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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)

VERY SUBSTANTIAL ACQUISITION
AMENDMENT TO THE SHARE PURCHASE AGREEMENT

References are made to the announcements dated 2 May 2017, 20 September 2017, 22 December 2017 and 2 January 2018 (the “**Announcements**”) and the circular dated 26 November 2017 (the “**Circular**”) of the Company regarding, inter alia, the entering into of the Share Purchase Agreement on 2 May 2017 and the entering into of the Amendment No. 1 on 19 September 2017 and Amendment No. 2 on 29 December 2017 by the Purchaser, the Company, Robert Bosch GmbH, SMG Acquisition Luxembourg and the Seller. Unless otherwise specified, the terms defined in the Announcements and the Circular shall have the same meaning when used in this announcement. The Share Purchase Agreement and other agreements and legal documents related to the Acquisition are collectively referred to as the Transaction Documents (the “**Transaction Documents**”).

The Board is pleased to announce that on 11 January 2018, the Purchaser, the Company, Robert Bosch GmbH, SMG Acquisition Luxembourg and the Seller entered into the *Amendment No. 3* to the Share Purchase Agreement (the “**Amendment No. 3**”) and related documents in connection with the detailed closing arrangements for the Acquisition and the implementation of the Transaction Documents and so forth, to amend and supplement the Transaction Documents mainly in the following aspects:

- (1) The “Second Closing Date” shall be adjusted, so that the “Second Closing Date” shall refer to the business day following the Purchaser’s notification addressed to the Seller that the relevant guarantee required to be delivered to the Seller on the Second Closing Date is available, but shall not be later than 16 January 2018; and

- (2) relevant amendments and supplements shall be made to the specific form and mechanism arrangements for the relevant guarantee required to be delivered to the Seller on the Second Closing Date.

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

Zhengzhou, PRC, 12 January 2018

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 of the Company are Ms. LIU Yao, Mr. JIANG Hua and Mr. LI Xudong.