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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Zhengzhou Coal Mining Machinery Group Company Limited**, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 ELECTION OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL
MEETING OF 2023**

The Company will convene the EGM at the Convention Centre of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He'nan) Pilot Free Trade Zone, the PRC at 9:00 a.m. on Monday, 25 September 2023. The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for the use at the EGM is enclosed to this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.zmj.com). Shareholders who intend to appoint a proxy to attend the EGM shall complete the form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

6 September 2023

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DEFINITIONS

In this circular, the following expressions shall have the following meanings, unless the context requires otherwise:

“Articles of Association”	the Articles of Association of Zhengzhou Coal Mining Machinery Group Company Limited
“Board”	the board of directors of the Company
“Company”	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 PRC with limited liability, the Shares of which are listed on the main boards of the Hong Kong Stock Exchange and the Shanghai Stock Exchange (stock codes: 00564 and 601717)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at the Convention Centre of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone, the PRC at 9:00 a.m. on Monday, 25 September 2023 or any adjournment thereof
“H Share(s)”	overseas listed foreign invested Share(s) with a par value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (stock code: 00564) and are subscribed for in HK dollars
“H Shareholders”	holders of H Shares
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) of RMB1.00 each of the Company
“Shareholder(s)”	holders of the Share(s) of the Company



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Members of the Board

Executive Directors:

Mr. JIAO Chengyao

Mr. JIA Hao

Mr. FU Zugang

Mr. WANG Xinying

Non-executive Director:

Mr. CUI Kai

Independent Non-executive Directors:

Mr. CHENG Jinglei

Mr. JI Feng

Ms. GUO Wenqing

Mr. FANG Yuan

Registered Office

No. 167, 9th Street,

Zhengzhou Section

(Econ-Tech Development Zone) of
China (He'nan)

Pilot Free Trade Zone, the PRC

**Principal Place of Business in
Hong Kong**

40/F, Dah Sing Financial Centre,

No. 248 Queen's Road East,

Wanchai, Hong Kong

6 September 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL
MEETING OF 2023**

INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and, among others, other information, so as to enable you to make an informed decision as to whether to vote for or against the following resolution to be proposed at the EGM:

1. Proposed election of non-executive Director

LETTER FROM THE BOARD

PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Given that Mr. Fei Guangsheng (a non-executive Director of the Company) has resigned as a non-executive Director for the fifth session of the Board of the Company, the Board of the Company has nominated Mr. Yue Taiyu as the candidate for the non-executive Director of the fifth session of the Board of the Company, as recommended by the Company's shareholder Hong Yi Investment Management (Henan) Partnership (Limited Partnership) and approved by the Nomination Committee of the Board of the Company.

The biographical details of Mr. Yue Taiyu are as follows:

Yue Taiyu (岳泰宇), male, is of Han ethnicity and was born in October 1971 in Fengxian County, Jiangsu Province. He is a member of the Communist Party of China, completed undergraduate education, and obtained a master's degree of engineering. He is of Chinese nationality and serves as an intermediate level engineer.

Mr. Yue Taiyu started his career in August 1996 and is currently the deputy general manager of XCMG Basic Construction Machinery Division (徐工基礎工程機械事業部) and the general manager of Xuzhou XCMG Energy Equipment Co., Ltd. (徐州徐工能源裝備有限公司). Mr. Yue Taiyu served as a salesman, a designer of the development department, and the deputy director of the production planning department of mixing equipment factory of Xuzhou Engineering Machinery Manufacturing Factory (徐州工程機械製造廠), the deputy director of the general office and the head of sales and reception department of the sales management department of the marketing company of XCMG Group (徐工集團), the director of the sales division and the reception division of the marketing company, the director of the sales department of the road machinery branch company and the deputy director of the high-tech products department of the marketing company of Xuzhou Construction Machinery Science & Technology Co., Ltd. (徐州工程機械科技股份有限公司), the director of the sales and service department and Party branch secretary of the sales division, the assistant to the general manager and director of the sales and service department, the Party branch secretary of the sales division and deputy general manager of Xuzhou XCMG Special Purpose Construction Machinery Co. Ltd. (徐州徐工特種工程機械有限公司), the deputy general manager of XCMG Scraper Machinery Division (徐工鏟運機械事業部), the general manager of Xuzhou XCMG Railway Equipment Manufacturing Co., Ltd. (徐州徐工鐵路裝備製造有限公司), the deputy general manager of XCMG Basic Construction Machinery Division (徐工基礎工程機械事業部), and the general manager of Xuzhou XCMG Energy Equipment Co., Ltd. (徐州徐工能源裝備有限公司). In August 2023, he concurrently served as the director of Hongqian Enterprise Management (Henan) Co., Ltd. (泓謙企業管理(河南)有限公司).

