

郑州煤矿机械集团股份有限公司 董事会议事规则

Rules of Procedure of the Board of Directors of Zhengzhou Coal Mining Machinery Group Co., Ltd.

(经 2012 年 8 月 24 日郑州煤矿机械集团股份有限公司 2012 年第一次临时股东大会修订, 2012 年 12 月 5 日郑州煤矿机械集团股份有限公司 H 股上市时实施; 2018 年 2 月 12 日郑州煤矿机械集团股份有限公司 2018 年第一次临时股东大会修订; 2019 年 5 月 15 日郑州煤矿机械集团股份有限公司 2019 年第一次临时股东大会修订)

第一条 宗旨

Article 1 Tenet

为了进一步规范郑州煤矿机械集团股份有限公司(“**本公司**”)董事会的议事方式和决策程序, 促使董事和董事会有效地履行其职责, 提高董事会规范运作和科学决策水平, 根据《中华人民共和国公司法》(以下简称“《公司法》”)、《中华人民共和国证券法》、《上市公司治理准则》、《上海证券交易所股票上市规则》、《国务院关于股份有限公司境外募集股份及上市的特别规定》、《到境外上市公司章程必备条款》、《关于到香港上市公司对公司章程作补充修改的意见的函》和《香港联合交易所有限公司证券上市规则》(以下简称“《香港上市规则》”)等有关法律、法规、规范性文件的要求, 以及《郑州煤矿机械集团股份有限公司章程》(2011 修订, 以下简称“**公司章程**”)的有关规定, 制订本规则。

These rules are hereby formulated in accordance with pertinent laws, regulations and normative documents including the *Company Law of the People's Republic of China* (hereinafter referred to as the “*Company Law*”), the *Securities Law of the People's Republic of China*, the *Code of Corporate Governance for Listed Companies*, the *Rules of Shanghai Stock Exchange on Listing Stocks*, the *Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies*, *Mandatory Provisions of Articles of Association of Companies Listed Overseas*, the *Letter Concerning the Suggestions on the Supplements and Amendments of the Articles of Association of Companies Listed in HK*, *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* (hereinafter referred to as the “*HK Listing Rules*”) and other relative provisions of the *Articles of Association of Zhengzhou Coal Mining Machinery Group Co., Ltd. (2011 Revision*, hereinafter referred to as the “*Articles of Association*”), with the purposes of further standardizing the discussing and voting procedures of the Board of Directors of Zhengzhou Coal Mining Machinery Group Co., Ltd. (“**the Company**”), promoting the directors and the Board of Directors to effectively fulfill their responsibilities and improving the standard operation and scientific decision-making ability of the Board of Directors.

第二条 董事会办公室

Article 2 The Office of the Board of Directors

董事会下设董事会办公室，处理董事会日常事务。

The Board of Directors shall have the Office of the Board of Directors to handle the daily routines of the Board of Directors.

董事会秘书或者证券事务代表兼任董事会办公室负责人，保管董事会和董事会办公室印章。

The Secretary of the Board of Directors or the Securities Affairs Representative shall hold a concurrent post of the Head of the Office of the Board of Directors and keep the seals of the Board of Directors and the Office of the Board of Directors.

第三条定期会议

Article 3 Regular Meeting

董事会会议分为定期会议和临时会议。

The meetings of the Board of Directors shall be classified as regular ones and interim ones.

董事会每年至少召开 4 次定期会议，大约每季一次。每次召开董事会定期会议应有大部分有权出席会议的董事亲身出席，或透过电子通讯方法积极参与。因此，董事会定期会议并不包括以传阅书面决议方式取得董事会批准。

The Board of Directors shall hold the regular meeting at least four times a year at approximately quarterly intervals. It is expected that regular board meetings will normally involve the active participation, either in person or through electronic means of communication, of a majority of directors entitled to be present. So, a regular meeting does not include obtaining board consent through circulating written resolutions.

召开董事会定期会议，应于会议召开 14 日以前书面通知全体董事和监事。

All directors and supervisors shall be notified in writing 14 days prior to the date of holding the regular board meetings.

