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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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**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)

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AMENDMENTS TO THE PROCEDURAL RULES FOR  
SHAREHOLDERS' GENERAL MEETINGS OF THE COMPANY  
PROPOSED ELECTION OF NON-INDEPENDENT DIRECTORS,  
INDEPENDENT NON-EXECUTIVE DIRECTORS AND SUPERVISORS  
REPRESENTING SHAREHOLDERS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

The Company will convene the EGM at Convention Centre, Office Building of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Econ-Tech Development Zone, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on Wednesday, 31 March 2021. The notice convening the EGM is set out on pages EGM-1 to EGM-4 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 Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zmj.com](http://www.zmj.com)). Any Shareholder who intends 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 by 9:00 a.m. on Tuesday, 30 March 2021 (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

16 March 2021

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## DEFINITIONS

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

“A Share(s)”	domestic ordinary share(s) with a par value of RMB1.00 each issued by the Company which are subscribed for by domestic investors and are listed for trading on the Shanghai Stock Exchange (stock code: 601717)
“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 company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Convention Centre, Office Building of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Econ-Tech Development Zone, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on Wednesday, 31 March 2021 or any adjournment thereof
“Group”	the Company and its subsidiaries
“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
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	12 March 2021, being the latest practicable date for ascertaining certain information in this circular before its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of the Company, including A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Share Transfer Agreement”	the Share Transfer Agreement Regarding Zhengzhou Coal Mining Machinery Group Company Limited signed by Henan Machinery Investment Group Co., Ltd. (河南機械裝備投資集團有限責任公司) (“ <b>HMNIC</b> ”, former controlling Shareholder of the Company) and Hong Yi Investment Management (Henan) Partnership (Limited Partnership) (泓昇投資管理(河南)合夥企業(有限合夥)) as the transferee, when HMNIC transferred 16% shares of the Company
“Procedural Rules for Shareholders’ General Meetings”	the Procedural Rules for Shareholders’ General Meetings of Zhengzhou Coal Mining Machinery Group Company Limited



**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)**

**Members of the Board**

*Executive Directors:*

Mr. JIAO Chengyao  
Mr. JIA Hao  
Mr. XIANG Jiayu  
Mr. FU Zugang  
Mr. WANG Xinying  
Mr. WANG Bin

*Independent Non-executive Directors:*

Mr. JIANG Hua  
Mr. LI Xudong  
Mr. CHENG Jinglei

**Registered Office**

No. 167, 9th Street,  
Econ-Tech Development Zone,  
Zhengzhou,  
Henan Province,  
PRC

**Principal Place of Business in  
Hong Kong**

40/F, Dah Sing Financial Centre,  
No. 248 Queen's Road East,  
Wanchai, Hong Kong

16 March 2021

*To the Shareholders*

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AMENDMENTS TO THE PROCEDURAL RULES FOR  
SHAREHOLDERS' GENERAL MEETINGS OF THE COMPANY  
PROPOSED ELECTION OF NON-INDEPENDENT DIRECTORS,  
INDEPENDENT NON-EXECUTIVE DIRECTORS AND SUPERVISORS  
REPRESENTING SHAREHOLDERS  
AND**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

**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 resolutions to be proposed at the EGM:

1. Resolution on Amendments to the Articles of Association and the Procedural Rules for Shareholders' General Meetings, considered and approved at the 30th meeting of the fourth session of the Board of Directors of the Company:
  - 1.1 To consider and approve the amendments to the Articles of Association

## LETTER FROM THE BOARD

- 1.2 To consider and approve the amendments to the Procedural Rules for Shareholders' General Meetings
2. To consider and approve the resolution on the election of non-independent Directors for the fifth session of the Board of Directors of the Company, with the following items to be voted upon separately:
  - 2.1 To consider and approve the election of Jiao Chengyao as an executive Director for the fifth session of the Board of Directors of the Company
  - 2.2 To consider and approve the election of Xiang Jiayu as an executive Director for the fifth session of the Board of Directors of the Company
  - 2.3 To consider and approve the election of Fu Zugang as an executive Director for the fifth session of the Board of Directors of the Company
  - 2.4 To consider and approve the election of Wang Xinying as an executive Director for the fifth session of the Board of Directors of the Company
  - 2.5 To consider and approve the election of Cui Kai as a non-executive Director for the fifth session of the Board of Directors of the Company
  - 2.6 To consider and approve the election of Yang Dongsheng as a non-executive Director for the fifth session of the Board of Directors of the Company
3. To consider and approve the resolution on the election of independent Directors for the fifth session of the Board of Directors of the Company, with the following items to be voted upon separately:
  - 3.1 To consider and approve the election of Cheng Jinglei as an independent non-executive Director for the fifth session of the Board of Directors of the Company
  - 3.2 To consider and approve the election of Ji Feng as an independent non-executive Director for the fifth session of the Board of Directors of the Company
  - 3.3 To consider and approve the election of Guo Wenqing as an independent non-executive Director for the fifth session of the Board of Directors of the Company
  - 3.4 To consider and approve the election of Fang Yuan as an independent non-executive Director for the fifth session of the Board of Directors of the Company

## LETTER FROM THE BOARD

4. To consider and approve the resolution on the election of Shareholder representative supervisor for the fifth session of the board of supervisors of the Company, with the following items to be voted upon separately:
  - 4.1 To consider and approve the election of Cheng Xiangdong as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company
  - 4.2 To consider and approve the election of Wang Yue as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company
  - 4.3 To consider and approve the election of Zhang Yonglong as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company
  - 4.4 To consider and approve the election of Cui Zonglin as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the EGM to approve the amendments to the Articles of Association. Upon transferring 16% Shares of the Company, Henan Machinery Investment Group Co., Ltd. (former controlling Shareholder of the Company) and Hong Yi Investment Management (Henan) Partnership (Limited Partnership) (the transferee) signed the Share Transfer Agreement, which agreed on the arrangement for amending the Articles of Association after completion of the share transfer. Based on the Share Transfer Agreement and the actual conditions of the Company, the Company intends to amend the relevant provisions of the Articles of Association in the principle of prudence, propriety and necessity.

