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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)

**POLL RESULTS OF
THE THIRD EXTRAORDINARY GENERAL MEETING OF 2023
HELD ON 15 DECEMBER 2023**

References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the third extraordinary general meeting of 2023 (the “**EGM**”) dated 28 November 2023 of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular.

The Board is pleased to announce that the EGM was held on 15 December 2023 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, and the resolutions set out below were duly passed by way of poll. The EGM was chaired by Mr. Jiao Chengyao, Chairman of the Company. All Directors of the Company attended the EGM. The Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking for H Shares. The resolutions voted by poll were approved by Shareholders.

VOTING RESULTS OF THE EGM

The total number of the issued Shares of the Company as at the date of the EGM was 1,781,408,970, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the EGM. No Shareholders were required to abstain from voting in favour when casting votes on any resolution at the EGM according to Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting according to the Listing Rules. Moreover, no Shareholders indicated their intention to vote against or abstain from voting on the relevant resolutions contained in the Circular despatched by the Company.

Shareholders or their proxies representing 722,815,601 Shares with voting rights of the Company, which represented approximately 40.57% of the total issued share capital of the Company as at the date of the EGM, attended the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follows:

SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
1.	To consider and approve the resolution on the amendments to the Articles of Association of Zhengzhou Coal Mining Machinery Group Company Limited	722,775,201 (99.9944%)	34,100 (0.0047%)	6,300 (0.0009%)
ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
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	722,775,201 (99.9944%)	34,100 (0.0047%)	6,300 (0.0009%)
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) 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	706,120,628 (97.6903%)		
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	713,412,235 (98.6991%)		
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	700,714,099 (96.9423%)		
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	713,418,835 (98.7000%)		
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	713,418,835 (98.7000%)		
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	715,138,203 (98.9378%)		

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) 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	714,747,779 (98.8838%)
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	716,434,083 (99.1171%)
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	716,458,079 (99.1205%)
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	716,464,679 (99.1214%)
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) 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	716,512,875 (99.1280%)
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	711,826,536 (98.4797%)

- For the purpose of calculating the results of the resolutions, all the votes for and against shall be regarded as voting rights.

As the above resolution 1 was passed by the affirmative votes representing at least two thirds of the total number of Shares held by the Shareholders having voting rights who attended the EGM in person or by proxy, the resolution was duly passed as a special resolution of the Company. As the above resolutions 2 to 5 were passed by the affirmative votes representing at least half of the total number of Shares held by the Shareholders having voting rights who attended the EGM in person or by proxy, the resolutions were duly passed as ordinary resolutions of the Company. Except the above resolutions, the Company has not received any proposal put forward by any Shareholders holding 3% or more of Shares with voting rights of the Company.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 15 November 2023 in relation to the proposed amendments to the Articles of Association. The Board is pleased to announce that the proposed amendments to the Articles of Association, which were duly approved by the Shareholders at the EGM, shall become effective from 15 December 2023.

RETIREMENT OF DIRECTORS

As the term of the fifth session of the Board will expire soon and Mr. Wang Xinying and Ms. Guo Wenqing, being members of the fifth session of the Board, were not nominated as candidates for re-election as members of the sixth session of the Board, they shall retire as Directors of the Company, with effect from 15 December 2023. They have confirmed that there is no disagreement between them and the Board, and there are no other matters concerning their retirement that need to be brought to the attention of the Shareholders of the Company. The Board would like to take this opportunity to express its sincere gratitude for their contributions to the Company during their terms of office.

APPOINTMENT OF MEMBERS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS

Resolutions 3 and 4 of the EGM were duly passed by the Shareholders. Pursuant to the Articles of Association, the appointment of Mr. Jiao Chengyao, Mr. Jia Hao, Mr. Fu Zugang, Mr. Meng Hechao and Mr. Li Kaishun as executive Directors of the Board, the appointment of Mr. Cui Kai and Mr. Yue Taiyu as non-executive Directors of the Board, and the appointment of Mr. Cheng Jinglei, Mr. Ji Feng, Mr. Fang Yuan and Ms. Yao Yanqiu as independent non-executive Directors of the Board shall become effective from 15 December 2023 till the expiry of the term of the sixth session of the Board.

