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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Zhengzhou Coal Mining Machinery Group Company Limited (the “**Company**”) is pleased to announce that at the meeting of the board of directors held on 17 April 2025, the resolutions in relation to, among other things, the amendments to the Articles of Association of Zhengzhou Coal Mining Machinery Group Company Limited (the “**Articles of Association**”) were approved. Taking into account the actual situation of the Company, it is also proposed to make appropriate amendments to other provisions of the Articles of Association (the “**Proposed Amendments**”). Details of the Proposed Amendments are set out below:

Original	Proposed amend to
<p>Article 6 The Company's registered capital is RMB1,782,245,970.</p>	<p>Article 6 The Company's registered capital is RMB<u>1,785,399,930</u>.</p>
<p>Article 24 Upon the completion of the H share issuance (without exercising the over-allotment option), the share capital structure of the Company shall be: 1,621,122,000 shares of the ordinary shares issued in total, of which 1,377,887,800 shares of domestic-invested shares and 243,234,200 shares of overseas-listed foreign-invested shares.</p> <p>.....</p> <p>On 5 January 2023, the 3,600,300 shares of first newly added shares of the Company's second exercisable period of the 2019 share option incentive plan were issued and registered, and the share capital structure of the Company shall change to: 1,782,245,970 shares of the ordinary shares issued in total, of which 1,539,011,770 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.</p>	<p>Article 24 Upon the completion of the H share issuance (without exercising the over-allotment option), the share capital structure of the Company shall be: 1,621,122,000 shares of the ordinary shares issued in total, of which 1,377,887,800 shares of domestic-invested shares and 243,234,200 shares of overseas-listed foreign-invested shares.</p> <p>.....</p> <p>On 5 January 2023, the 3,600,300 shares of first newly added shares of the Company's second exercisable period of the 2019 share option incentive plan were issued and registered, and the share capital structure of the Company shall change to: 1,782,245,970 shares of the ordinary shares issued in total, of which 1,539,011,770 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.</p> <p><u>On 8 September 2023, the Company repurchased and canceled 1,728,000 restricted shares, and the share capital structure of the Company shall change to: 1,780,517,970 shares of the ordinary shares issued in total, of which 1,537,283,770 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.</u></p> <p><u>On 8 December 2023, the 891,000 shares of second newly added shares of the Company's second exercisable period of the 2019 share option incentive plan were issued and registered, and the share capital structure of the Company shall change to: 1,781,408,970 shares of the ordinary shares issued in total, of which 1,538,174,770 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.</u></p>

	<p><u>On 17 January 2024, the 4,128,960 shares of first newly added shares of the Company's third exercisable period of the 2019 share option incentive plan were issued and registered, and the share capital structure of the Company shall change to: 1,785,537,930 shares of the ordinary shares issued in total, of which 1,542,303,730 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.</u></p> <p><u>On 15 July 2024, the 204,000 shares of second newly added shares of the Company's third exercisable period of the 2019 share option incentive plan were issued and registered, and the share capital structure of the Company shall change to: 1,785,741,930 shares of the ordinary shares issued in total, of which 1,542,507,730 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.</u></p> <p><u>On 19 September 2024, the Company repurchased and canceled 342,000 restricted shares, and the share capital structure of the Company shall change to: 1,785,399,930 shares of the ordinary shares issued in total, of which 1,542,165,730 domestic shares and 243,234,200 shares of overseas-listed foreign-invested shares.</u></p>
<p>Article 70 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>(1) the number of Directors is less than eight (8);</p>	<p>Article 70 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>(1) the number of Directors is less than <u>the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association;</u></p>

<p>(2) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(3) 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>(4) the Board considers it necessary to hold such a meeting;</p> <p>(5) the Board of Supervisors proposes to hold such a meeting;</p> <p>(6) such other circumstances as provided for by laws and regulations, departmental rules or the Articles of Association.</p>	<p>(2) the uncovered losses are in excess of one-third of the Company's total share capital;</p> <p>(3) 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>(4) the Board considers it necessary to hold such a meeting;</p> <p>(5) the Board of Supervisors proposes to hold such a meeting;</p> <p>(6) such other circumstances as provided for by laws and regulations, departmental rules or the Articles of Association.</p>
<p>Article 163 The Board of Directors shall be composed of 11 Directors (including one (1) Director who serves as an employee representative) and shall have one (1) chairman and one (1) vice chairman.</p>	<p>Article 163 The Board of Directors shall be composed of <u>9</u> Directors (including one (1) Director who serves as an employee representative) and shall have one (1) chairman and one (1) vice chairman.</p>

The Proposed Amendments shall be submitted to the general meeting of the Company for consideration and approval.

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

Zhengzhou, PRC, 17 April 2025

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