

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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following is the announcement published by Zhengzhou Coal Mining Machinery Group Company Limited on the website of the Shanghai Stock Exchange and newspapers in Chinese for information purpose only.

By order of the Board

Zhengzhou Coal Mining Machinery Group Company Limited

Jiao Chengyao

Chairman

Zhengzhou, PRC, 26 June 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.

Stock Code: 601717

Abbreviation: ZMJ

No: Lin 2017-036

**ZHENGZHOU COAL MINING MACHINERY GROUP COMPANY LIMITED
ANNOUNCEMENT ON THE PROGRESS OF
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.

In connection with the planning for material matters, trading in the shares of Zhengzhou Coal Mining Machinery Group Company Limited (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 disclosed on 22 April 2017 under the announcement number Lin 2017-014).

As the planned matters constitute a material asset reorganization, on 29 April 2017, the Company disclosed the Announcement on the Suspension of Trading Due to Material Asset Reorganization of Zhengzhou Coal Mining Machinery Group Company Limited under the announcement number Lin 2017-016. Trading in the shares of the Company would continue to be suspended with effect from 2 May 2017, and such continuous trading suspension was expected to be not more than one month from 24 April 2017. On 2 May 2017, the Company and other parties entered into the Share Purchase Agreement and other agreements and legal documents in relation to the transaction, pursuant to which New Neckar Autoparts Holdings and Operations GmbH & Co. KG would purchase 100% equity interests in Robert Bosch Starter Motors Generators Holding GmbH held by Robert Bosch Investment Nederland B.V. by way of cash payment (the "Transaction") (for details, please refer to the announcement made by the Company under the announcement number Lin 2017-018). On 3 May 2017, 10 May 2017 and 17 May 2017, the Company disclosed the Announcement on the Progress of the Material Asset Reorganization of Zhengzhou Coal Mining Machinery Group Company Limited under the announcement number Lin 2017-018, Lin 2017-021 and Lin 2017-022 respectively. On 24 May 2017, the Company disclosed the Announcement on the Progress of the Material Asset Reorganization and Extension of Suspension of Trading under the announcement number Lin 2017-023. On 2 June 2017, the Company disclosed the Announcement on the Progress of the Material Asset Reorganization of Zhengzhou Coal Mining Machinery Group Company Limited under the announcement number Lin 2017-028.

As considered and approved at the 24th meeting of the third session of the board of directors of the Company convened on 5 June 2017 and with application made to the Shanghai Stock Exchange, trading in the A shares of the Company would continue to be

suspended for a period of not more than one month with effect from 24 June 2017. On 6 June 2017, the Company disclosed the Announcement on the Continuous Suspension of Trading Due to Material Asset Reorganization of Zhengzhou Coal Mining Machinery Group Company Limited under the announcement number Lin 2017-030. At the same time, the aforementioned meeting also considered and approved the Resolution in Relation to the Application for Continuous Suspension of Trading in the A Shares of the Company for a Period of Not More Than Two Months with Effect from 24 July 2017 in Specific Circumstances (for details, please refer to the relevant board resolution announcement under the announcement number Lin 2017-029), and a notice convening general meeting of the shareholders of the Company was issued on 6 June 2017 under the announcement number Lin 2017-031. On 13 June 2017 and 20 June 2017, the Company disclosed the Announcement on the Progress of the Material Asset Reorganization of Zhengzhou Coal Mining Machinery Group Company Limited under the announcement number Lin 2017-032 and Lin 2017-034.

Recently, letters have been received by the Company from the Antimonopoly Office of the Slovak Republic and the Office of Competition and Consumer Protection of Poland, respectively. According to the letters, on the basis of the proposed structure of transaction, the Transaction has passed the antimonopoly review conducted by the respective authorities in Slovak Republic and Poland.

As at the date of disclosure of this announcement, the Company has arranged its financial adviser, China Merchants Securities Co., Ltd, and intermediaries including lawyers and accountants to commence their financial advisory, legal and audit work. Relevant parties have been actively working on the Material Asset Reorganization. In view of the involvement of approval by authorities in charge of the supervision of state-owned assets and overseas acquisition, complicated businesses and large workload, and the fact that intermediaries were yet to complete their work, in order to ensure fair disclosure of information, protect the interests of investors, and avoid unusual movements in share price of the Company, trading in the shares of the Company will continue to be suspended. 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 relevant matters at the interval of every five trading days.

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 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
26 June 2017