Details of the Proposed Amendments to the Articles of Association are set out in Appendix I to this circular.

### AMENDMENTS TO THE PROCEDURAL RULES FOR SHAREHOLDERS' GENERAL MEETINGS OF THE COMPANY

An ordinary resolution will be proposed at the EGM to approve the amendments to the Procedural Rules for Shareholders' General Meetings. Upon transferring 16% Shares of the Company, Henan Machinery Investment Group Co., Ltd. (former controlling Shareholder of the Company) and Hong Yi Investment Management (Henan) Partnership (Limited Partnership) (the transferee) signed the Share Transfer Agreement, which agreed on the arrangement for amending the Procedural Rules for Shareholders' General Meetings after completion of the share transfer. Based on the Share Transfer Agreement and the actual conditions of the Company, the Company intends to amend the relevant provisions of the Procedural Rules for Shareholders' General Meetings in the principle of prudence, propriety and necessity.

## LETTER FROM THE BOARD

Details of the specific amendments to the Procedural Rules for Shareholders' General Meetings are set out in Appendix II to this circular.

### **ELECTION OF NON-INDEPENDENT DIRECTORS FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Pursuant to the requirements of the Company Law of the People's Republic of China and the Articles of Association, having duly considered the expired term of office of the fourth session of the Board and to further improve the corporate governance structure of the Company, based upon the recommendations by the Company's Shareholders, i.e., Henan Machinery Investment Group Co., Ltd. and Hong Yi Investment Management (Henan) Partnership (Limited Partnership), the Board has proposed the nomination of the following candidates for executive Directors of the fifth session of the Board:

Executive Directors: Jiao Chengyao, Xiang Jiayu, Fu Zugang and Wang Xinying

Non-executive Directors: Cui Kai and Yang Dongsheng

### **ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Pursuant to the requirements of the Company Law of the People's Republic of China and the Articles of Association, having duly considered the expired term of office of the fourth session of the Board and to further improve the corporate governance structure of the Company, the Board has proposed the nomination of the following candidates for independent non-executive Directors of the fifth session of the Board:

Independent non-executive Directors: Cheng Jinglei, Ji Feng, Guo Wenqing and Fang Yuan

### **ELECTION OF SUPERVISORS OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY**

Pursuant to the requirements of the Company Law of the People's Republic of China and the Articles of Association, based upon the recommendations by the Company's Shareholders, i.e., Henan Machinery Investment Group Co., Ltd. and Hong Yi Investment Management (Henan) Partnership (Limited Partnership), the board of supervisors of the Company has proposed the nomination of the following candidates for Shareholder representative supervisors for the fifth session of the board of supervisors of the Company:

Shareholder representative supervisors: Cheng Xiangdong, Wang Yue, Zhang Yonglong and Cui Zonglin



## LETTER FROM THE BOARD

The aforesaid candidates meet the qualifications and conditions precedent for Directors or supervisors under the requirements of relevant laws and regulations and the Articles of Association. Upon approval of such proposed appointment of Directors and supervisors at the EGM, unless as adjusted under relevant applicable laws and regulations, the term of office shall be for a period of three years from the date of approval at the EGM. Pursuant to the Articles of Association, the aforesaid people shall be eligible for re-election upon expiry of their terms of office.

Remuneration for the above Directors and supervisors are yet to be determined and will be announced upon determination in due course.

The biographical details of the above candidates for Directors and supervisors are set out in Appendix III to this circular.

Save as disclosed in the aforesaid biographical details, none of the aforesaid candidates for Directors and supervisors has any relationship with other Directors, supervisors, members of senior management or substantial or controlling Shareholders of the Company. Nor do such candidates have any interests 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). There is no information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. None of the candidates held any position as a director of any listed companies in the past three years, or held other office in the Group. There is no other matter that needs to be brought to the attention of the Shareholders of the Company.

The appointment of the aforesaid candidates for Directors and supervisors will be submitted for consideration and approval at the EGM.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Friday, 26 March 2021 to Wednesday, 31 March 2021 (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 Friday, 26 March 2021 are entitled to attend the EGM. Any 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 no later than 4:30 p.m. on Thursday, 25 March 2021.

### **VOTING AT THE EGM**

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM of the Company must be taken by poll except where the chairman, 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 every resolution proposed in the EGM.

## LETTER FROM THE BOARD

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders shall abstain from voting on the resolutions to be proposed at the EGM.

During a poll vote, every Shareholder present in person or by proxy (or, in the case of a member 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 member (including proxy) entitled to two or more votes is under no obligation to cast all his/her votes for or against any resolution.

Among the aforesaid resolutions, ordinary resolutions are to be passed by the affirmative votes representing at least half of the total number of Shares held by the attending Shareholders having voting rights; special resolutions are to be passed by the affirmative votes representing at least two thirds of the total number of Shares held by the attending Shareholders having voting rights. The method of cumulative poll shall be adopted for the voting of resolutions No. 2, No. 3 and No. 4 at the EGM, according to which, the election of each non-independent Director (including executive Director and non-executive Director), independent non-executive Director and supervisor of the Company shall be voted on separately. The number of votes entitled for each Share held by the Shareholders of the Company shall be equal to the number of proposed non-independent Directors (including executive Directors and non-executive Directors), independent non-executive Directors and supervisors of the Company, and the Shareholders of the Company may concentrate their entitled votes when voting. In electing non-independent Directors (including executive Directors and non-executive Directors), independent non-executive Directors and supervisors of the Company, each Shareholder of the Company shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the number of non-independent Directors (including executive Directors and non-executive Directors), independent non-executive Directors and supervisors upon whom he/she can vote. Such votes may only be cast in favour of candidates for non-independent Directors (including executive Directors and non-executive Directors), independent non-executive Directors and supervisors of the Company and the ones who get the largest number of votes shall be elected.

