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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2017 Annual General Meeting (the “**AGM**”) of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) will be held at the Convention Centre, Office Building 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 Wednesday, 20 June 2018 for the following purposes:

ORDINARY RESOLUTIONS

1. Report of the Board for the year 2017;
2. Report of the Board of Supervisors for the year 2017;
3. Annual report for the year 2017;
4. Report of the independent non-executive Directors on their performance for the year 2017;
5. Appointment of the external auditors and internal control auditors for the year of 2018;
6. Provision of repurchase guarantee to customers under finance lease business;
7. Use of self-owned idle funds for the investment of wealth management products;
8. Profit distribution plan for the year 2017;
9. Proposed remuneration for executive Directors; and
10. Proposed remuneration for independent non-executive Directors.

Notes:

- (1) The form of proxy and the reply slip for the AGM will be dispatched and posted in due course as well as the 2017 Annual Report of the Company. Any shareholders of the Company (“**Shareholders**”) who intend to appoint a proxy to attend the AGM should read the 2017 Annual Report of the Company which is posted on the website of the Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”) and the Company’s website or dispatched to the Shareholders concerned. The 2017 Annual Report consists of the 2017 Report of the Board of Directors, the 2017 Report of the Board of Supervisors and the audited financial statements and the auditor’s report for the year of 2017.
- (2) All votes of resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) and the results of the poll will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.zzmj.com) in accordance with the Listing Rules.
- (3) The register of members of the Company will be closed from Monday, 21 May 2018 to Wednesday, 20 June 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. Any H Shareholders of the Company who intend to attend and vote at the AGM but have not yet registered are required to deposit the transfer documents together with the relevant share certificates at the Company’s share registrar for H shares, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Friday, 18 May 2018.

Upon the relevant resolution in connection with the proposal of the payment of dividends is approved in the 2017 AGM, the dividends will be paid to the Shareholders whose names appear on the register of members of the Company after the close of market on Thursday, 5 July 2018. The register of members of the Company will be closed from Saturday, 30 June 2018 to Thursday, 5 July 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. Any H Shareholders of the Company who wish to be entitled to receive the final dividends but have not registered, are required to deposit the transfer documents together with the relevant share certificates at the Company’s share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Friday, 29 June 2018.

- (4) Any Shareholders entitled to attend and vote at the AGM can appoint one or more proxies to attend and vote at the AGM on his/her/its behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and type of shares in respect of which each proxy is so appointed.
- (5) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been duly authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation’s seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorization document shall be notarized. For H shareholders, the aforementioned documents must be lodged with the share registrar for H shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 9 a.m. on Tuesday, 19 June 2018 (Hong Kong time) in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM enclosed to the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before Wednesday, 30 May 2018 (Hong Kong time).

- (7) Shareholders shall produce their identification documents when attending the AGM.
- (8) If a proxy attends the AGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the Board of Directors or other authority or other notarized copy of any authorization documents issued by such corporate shareholder.
- (9) The AGM is expected to last for half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (10) The contact of the Company:

Address:	Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Econ-Tech Development Zone, Zhengzhou, Henan Province, The People's Republic of China
Postal Code:	450016
Telephone:	86-371-6789 1017
Contact Person:	Mr. Xi Zhipeng
Facsimile:	86-371-6789 1000

By Order of the Board
Zhengzhou Coal Mining Machinery Group Company Limited
鄭州煤礦機械集團股份有限公司
JIAO Chengyao
Chairman

Zhengzhou, PRC, 26 April 2018

As at the date of this notice, the executive directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. XIANG Jiayu, Mr. FU Zugang, Mr. WANG Xinying and Mr. WANG Bin and the independent non-executive directors of the Company are Ms. LIU Yao, Mr. JIANG Hua and Mr. LI Xudong.