For biographical details of the members of the Board, please refer to the Circular and the announcement of the Company dated 11 December 2023. As at the date of this announcement, there is no change in such biographical details.

RETIREMENT OF SUPERVISORS

As the term of the fifth session of the Board of Supervisors will expire and Mr. Wang Yue, Mr. Zhang Minglin, Mr. Bao Xueliang and Mr. Cui Zonglin, being members of the fifth session of the Board of Supervisors, were not nominated as candidates for re-election as members of the sixth session of the Board of Supervisors, they shall retire as the Supervisors of the Company, with effect from 15 December 2023. They have confirmed that there is no disagreement between them and the Board, and there are no other matters concerning their retirement that need to be brought to the attention of the Shareholders of the Company. The Board would like to take this opportunity to express its sincere gratitude for their contributions to the Company during their terms of office.

APPOINTMENT OF MEMBERS OF THE SIXTH SESSION OF THE BOARD OF SUPERVISORS

Resolution 5 of the EGM was duly passed by the Shareholders. Pursuant to the Articles of Association, the appointment of Mr. Liu Qiang, Mr. Cheng Xiangdong and Ms. Zhu Yuan as members of the Board of Supervisors shall become effective from 15 December 2023 till the expiry of the term of the sixth session of the Board of Supervisors.

For biographical details of the members of the Board of Supervisors, please refer to the Circular and the announcement of the Company dated 11 December 2023. As at the date of this announcement, there is no change in such biographical details.

APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS

The Board is pleased to announce that, at the first meeting of the sixth session of the Board held immediately after the EGM, the Board unanimously agreed to appoint (i) Mr. Jiao Chengyao as Chairman of the sixth session of the Board; and (ii) Mr. Jia Hao as vice chairman of the sixth session of the Board, with effect from 15 December 2023.

APPOINTMENT OF CHAIRMAN OF THE SIXTH SESSION OF THE BOARD OF SUPERVISORS

The Board of Supervisors is pleased to announce that, at the first meeting of the sixth session of the Board of Supervisors held after the EGM, the Supervisors unanimously agreed to appoint Mr. Liu Qiang as chairman of the sixth session of the Board of Supervisors with effect from 15 December 2023.

APPOINTMENT OF MEMBERS OF COMMITTEES UNDER THE SIXTH SESSION OF THE BOARD OF DIRECTORS

The Board further announces that, at the first meeting of the sixth session of the Board held immediately after the EGM, the Board unanimously agreed to appoint the following members of the Strategy and Sustainable Development Committee, the Audit and Risk Management Committee, the Nomination Committee and the Remuneration and Assessment Committee under the sixth session of the Board, with effect from 15 December 2023.

Director \ Committee	Strategy and Sustainable Development Committee	Audit and Risk Management Committee	Nomination Committee	Remuneration and Assessment Committee
Jiao Chengyao	Chairman			
Jia Hao	Member		Member	Member
Fu Zugang	Member			
Meng Hechao				
Li Kaishun				
Cui Kai		Member		
Yue Taiyu	Member			
Cheng Jinglei	Member		Member	
Ji Feng		Chairman		Chairman
Fang Yuan				Member
Yao Yanqiu		Member	Chairman	

LAWYERS' CERTIFICATION

Haiwen & Partners (Beijing) witnessed the EGM and certified that the convening, procedures, qualification of the attendees and the convener, and voting procedures of the EGM conformed to the requirements of relevant laws and the Articles of Association of the Company. The voting results were lawful and valid.

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

Zhengzhou, PRC, 15 December 2023

As at the date of this announcement, the executive Directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. FU Zugang, Mr. MENG Hechao and Mr. LI Kaishun, the non-executive Directors are Mr. CUI Kai and Mr. YUE Taiyu and the independent non-executive Directors are Mr. CHENG Jinglei, Mr. JI Feng, Mr. FANG Yuan and Ms. YAO Yanqiu.