### RECOMMENDATIONS

The Board is of the view that all the resolutions mentioned above are in the best interest of the Company and its Shareholders. Therefore, the Board recommends the Shareholders to vote for the relevant resolutions 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**  
**Jiao Chengyao**  
*Chairman*

Existing Articles	Proposed Amendments
<b>Chapter 6 Shareholders and Shareholders' General Meeting</b>	<b>Chapter 6 Shareholders and Shareholders' General Meeting</b>
<p><b>Article 67</b> The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <p>(I) to decide on the operating policies and investment plans of the Company;</p> <p>(II) to elect and replace Directors and the supervisors who are not representatives of the staff, and decide on matters relating to the remuneration of Directors and supervisors;</p> <p>...</p>	<p><b>Article 67</b> The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:</p> <p>(I) to decide on the operating policies and investment plans of the Company;</p> <p>(II) to elect and replace <u>the Directors and supervisors that are not representatives of the staff</u>, and decide on matters relating to the remuneration of Directors and supervisors;</p> <p>...</p>
<p><b>Article 70</b> The Company shall hold an extraordinary general meeting of shareholders within two (2) months upon the occurrence of one of the following circumstances:</p> <p>(I) the number of Directors is less than <u>six (6)</u>;</p> <p>(II) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(III) shareholders individually or jointly holding not less than 10% (exclusive proxy) of the Company's issued shares request to hold an extraordinary general meeting;</p> <p>(IV) the Board considers it necessary to hold such a meeting;</p> <p>(V) the Board of Supervisors proposes to hold such a meeting;</p> <p>(VI) such other circumstances as provided for by laws and regulations, departmental rules or the Articles of Association.</p>	<p><b>Article 70</b> The Company shall hold an extraordinary general meeting of shareholders within two (2) months upon the occurrence of one of the following circumstances:</p> <p>(I) the number of Directors is less than <u>eight (8)</u>;</p> <p>(II) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(III) shareholders individually or jointly holding not less than 10% (exclusive proxy) of the Company's issued shares request to hold an extraordinary general meeting;</p> <p>(IV) the Board considers it necessary to hold such a meeting;</p> <p>(V) the Board of Supervisors proposes to hold such a meeting;</p> <p>(VI) such other circumstances as provided for by laws and regulations, departmental rules or the Articles of Association.</p>

Existing Articles	Proposed Amendments
<b>Chapter 8 Board of Directors</b>	<b>Chapter 8 Board of Directors</b>
<p><b>Article 153</b> Directors shall be elected or replaced at the shareholders' general meeting and can be removed from their office prior to the expiry of their term by the general meeting, with a term of three (3) years. At the expiry of such term of office, the term is renewable upon re-election.</p> <p>Written notice to nominate a person as Director and a written notice by that person of his willingness to be nominated shall be delivered to the Company after delivery of related notice of a shareholders' general meeting and seven (7) days prior to the convocation of the shareholders' general meeting.</p> <p>A Director's term of office shall commence from the date when he takes office and end upon expiry of the term of current session of the Board of Directors. After expiry of a Director's term of office but before a new Director is elected and takes office, the retiring Director shall continue to perform his duty as a Director pursuant to laws, administrative regulations, department rules and the Company's Articles of Association.</p> <p>The general manager or other senior management members may concurrently serve as Directors, provided that the total number of Directors who concurrently serve as the general manager or other senior management members and the total number of Directors who are served by employee representatives shall not exceed half of the total Directors of the Company.</p>	<p><b>Article 153</b> Directors shall be elected or replaced at the shareholders' general meeting and can be removed from their office prior to the expiry of their term by the general meeting, with a term of three (3) years. At the expiry of such term of office, the term is renewable upon re-election.</p> <p>Written notice to nominate a person as Director and a written notice by that person of his willingness to be nominated shall be delivered to the Company after delivery of related notice of a shareholders' general meeting and seven (7) days prior to the convocation of the shareholders' general meeting.</p> <p>A Director's term of office shall commence from the date when he takes office and end upon expiry of the term of current session of the Board of Directors. After expiry of a Director's term of office but before a new Director is elected and takes office, the retiring Director shall continue to perform his duty as a Director pursuant to laws, administrative regulations, department rules and the Company's Articles of Association.</p> <p>The general manager or other senior management members may concurrently serve as Directors, provided that the total number of Directors who concurrently serve as the general manager or other senior management members and the total number of Directors who are served by employee representatives shall not exceed half of the total Directors of the Company.</p>

