power of attorney or other authority must be deposited to the Company's share registrar for H Shares, 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 Meeting or not less than 24 hours before the time appointed for taking the poll.
8. In the case of joint holders of shares of the Company, only holder whose name stands first in the register of shareholders of the Company shall alone be entitled to vote at the Meeting either in person or by proxy in respect of such shares.
9. Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish.
10. The share abstained will be counted in the calculation of required majority for the passing of resolution.