



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)

Form of Proxy for the Third Extraordinary General Meeting of 2023 (the "Meeting")

Number of H Shares to which this form of proxy relates ^(Note 1)

I/We ^(Note 2) (name) _____
of ^(Note 2) (address) _____
being the registered holder(s) of _____ ^(Note 3) H Shares of RMB1.00 each in the share capital of
Zhengzhou Coal Mining Machinery Group Company Limited (鄭州煤礦機械集團股份有限公司) (the "Company") hereby
appoint the Chairman of the Meeting, or ^(Note 4) _____
of (address) _____

as my/our proxy to attend and vote for me/us on my/our behalf as directed below, or if no such indication is given then to vote as my/our proxy thinks fit, at the Meeting to be held 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 at 9:00 a.m. on Friday, 15 December 2023 or at any adjournment thereof.

SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the resolution on the amendments to the Articles of Association of Zhengzhou Coal Mining Machinery Group Company Limited			
ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
2.	To consider and approve the resolution on the amendments to the Working System for the Independent Directors of Zhengzhou Coal Mining Machinery Group Company Limited			
3.00	To consider and approve the resolution on the election of non-independent Directors for the sixth session of the Board of Directors of the Company	For The resolution is voted on by cumulative voting (number of votes) ^(Note 6) A total of six directors to be elected		
3.01	To consider and approve the election of Mr. Jiao Chengyao as an executive Director for the sixth session of the Board of Directors of the Company			
3.02	To consider and approve the election of Mr. Fu Zugang as an executive Director for the sixth session of the Board of Directors of the Company			
3.03	To consider and approve the election of Mr. Cui Kai as a non-executive Director for the sixth session of the Board of Directors of the Company			
3.04	To consider and approve the election of Mr. Meng Hechao as an executive Director for the sixth session of the Board of Directors of the Company			
3.05	To consider and approve the election of Mr. Li Kaishun as an executive Director for the sixth session of the Board of Directors of the Company			
3.06	To consider and approve the election of Mr. Yue Taiyu as a non-executive Director for the sixth session of the Board of Directors of the Company			

4.00	To consider and approve the resolution on the election of independent Directors for the sixth session of the Board of Directors of the Company	For The resolution is voted on by cumulative voting (number of votes) ^(Note 6) A total of four directors to be elected
4.01	To consider and approve the election of Mr. Cheng Jinglei as an independent non-executive Director for the sixth session of the Board of Directors of the Company	
4.02	To consider and approve the election of Mr. Ji Feng as an independent non-executive Director for the sixth session of the Board of Directors of the Company	
4.03	To consider and approve the election of Mr. Fang Yuan as an independent non-executive Director for the sixth session of the Board of Directors of the Company	
4.04	To consider and approve the election of Ms. Yao Yanqiu as an independent non-executive Director for the sixth session of the Board of Directors of the Company	
5.00	To consider and approve the resolution on the election of Shareholder representative supervisors for the sixth session of the board of supervisors of the Company	For The resolution is voted on by cumulative voting (number of votes) ^(Note 6) A total of two supervisors to be elected
5.01	To consider and approve the election of Mr. Cheng Xiangdong as a Shareholder representative supervisor for the sixth session of the board of supervisors of the Company	
5.02	To consider and approve the election of Ms. Zhu Yuan as a Shareholder representative supervisor for the sixth session of the board of supervisors of the Company	

Date: _____ Signature of Shareholder(s) ^{(Notes 7 and 9):} _____

Notes:

- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those Shares. If no number is inserted, the form of proxy will be deemed to relate to all Shares registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of H Share of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the Meeting will act as your proxy. Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: PLEASE INDICATE BY A "✓" IN THE SPACE PROVIDED AS TO HOW YOU WISH YOUR VOTES TO BE CAST. IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "AGAINST"; IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOXES UNDER THE COLUMN MARKED "ABSTAIN".** The share abstained will be counted in the calculation of required majority for the passing of a resolution. Without such specific directions, the proxy may at his/her discretion vote for or against the resolutions or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those referred to in the notice of EGM dated 28 November 2023.
- Important: The cumulative voting system will be adopted for the purpose of the above resolution. Please insert the number of voting in the appropriate space for your intention of voting.
The Meeting will list and present candidates according to the election of non-independent directors, independent directors and shareholder representative supervisors in a total of three proposal groups. Under each proposal group, the fact that a shareholder owns each voting share means the shareholder possesses the number of votes same as the number of directors or supervisors to be elected under the proposal group. For example, if a shareholder holds 100 shares of the Company and there is a total of six directors to be elected in the proposal group for the election of non-independent directors, the shareholder shall have 600 votes in the proposal group. The number of votes shareholders cast under a proposal group may not exceed the number of votes they own under the proposal group, as they wish. Shareholders can cast all votes available under certain proposal group, to a single candidate or to different candidates in any combination. After the voting process ends, the votes for each proposal under each proposal group shall be counted on an accumulative basis. The total number of votes cast by you for one director candidate shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one director candidate is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
- This form of proxy shall be under the hand of the Shareholder or of his/her/its attorney duly authorised in writing. If the Shareholder is a corporation or a legal person, either under the Company's seal or under the hand of a Director or other attorney duly authorised in writing. In case of joint holders, this form of proxy must be signed by the Shareholder whose name stands first in the register of Shareholders of the Company.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of such power of attorney or other authority must be deposited to the Company's share registrar for H Shares, 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 Meeting or not less than 24 hours before the time appointed for taking the poll.
- In the case of joint holders of Shares, only the joint holder whose name stands first in the register of Shareholders shall alone be entitled to vote at the Meeting either in person or by proxy in respect of such Shares.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish, and in such event, the instrument for appointing a proxy shall be deemed to be revoked.
- Shareholders or their proxies shall produce their identification documents when attending the EGM.