Existing Articles	Proposed Amendments
<p><u>There's no Director who is served by employee representative in the Board of Directors of the Company. Directors shall be elected and engaged according to the following procedures:</u></p> <p>(I) to nominate a candidate for Directorship subject to article 116 of the Company's Articles of Association;</p> <p>(II) to disclose details of such candidate by public announcement prior to convocation of a shareholders' general meeting, so as to ensure the shareholders have full knowledge about the candidate at the time of voting;</p> <p>(III) a written commitment shall be made by the candidate prior to convocation of a shareholders' general meeting, expressing his willingness to accept the nomination, promising to publicly disclose his information truthfully and completely and warranting to faithfully perform his duties as a Director after election;</p> <p>(IV) to vote with respect of the list of Director candidates according to article 117 of the Company's Articles of Association; and</p> <p>(V) to enter into a contract of employment with the Director after his election.</p>	<p><u>Employee representatives in the Board shall be elected or removed at employee representatives' general meetings, employees' general meetings or other democratic elections.</u></p> <p><u>Directors who are not employee representatives in the Board shall be elected and engaged according to the following procedures:</u></p> <p>(I) to nominate a candidate for Directorship subject to article 116 of the Company's Articles of Association;</p> <p>(II) to disclose details of such candidate by public announcement prior to convocation of a shareholders' general meeting, so as to ensure the shareholders have full knowledge about the candidate at the time of voting;</p> <p>(III) a written commitment shall be made by the candidate prior to convocation of a shareholders' general meeting, expressing his willingness to accept the nomination, promising to publicly disclose his information truthfully and completely and warranting to faithfully perform his duties as a Director after election;</p> <p>(IV) to vote with respect of the list of Director candidates according to article 117 of the Company's Articles of Association; and</p> <p>(V) to enter into a contract of employment with the Director after his election.</p>
<p><b>Article 163</b> The Board of Directors shall be composed of <u>10</u> Directors and shall have one (1) chairman and one (1) vice chairman.</p>	<p><b>Article 163</b> The Board of Directors shall be composed of <u>11</u> Directors (<u>including one (1) Director who serves as an employee representative</u>) and shall have one (1) chairman and one (1) vice chairman.</p>

(Revised at the thirtieth meeting of the fourth session of the Board and subject to approval at the Shareholder's general meeting of the Company)

Existing Articles	Proposed Amendments
<p><b>Article 4</b> Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within 6 months from the end of the preceding financial year, while the extraordinary general meetings are held irregularly. In any of the following circumstances, an extraordinary general meeting shall be convened within 2 months:</p> <p>(I) where the number of directors is less than 6;</p> <p>(II) where the unrecovered losses of the Company amount to one third of the total amount of its paid-up share capital;</p> <p>(III) where shareholder(s) singly or jointly holding 10% or more of the Company's shares (excluding voting proxy) request(s) for convening an extraordinary general meeting;</p> <p>(IV) where the Board of Directors deems necessary;</p> <p>(V) where the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) other circumstances stipulated by the laws, administrative regulations, departmental rules and regulations, or the Articles of Association.</p> <p>If the Company fails to convene shareholders' general meetings for any reason during the above-mentioned period, the Company shall report to the local securities regulator where the Company locates, and the stock exchanges where its stocks are listed, explaining the reasons and shall publish public announcement.</p>	<p><b>Article 4</b> Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within 6 months from the end of the preceding financial year, while the extraordinary general meetings are held irregularly. In any of the following circumstances, an extraordinary general meeting shall be convened within 2 months:</p> <p>(I) where the number of directors is less than <u>8</u>;</p> <p>(II) where the unrecovered losses of the Company amount to one third of the total amount of its paid-up share capital;</p> <p>(III) where shareholder(s) singly or jointly holding 10% or more of the Company's shares (excluding voting proxy) request(s) for convening an extraordinary general meeting;</p> <p>(IV) where the Board of Directors deems necessary;</p> <p>(V) where the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) other circumstances stipulated by the laws, administrative regulations, departmental rules and regulations, or the Articles of Association.</p> <p>If the Company fails to convene shareholders' general meetings for any reason during the above-mentioned period, the Company shall report to the local securities regulator where the Company locates, and the stock exchanges where its stocks are listed, explaining the reasons and shall publish public announcement.</p>



**ELECTION OF JIAO CHENGYAO AS AN EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Jiao Chengyao are set out as follows:

**Jiao Chengyao (焦承堯)**, male, was born in May 1963 in Gongyi County, Henan. He is a CPC member and a professor-level senior engineer with postgraduate qualifications. He graduated from China Institute of Mining and Technology (中國礦業學院) (now known as China University of Mining and Technology (中國礦業大學)), majoring in mechanical design, manufacture and automation, and obtained a bachelor's degree in engineering in July 1985. He obtained a master's degree in engineering from China University of Mining and Technology in December 2003, and a doctoral degree in economics from Huazhong University of Science and Technology (華中科技大學) in December 2007. From July 1985 to May 1992, he served as a technician, a production dispatcher and an engineer of the No. 1 machinery sub-plant of Zhengzhou Coal Mining Machinery Factory. From May 1992 to May 1993, he was the manager of Zhengshen Import Vehicles Repair Station (鄭深進口汽車維修站). From May 1993 to January 1998, he was the deputy plant manager and plant manager of the No. 1 machinery sub-plant of Zhengzhou Coal Mining Machinery Factory. From January 1998 to July 2000, he was the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. From July 2000 to October 2002, he was the plant manager of Zhengzhou Coal Mining Machinery Factory. From October 2002 to December 2008, he served as the chairman and general manager of Zhengzhou Coal Mining Machinery Company. From July 2015 to May 2020, he acted as the chairman of Henan Machinery Investment Group Co., Ltd. Since December 2008, he has been the chairman of the Company.

As at the Latest Practicable Date, Mr. Jiao Chengyao held 2,901,964 A Shares of the Company, representing approximately 0.195% of all its A Shares and approximately 0.168% of all its Shares.

