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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)

PROPOSED CHANGE OF AUDITOR

This announcement is made by Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) announces that the term of service of Deloitte Touche Tohmatsu (“**Deloitte**”), the international auditor in respect of H Shares of the Company, will expire upon conclusion of the 2017 annual general meeting of the Company. In view of the significant change to the industrial structure and audit scope of the Company upon its entry to the auto parts industry, along with the needs in business development and future auditing, the Board has, after the Company’s worldwide public tender, resolved to appoint PricewaterhouseCoopers as the international auditor in respect of H Shares of the Company for year 2018 for reviewing and auditing the international financial statements of the Company, for a term of one year. The appointment is subject to approval by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company.

Deloitte has confirmed that there is no matter in respect of its retirement as the auditor of the Company which needs to be brought to the attention of the audit committee of the Company, Shareholders or creditors of the Company. The Board and the audit committee of the Company have also confirmed that there is no disagreement between the Company and Deloitte and that there is no matter in respect of the proposed change of auditor which needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its heartfelt appreciation for the professional services and diligence of Deloitte provided to the Company over the years.

A circular containing, among other matters, the information on the proposed change of auditor of the Company together with the notice convening the forthcoming annual general meeting of the Company will be despatched to the Shareholders in due course as required under the Listing Rules.

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

Zhengzhou, the People's Republic of China, 29 March 2018

As at the date of this announcement, 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.