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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)

**OVERSEAS REGULATORY ANNOUNCEMENT
AND INSIDE INFORMATION**

This announcement is made pursuant to Rules 13.10B and 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

The following is the full text of the Announcement on the Suspension of Trading Due to Material Asset Reorganization published by Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) on the website of the Shanghai Stock Exchange and newspapers in Chinese. Trading in the A shares of the Company has been suspended with effect from 24 April 2017, and will continue to be suspended with effect from 2 May 2017. Trading suspension in the A shares in respect of this material asset reorganization is expected to be for a period of not more than one month from 24 April 2017. Trading in the H shares of the Company will remain as usual and not be suspended.

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

Zhengzhou, PRC, 28 April 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.

ZHENGZHOU COAL MINING MACHINERY GROUP COMPANY LIMITED
ANNOUNCEMENT ON THE SUSPENSION OF TRADING DUE TO MATERIAL
ASSET REORGANIZATION

The board of directors of the Company and all of its directors warrant that the information herein is free from any false statement, misleading representation or material omission, and assume several and joint liability for the truthfulness, accuracy and completeness of such information.

Zhengzhou Coal Mining Machinery Group Company Limited (the “Company”) is currently planning for material matters. Trading in the shares of the Company has been suspended with effect from 24 April 2017 upon application of the Company (for details, please refer to the Announcement on the Suspension of Trading Due to Material Matters of Zhengzhou Coal Mining Machinery Group Company Limited published on the website of the Shanghai Stock Exchange on 22 April 2017 under the announcement number Lin 2017-014).

After the discussion and negotiation among the relevant parties, the aforesaid material matter involves material asset acquisition and has initially been regarded as constituting a material asset reorganization of the Company. In order to ensure fair disclosure of information, protect the interests of investors, and avoid unusual movements in share price of the Company, upon application of the Company, trading in the shares of the Company will continue to be suspended with effect from 2 May 2017. Trading suspension period in respect of the initial planning for material matters is included in the trading suspension period in respect of this material asset reorganization. Continuous trading suspension is expected to be not more than one month from 24 April 2017.

Subject to the Regulation on Material Asset Reorganizations of Listed Companies (《上市公司重大資產重組管理辦法》) and other relevant rules, the Company will appoint audit firms, appraisal agencies, legal advisers, independent financial advisers and other relevant intermediary agencies to conduct all relevant works, including auditing, appraisal, and legal and financial consultation. During the period of trading suspension, the Company will, based on the progress of the material asset reorganization, fulfill its obligations of information disclosure in a timely manner and release an announcement in relation to the progress of such matter at the interval of every five trading days. After the relevant works are completed, the Company will convene a board meeting for consideration of proposal of material asset reorganization, announce it in a timely manner and resume trading.

China Securities Journal (《中国证券报》), Shanghai Securities News (《上海证券报》) and the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>) are the media designated by the Company for information disclosure. For any relevant information of the Company, disclosure on such designated media shall prevail. Due to the uncertainties underlying the aforesaid matter, investors' attention is drawn to the Company's announcement and they are reminded of the investment risks involved.

Announcement is hereby given.

Board of Directors of
Zhengzhou Coal Mining Machinery Group Company Limited
28 April 2017