**ELECTION OF XIANG JIAYU AS AN EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Xiang Jiayu are set out as follows:

**Xiang Jiayu (向家雨)**, male, was born in August 1965 in Guangshan County, Henan. He is a CPC member and a senior engineer with postgraduate qualifications. From September 1980 to July 1984, he studied at the Department of Electrical and Mechanical Engineering of Jiaozuo Mining Institute (焦作礦業學院), majoring in mechanisation. He studied at the China University of Mining and Technology, Master's Department (Beijing) (中國礦業大學北京研究生部) from September 1988 to January 1991, majoring in mining mechanical engineering and obtained a master's degree. From July 1984 to August 1988, he lectured at Yima Mining Technical School (義馬礦務局技校). From May 1991 to December 1992, he was a designer at the research centre of Zhengzhou Coal Mining Machinery Factory. From December 1992 to July 1995, he was the executive officer of the No. 2 research centre of Zhengzhou Coal Mining Machinery Factory. From August 1995 to November 1998, he was the deputy plant manager at the Huanghe Electronics Institute (黃河電動車廠) of Zhengzhou Coal Mining Machinery Factory. From November 1998 to July

2000, he was the executive officer of the hydraulic project centre of Zhengzhou Coal Mining Machinery Factory. From July 2000 to October 2002, he served as the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. From October 2002 to October 2008, he was the deputy general manager and standing deputy general manager of Zhengzhou Coal Mining Machinery Company. From October 2008 to December 2008, he was a director and the general manager of Zhengzhou Coal Mining Machinery Company. From December 2008 to February 2015, he was a director and the general manager of the Company. From February 2015 to February 2018, he has been the vice chairman of the Company. From July 2015 to December 2020, he was a director of Henan Machinery Investment Group Co., Ltd. He has been the secretary to the Party Committee of the Company since December 2014 and a Director of the Company since February 2018.

As at the Latest Practicable Date, Mr. Xiang Jiayu held 1,895,120 A Shares of the Company, representing approximately 0.127% of all its A Shares and approximately 0.109% of all its Shares.

#### **ELECTION OF FU ZUGANG AS AN EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Fu Zugang are set out as follows:

**Fu Zugang** (付祖岡), male, was born in November 1965 in Gong'an County, Hubei. He is a CPC member and a senior engineer with undergraduate qualifications. From September 1981 to July 1985, he studied at Wuhan Technology College (武漢工學院) (now known as Wuhan University of Technology (武漢理工大學)), majoring in casting, and obtained a bachelor's degree in engineering. From July 1985 to July 2000, he served as a technician, an assistant engineer, an engineer, a senior engineer, a team leader of technology team, an assistant to the plant manager, a deputy plant manager and a plant manager of the sub-plant of casting of Zhengzhou Coal Mining Machinery Factory. From July 2000 to October 2002, he was the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. From October 2002 to November 2006, he was the chairman of labour union of Zhengzhou Coal Mining Machinery Company. From November 2006 to December 2008, he was a director and a deputy general manager of Zhengzhou Coal Mining Machinery Company. From December 2008 to February 2012, he was a deputy general manager of the Company. From February 2012 to February 2015, he was a director and a deputy general manager of the Company. From February 2015 to February 2018, he served as the general manager of the Company. Since February 2018, he has been a Director of the Company and the general manager of the coal mining machinery segment.

As at the Latest Practicable Date, Mr. Fu Zugang held 2,526,720 A Shares of the Company, representing approximately 0.170% of all its A Shares and approximately 0.146% of all its Shares.



**ELECTION OF WANG XINYING AS AN EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Wang Xinying are set out as follows:

**Wang Xinying (王新瑩)**, male, was born in October 1965 in Xin'an County, Henan. He is a CPC member and a senior engineer with postgraduate qualifications. From September 1981 to July 1985, he studied at the Department of Mining Engineering of Chongqing University (重慶大學), majoring in mining machinery. From September 2004 to July 2007, he studied at the School of Mechanical Engineering of China University of Mining and Technology and obtained postgraduate qualification and a master's degree in engineering. From July 1985 to October 1992, he was an engineer of the equipment division of Zhengzhou Coal Mining Machinery Factory, and worked and studied in Toyota Motor Corporation between January 1991 and January 1992. From October 1992 to July 1994, he was a deputy manager of Zhengshen Import Vehicles Repair Station. From July 1994 to December 1996, he was a deputy plant manager of the sub-plant of machinery repair of Zhengzhou Coal Mining Machinery Factory. From December 1996 to July 2000, he was a deputy director of the production division of Zhengzhou Coal Mining Machinery Factory. From July 2000 to January 2005, he was the head of corporate planning department of Zhengzhou Coal Mining Machinery Factory. From January 2005 to December 2008, he was a deputy general manager of Zhengzhou Coal Mining Machinery Company. From December 2008 to February 2015, he was a director and deputy general manager of the Company. Since February 2015, he has been a Director of the Company. He has been the chairman of Luoyang LYC Bearing Co., Ltd. since June 2016. Since May 2020, he has been a member of the Party Committee and a director of Henan Machinery Investment Group Co., Ltd.

As at the Latest Practicable Date, Mr. Wang Xinying held 1,895,040 A Shares of the Company, representing approximately 0.127% of all its A Shares and approximately 0.109% of all its Shares.

**ELECTION OF CUI KAI AS A NON-EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Cui Kai are set out as follows:

**Cui Kai (崔凱)**, male, was born in September 1974 in Jincheng City, Shanxi. He holds postgraduate qualifications, CPC membership and the title of senior economist. Mr. Cui graduated as a finance major from Henan University of Economics and Law (河南財經政法大學) with a bachelor's degree in economics in 1997, and as a finance major from Zhongnan University of Economics and Law (中南財經政法大學) with a master's degree in economics in 2001. He successively worked for Henan Provincial Investment Company (河南省建設投資總公司), Henan Venture Investment Co., LTD (河南創業投資股份有限公司) and Henan Investment Group Company Limited (河南投資集團有限公司) from August 1997 to September 2017. He served as the vice president of Henan Asset Management Co., Ltd (河南資產管理有限公司) from September 2017 to December 2019. Since December 2019, Mr.

