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## **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)**

### **Announcement**

#### **Change of Company Secretary Change of Authorized Representative**

Reference is made to the announcement of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) dated 16 February 2015 (the “**Announcement**”) concerning, among others, the appointment of Mr. Zhang Haibin as the company secretary and authorized representative of the Company. As stated in the Announcement, as Mr. Zhang has yet to acquire the required professional qualifications under Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a waiver application was submitted to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in this regard and the appointment of Mr. Zhang in both positions will only become effective on the date the Company receives the grant of waiver from strict compliance of the abovementioned rules (the “**Waiver**”).

#### **Grant of the Waiver**

The board of directors (the “**Board**”) of the Company is pleased to announce that the Stock Exchange has granted the Waiver on 2 March 2015, as such, the appointment of Mr. Zhang Haibin as the company secretary and authorized representative of the Company has become effective on the even date. The Waiver period covers three years commencing from 16 February 2015 and is conditioned upon the assistance of Ms. Chan Yin Wah, the existing assistant to company secretary, to Mr. Zhang during the Waiver period so as to enable Mr. Zhang to acquire the “relevant experience” and to discharge the functions as the company secretary. The Waiver will be revoked immediately at the time Ms. Chan ceases to provide assistance to Mr. Zhang. The Company shall notify the Stock Exchange at the end of the Waiver period for the Stock Exchange to re-visit the situation. After having the benefit of Ms. Chan’s assistance, it is expected that, at the end of the waiver period, Mr. Zhang would be able to satisfy the requirements of Rule 3.28 and Rule 8.17 of the Listing Rules such that a further waiver would not be necessary.

The biographical details of Mr. Zhang are as follows:

**Zhang Haibin**, male, was born in September 1981 in Xinmi, Henan and is a member of the Chinese Communist Party. He graduated from China University of Mining and Technology and obtained a bachelor's degree in law in July 2005. From July 2005 to March 2007, he was a secretary of the general office of Zhengzhou Coal Mining Machinery Company (the "ZCMM"). From March 2007 to December 2008, he served as the chief secretary of the general office of ZCMM. From December 2008 to March 2010, he was the chief secretary of the general office of the Company. From March 2010 to September 2010, he served as an assistant to the head of the general office of the Company. From September 2010 to January 2012, he served as the deputy head of capital operation department and representative for securities affairs of the Company. From January 2012 to February 2015, he was the head of general office, head of capital operation department and representative for securities affairs of the Company. From July 2012 to February 2015, he was the head of division of party and masses' affairs. Mr. Zhang Haibin has been a deputy general manager of the Company and the secretary to the Board since 16 February 2015.

Accordingly, as provided in the Announcement, upon the effective appointment of Mr. Zhang on 2 March 2015, Mr. Bao Xueliang ceased to be the company secretary and authorized representative of the Company. Mr. Bao has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the Stock Exchange and the shareholders of the Company. The Board would like to take this opportunity to express its sincere gratitude to Mr. Bao for his valuable contribution to the Company during his tenure as the company secretary and authorized representative of the Company.

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

Zhengzhou, PRC,  
3 March 2015

*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, Mr. LI Xudong and Mr. WU Guangming.*