The term of office of Mr. Yue Taiyu as a Director shall commence on the date of approval by the EGM and shall end upon the expiry of the term of office of the current session of the Board. Mr. Yue Taiyu would not receive any remuneration from the Company.

LETTER FROM THE BOARD

Mr. Yue Taiyu does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed in the aforesaid biographical details, Mr. Yue Taiyu has no other relationship with the directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company, has no information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, has no previous or current involvement in any matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. For the past three years, he held no directorship at other listed companies or other office at any members of the Group. There is no other matter in relation to the election of Mr. Yue Taiyu as a non-executive Director that needs to be brought to the attention of the shareholders of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders whose names appear on the register of members of the Company on Monday, 25 September 2023 are entitled to attend the EGM. H Shareholders of the Company who intend to attend the EGM but have not yet registered are required to deposit the transfer documents together with relevant share certificates at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Tuesday, 19 September 2023.

VOTING AT THE EGM

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the general meeting of the Company shall be taken by poll except where the chairman, acting in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the EGM will, pursuant to Article 121 of the Articles of Association, demand vote by poll for each resolution proposed at the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

During a poll vote, any Shareholder presents in person or by proxy (in the case of a Shareholder being a corporation, by its duly authorised representative) shall have one vote for each Share registered in the Shareholder's name in the register of members. According to Article 123 of the Articles of Association, a Shareholder (including proxy) entitled to two or more votes is under no obligation to cast all his/her votes for or against any resolution.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board is of the view that the resolution mentioned above is in the best interests of the Company and its Shareholders. Therefore, the Board recommends the Shareholders to vote for the relevant resolution to be proposed at the EGM as set out in the notice of the EGM.

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



ZMJ

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(Stock Code: 00564)

**NOTICE OF THE SECOND EXTRAORDINARY GENERAL
MEETING OF 2023**

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting of 2023 (the "EGM") of Zhengzhou Coal Mining Machinery Group Company Limited (the "Company") will be convened at the Convention Centre of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He'nan) Pilot Free Trade Zone, the PRC at 9:00 a.m. on Monday, 25 September 2023 for the following purpose:

ORDINARY RESOLUTION

1. Considering and approving the election of Yue Taiyu as a non-executive Director for the fifth session of the Board of the Company.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company on Monday, 25 September 2023 are entitled to attend and vote at the EGM. H Shareholders who intend to attend and vote at the EGM are required to deposit all share transfer documents together with relevant H Share certificates at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 19 September 2023.

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, 6 September 2023

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

As at the date of this notice, the executive Directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. FU Zugang and Mr. WANG Xinying, the non-executive Director is Mr. CUI Kai and the independent non-executive Directors are Mr. CHENG Jinglei, Mr. JI Feng, Ms. GUO Wenqing and Mr. FANG Yuan.

Notes:

- (1) All votes of resolution at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.zmj.com) in accordance with the Listing Rules.
- (2) Any Shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote at the meeting on his/her 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 class of Shares in respect of which each proxy is so appointed.
- (3) 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 authorised 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 authorised in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorisation document shall be notarised. For H Shareholders, the aforementioned documents must be lodged with the H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof 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 for appointing a proxy shall be deemed to be revoked.
- (4) Shareholders shall produce their identification documents when attending the EGM.
- (5) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document as well as the power of attorney or other documents signed by the appointer or his/her attorney with a specific date of issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the Board or other authority or other notarised copies of any authorisation documents issued by such corporate Shareholder.
- (6) The EGM is expected to last for half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (7) Contact information of the Company:

Address:	Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone, the PRC
Postal Code:	450016
Telephone:	86-371-6789 1199
Contact Person:	Mr. XI Zhipeng
Facsimile:	86-371-6789 1000