Cui has become the president of Henan Asset Management Co., Ltd. Since May 2018, he has also served as the chairman of Henan Asset Fund Management Co., Ltd (河南資產基金管理有限公司). Since December 2020, Mr. Cui has also been the legal representative and general manager of Hong Qian Business Management (Henan) Limited from December 2020.

#### **ELECTION OF YANG DONGSHENG AS A NON-EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Yang Dongsheng are set out as follows:

**Yang Dongsheng (楊東升)**, male, was born in March 1968 with Han nationality in Xuzhou City, Jiangsu. He, a Chinese national without the right of permanent residence abroad, is a CPC member and a senior engineer with undergraduate qualifications and a master's degree. From August 1989 to September 2000, he successively served as a technician, an assistant engineer, a director of the transmission department (傳動室), a deputy head of the engineering department, an assistant to general manager, a deputy general manager and deputy secretary to the CPC Party Committee of the scraper branch (鏟運機械分公司) of Xuzhou Construction Machinery Co. Ltd (徐州工程機械股份有限公司). From September 2000 to March 2002, he was a deputy general manager of the road construction machinery branch (築路機械分公司) of Xuzhou Construction Machinery Co. Ltd. From March 2002 to January 2009, he was a deputy general manager of Xugong Construction Machinery Science & Technology Co., Ltd (徐州工程機械科技股份有限公司). From January 2009 to November 2009, he was the deputy general manager and deputy secretary to the CPC party committee of the technology branch (科技分公司) of XCMG Construction Machinery Co., Ltd (徐工集團工程機械股份有限公司). From November 2009 to April 2017, he was a vice president of XCMG Construction Machinery Co., Ltd. From April 2017 to February 2021, he has been the general manager and deputy secretary to the CPC party committee of Xuzhou Construction Machinery Group Co., Ltd. (徐州工程機械集團有限公司) and XCMG Construction Machinery Co., Ltd (徐工集團工程機械有限公司), as well as the deputy secretary to the CPC party committee of XCMG Construction Machinery Co., Ltd (徐工集團工程機械股份有限公司). Since July 2017, he has served as a non-independent director of XCMG Construction Machinery Co., Ltd. Since February 2021, he has worked as the general manager of Xuzhou Construction Machinery Group Co., Ltd. and XCMG Construction Machinery Co., Ltd. Since December 2020, he has been a director of Hong Qian Business Management (Henan) Limited (泓謙企業管理(河南)有限公司).

#### **ELECTION OF CHENG JINGLEI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Cheng Jinglei are set out as follows:

**Cheng Jinglei (程驚雷)**, male, was born in September 1967. He is a CPC member and a professor-level senior engineer with a master's degree in business administration. Mr. Cheng served for SAIC VOLKSWAGEN as an engineer in logistics and industrial engineering, head of the planning and logistics department, head of the production planning department and head of the product engineering department, and served at SAIC Motor as the general manager of its technology and quality department, president of the engineering academy, as well as general manager of the strategy and business planning department and chief engineer. Mr. Cheng was also the chairman of SAIC Silicon Valley Venture Capital (上汽矽谷風險投資公司), Dalian Sunrise Power Company (Fuel

Cell) (大連新源公司(燃料電池)) and DIAS Automotive Electronic Systems Co., Ltd. (聯創汽車電子有限公司), a director of SAIC VOLKSWAGEN and SAIC GM, the vice president of China Society of Automotive Engineers, and the president of Shanghai Society of Automotive Engineers. From June 2018 to April 2020, he served as the partner and president of AGRC. He has been the founder and chairman of Shanghai Shengshi Management Consulting Co., Ltd. (上海昇軾管理諮詢有限公司) since January 2020. From April 2018 to January 2020, he was an independent director of Dah Chong Hong Holdings Limited. He has been an independent director of Shanghai Carthane Co., Ltd. (上海凱眾材料科技股份有限公司) (603037) since August 2019. Since October 2019, he has been a director of the Company.

#### **ELECTION OF JI FENG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Ji Feng are set out as follows:

**Ji Feng (季豐)**, male, was born with Chinese nationality in 1970. He is a certified public accountant and a certified appraiser with a master's degree in accounting. In July 1992, he graduated from Jilin College of Finance and Trade (吉林財貿學院) (now Jilin University of Finance and Economics) and obtained a bachelor's degree in accounting. In December 2010, he obtained a master's degree in accounting from the Business School of Jilin University. From July 1992 to December 1992, he served as a staff member of the First Division of Industry and Finance (工財一處) of the Bureau of Finance of Changchun. From January 1993 to March 1995, he served as the financial manager of both Dalian Company and Jilin Company of China National Chemical Construction (中國化工建設). From March 1995 to December 2001, he served as the deputy general manager of Jilin Zhaoxian Qiushi Accounting Firm (吉林招賢求實會計師事務所). Since January 2002, he has been a partner, a managing partner, and a quality control managing partner of Dahua Certified Public Accountants (Special General Partnership). Since 26 March 2015, he has been an independent director of Beijing Municipal Road and Bridge Co., Ltd. From 20 April 2020, he has been an independent director of Beijing Tieke Shougang Railway-Tech Co., Ltd.

#### **ELECTION OF GUO WENQING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Guo Wenqing are set out as follows:

**Guo Wenqing (郭文氫)**, female, was born with Chinese nationality in Beijing in 1967. She possesses postgraduate qualifications and professional lawyer qualifications. In July 1990, she graduated from the Law School of Renmin University of China and obtained a bachelor's degree in law. She obtained a master's degree in economics from Renmin University of China in January 1996 and an EMBA degree from China Europe International Business School in August 2011. Since August 2010, she has been a chief legal counsel of the private banking department of China Minsheng Banking Corp., Ltd. She served as a partner and lawyer of Beijing Dentons Law Firm (北京市大成律師事務所) from 1994 to 2001, a partner of Beijing Tongwei Law Firm (北京市同維律師事務所) from 2001 to 2005, and a partner of Beijing Kangda Law Firm from 2005 to 2010. She also served as independent director of Shanghai Phichem Material Co., Ltd., from March 2011 to March 2017, and an independent director of Beijing Ctrowell Technology Corporation Limited from October 2011 to September 2017.

**ELECTION OF FANG YUAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY**

Biographical details of Fang Yuan are set out as follows:

**Fang Yuan (方遠)**, is the founding managing partner of Starquest Capital, a China-based private equity investment firm with its investment strategies focused on consumer, healthcare and technology sectors. Prior to founding Starquest Capital in 2018, Mr. Fang served as the head of LGT Capital Partners in China for 12 years. Before joining LGT Capital Partners in early 2007, Mr. Fang worked for AXA Private Equity Group in Singapore, focusing on fund investment and direct investment in the Pan-Asia region. Mr. Fang has a total of 20 years of experience in the financial sector. Mr. Fang holds a bachelor's degree in accounting from Shanghai Jiao Tong University, a MBA degree from INSEAD Business School and an EMBA degree from Tsinghua University PBC School of Finance. Mr. Fang also holds the Chinese certified public accountant qualification. He was appointed as an independent non-executive director of VCREDIT Holdings Limited (listed on the Hong Kong Stock Exchange; stock code: HK02003) on 19 August 2020.

**ELECTION OF CHENG XIANGDONG AS A SHAREHOLDER REPRESENTATIVE SUPERVISOR FOR THE FIFTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY**

Biographical details of Cheng Xiangdong are set out as follows:

**Cheng Xiangdong (程翔東)**, male, was born in December 1973 in Qixian County, Henan. He is a CPC member and a political analyst with a master's degree in management. From September 1993 to July 1995, he studied at the History Department of Shangqiu Teachers College (商丘師範高等專科學校). From July 1995 to September 2000, he was a staff member of the Office of the Bureau of Materials of Shangqiu (商丘市物資局辦公室). From September 2000 to December 2002, he was a deputy director of the Office of the Party Committee of the Bureau of Materials of Shangqiu. From December 2002 to June 2008, he was a deputy director of the Office of Shangqiu Material Circulation Centre (商丘市物資流通中心辦公室) (during which, he studied at Zhengzhou University with undergraduate qualifications from September 1996 to June 2000, majoring in administration management). From June 2008 to August 2008, he worked at the human resources department of Yongcheng Coal and Electricity Group Co., Ltd. From August 2008 to December 2009, he worked at the Beijing Office of Yongcheng Coal and Electricity Group Co., Ltd. From December 2009 to October 2010, he was a general manager assistant and a sales director of Shangqiu Longyu Chemical Co., Ltd. From October 2010 to January 2011, he was a deputy general manager of Shangqiu Longyu Chemical Co., Ltd. From January 2011 to September 2013, he was a director of the Case Inspection Office of the Disciplinary Commission (紀委案件檢查室) of Henan Coal Chemical Industry Group. From September 2013 to August 2015, he was a director of the Case Inspection Office of the

Disciplinary Commission of Henan Energy and Chemical Industry Group (during which, he enrolled in EMBA studies at Beijing Jiaotong University from December 2012 to January 2015 and obtained a master's degree in management). From August 2015 to November 2017, he was a director of the Case Supervision Office of the Disciplinary Commission, a member of the Party Committee and the secretary to the Disciplinary Commission of the Sales Company of Henan Energy and Chemical Industry Group. From November 2017 to May 2020, he was a member of the Party Committee and the secretary to the Disciplinary Commission of Henan Machinery Investment Group. Since May 2020, he has been a member of the Party Committee, the secretary to the Disciplinary Commission, and a director of Henan Machinery Investment Group.

#### **ELECTION OF WANG YUE AS A SUPERVISOR REPRESENTING SHAREHOLDERS FOR THE FIFTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY**

Biographical details of Wang Yue are set out as follows:

**Wang Yue (王躍)**, was born in July 1970 in Nanyang County, Henan. He is a CPC member and a certified public accountant with a master's degree. In July 1993, he graduated from Henan Institute of Finance and Economics (河南財經學院) and obtained a bachelor's degree in economics, majoring in industrial economics. In July 2006, he obtained an MBA degree from Zhengzhou University (鄭州大學). From October 1993 to October 1998, he was an accountant in Zhengzhou Running Water General Corporation (鄭州市自來水總公司). From November 1998 to March 2001, he was the deputy head of the department of accounting and finance of Zhengzhou Dongzhou Water Supply Company Limited (鄭州市東周供水有限公司). From June 2004 to December 2009, he was successively the deputy head and head of the finance department and the financial controller of Zhengzhou Running Water General Corporation. From December 2009 to November 2013, he was the chief accountant of Zhengzhou Running Water Investment Holdings Co., Ltd. (鄭州自來水投資控股有限公司). From November 2013 to September 2015, he was the deputy general manager of Zhengzhou Development Investment Group Co., Ltd. (鄭州發展投資集團有限公司). Since September 2015, he has been the deputy general manager of Henan Machinery Investment Group Co., Ltd. Since February 2018, he has been a supervisor of the Company.

#### **ELECTION OF ZHANG YONGLONG AS A SHAREHOLDER REPRESENTATIVE SUPERVISOR FOR THE FIFTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY**

Biographical details of Zhang Yonglong are set out as follows:

**Zhang Yonglong (張永龍)**, male, was born in January 1980 in Chaohu City, Anhui. He, with Chinese nationality but without the right of permanent residence abroad, is a senior accountant with qualification of Chinese certified public accountant and a master's degree. He obtained a bachelor's degree in business administration from Shenzhen University in 2003 and a master's degree in business administration from Xiamen University in 2017. From February 2002 to January 2004, he served as the information



manager of Shenzhen Maoyu Watch Factory (深圳茂裕鐘錶廠). From February 2004 to March 2007, he was an operation management engineer of Fuzhun Precision Industry (Shenzhen) Co., Ltd. of Foxconn. From April 2007 to June 2012, he served as an accountant of Han's Laser Technology Industry Group Co., Ltd and the financial director of its subsidiary. From July 2012 to December 2017, he has been a financial manager and chief financial officer of Han's Holding Group Co., Ltd.. Since January 2018, he served as the vice president of Han's Holding Group Co., Ltd.. Since December 2020, Mr. Zhang has concurrently served as a director of Hong Qian Business Management (Henan) Limited.

#### **ELECTION OF CUI ZONGLIN AS A SHAREHOLDER REPRESENTATIVE SUPERVISOR FOR THE FIFTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY**

Biographical details of Cui Zonglin are set out as follows:

**Cui Zonglin (崔宗林)**, male, was born with Han nationality in May 1963. He, with Chinese nationality but without the right of permanent residence abroad, is a CPC member, a senior economist and a human resource manager. In July 1983, he graduated from Zhengzhou Coal Management Institute, majoring in labour economics. In July 1986, he graduated from Zhengzhou University, majoring in law. In December 1995, he graduated from the Party School of CPC Central Committee, majoring in economic management. He has been working in the Company since 1983, successively serving as a principal staff member, section chief, an assistant to the head and a deputy head of the human resources department, and a deputy head (in charge of work) and the head of the legal affairs department. He has been a special expert of the Company since February 2018.



**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)**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

**NOTICE IS HEREBY GIVEN THAT** the first extraordinary general meeting of 2021 (the “EGM”) of Zhengzhou Coal Mining Machinery Group Company Limited (鄭州煤礦機械集團股份有限公司) (the “Company”) will be convened at the Convention Centre, Office Building of Zhengzhou Coal Mining Machinery Group Company Limited, No. 167, 9th Street, Econ-Tech Development Zone, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on Wednesday, 31 March 2021 for the following purposes:

**SPECIAL RESOLUTION**

1. Resolution on Amendments to the Articles of Association and the Procedural Rules for Shareholders’ General Meetings, considered and approved at the 30th meeting of the fourth session of the Board of Directors of the Company
  - 1.1 To consider and approve the amendments to the Articles of Association
  - 1.2 To consider and approve the amendments to the Procedural Rules for Shareholders’ General Meetings

**ORDINARY RESOLUTIONS**

2. To consider and approve the resolution on the election of non-independent Directors for the fifth session of the Board of Directors of the Company, with the following items to be voted upon separately:
  - 2.1 To consider and approve the election of Jiao Chengyao as an executive Director for the fifth session of the Board of Directors of the Company
  - 2.2 To consider and approve the election of Xiang Jiayu as an executive Director for the fifth session of the Board of Directors of the Company
  - 2.3 To consider and approve the election of Fu Zugang as an executive Director for the fifth session of the Board of Directors of the Company

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

- 2.4 To consider and approve the election of Wang Xinying as an executive Director for the fifth session of the Board of Directors of the Company
- 2.5 To consider and approve the election of Cui Kai as a non-executive Director for the fifth session of the Board of Directors of the Company
- 2.6 To consider and approve the election of Yang Dongsheng as a non-executive Director for the fifth session of the Board of Directors of the Company
3. To consider and approve the resolution on the election of independent Directors for the fifth session of the Board of Directors of the Company, with the following items to be voted upon separately:
  - 3.1 To consider and approve the election of Cheng Jinglei as an independent non-executive Director for the fifth session of the Board of Directors of the Company
  - 3.2 To consider and approve the election of Ji Feng as an independent non-executive Director for the fifth session of the Board of Directors of the Company
  - 3.3 To consider and approve the election of Guo Wenqing as an independent non-executive Director for the fifth session of the Board of Directors of the Company
  - 3.4 To consider and approve the election of Fang Yuan as an independent non-executive Director for the fifth session of the Board of Directors of the Company
4. To consider and approve the resolution on the election of Shareholder representative supervisor for the fifth session of the board of supervisors of the Company, with the following items to be voted upon separately:
  - 4.1 To consider and approve the election of Cheng Xiangdong as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company
  - 4.2 To consider and approve the election of Wang Yue as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company
  - 4.3 To consider and approve the election of Zhang Yonglong as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company
  - 4.4 To consider and approve the election of Cui Zonglin as a Shareholder representative supervisor for the fifth session of the board of supervisors of the Company



## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

### 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 Friday, 26 March 2021 to Wednesday, 31 March 2021 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on Friday, 26 March 2021 shall be to attend and vote at the EGM. Any H shareholders who intend to attend and vote at the EGM are required to deposit all 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 no later than 4:30 p.m. on Thursday, 25 March 2021.

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

Zhengzhou, PRC, 16 March 2021

*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 are Mr. JIANG Hua, Mr. LI Xudong and Mr. Cheng Jinglei.*

*Notes:*

- (1) All votes of resolutions 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](http://www.hkexnews.hk)) and the Company ([www.zmj.com](http://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 EGM 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 type 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 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 (i.e. 9:00 a.m. on Tuesday, 30 March 2021 (Hong Kong time)) 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.

## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

- (5) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its 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 of Directors 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, Econ-Tech Development Zone, Zhengzhou, Henan Province, the PRC
Postal Code:	450016
Telephone:	86-371-6789 1199
Contact Person:	Mr. XI Zhipeng
Facsimile:	86-371-6789 1000