第四条定期会议的提案

Article 4 Proposal of Regular Meeting

在发出召开董事会定期会议的通知前，董事会办公室应当充分征求各董事的意见，初步形成会议提案后交董事长拟定。董事会应确保全体董事皆有机会提出商讨事项列入董事会定期会议议程。

Before sending out the notice for convening the regular board meeting, the Office of the Board of Directors shall ask the advices of all directors to form the primary proposal of the meeting which shall be submitted to the Chairman of the Board to decide. Arrangements shall be in place to ensure that all directors are given an opportunity to include matters in the agenda for regular board meetings.

董事长在拟定提案前，应当视需要征求总经理和其他高级管理人员的意见。

Before deciding the proposal, the Chairman of the Board shall ask the advices of the General Manager and other senior management optionally.

第五条临时会议

Article 5 Interim Meeting

有下列情形之一的，董事会应当召开临时会议：

In case of one of the following circumstances, the Board of Directors shall convene the interim meeting:

- (一) 代表 1/10 以上表决权的股东提议时；
shareholders representing more than 10% of voting rights propose for such a meeting;
- (二) 1/3 以上董事联名提议时；
more than one-third directors propose for such a meeting jointly;
- (三) 监事会提议时；
the Board of Supervisors proposes for such a meeting;
- (四) 董事长认为必要时；
the Chairman of the Board deems necessary;
- (五) 1/2 以上独立非执行董事提议时；
more than half of the independent non-executive directors propose for such a meeting;
- (六) 总经理提议时；
the General Manager proposes for such a meeting;
- (七) 中国证券监督管理部门要求召开时；
China securities supervisory and administrative departments require to convene such a meeting; and
- (八) 公司章程规定的其他情形。
other circumstances stipulated in the Articles of Association.

第六条临时会议的提议程序

Article 6 Proposing Procedures of Interim Meeting

按照前条规定提议召开董事会临时会议的，应当通过董事会办公室或者直接向董事长提交经提议人签字（盖章）的书面提议。书面提议中应当载明下列事项：

If any director proposes to convene the interim meeting of the Board of Directors in accordance with the previous article, a written proposal signed by the relevant director(s) shall be submitted to the Chairman of the Board of Directors through the Office of the Board of Directors or directly. The written proposal shall contain the following items:

- (一) 提议人的姓名或者名称；
the name of proposer(s);
- (二) 提议理由或者提议所基于的客观事由；
the reasons for proposal and the objective causes that the proposal is based on;
- (三) 提议会议召开的时间或者时限、地点和方式；
the proposed time or time limit, place and manner to convene the meeting;

(四) 明确和具体的提案;
the clear and specific proposal; and

(五) 提议人的联系方式和提议日期等。
the contact information of proposer(s), the date of proposing and so on.

提案内容应当属于公司章程规定的董事会职权范围内的事项,与提案有关材料应当一并提交。

The proposal content shall be related to the matters within the terms of reference of the Board of Directors stipulated in the Articles of Association, and other materials concerning the proposal shall be submitted along with it.

董事会办公室在收到上述书面提议和有关材料后,应当于当日转交董事长。董事长认为提案内容不明确、具体或者有关材料不充分的,可以要求提议人修改或者补充。

After receiving the above written proposal and relevant materials, the Office of the Board of Directors shall deliver them to the Chairman of the Board on the same day. If the Chairman of the Board deems that the content of the proposal is not clear and specific, or relevant materials are inadequate, he may ask the proposer to amend or supplement.

董事长应当自接到提议或者中国证券监督管理部门的要求后 10 日内,召集董事会会议并主持会议。

The Chairman of the Board shall convene and preside over the meeting of the Board of Directors within 10 days after personally receiving the proposal or the requirement by China securities supervisory and administrative departments.

第七条对董事会的授权

Article 7 Authorization to the Board of Directors

公司经营过程中发生的下列交易,由股东大会授权公司董事会审议批准,但根据《香港上市规则》需要取得股东(包括独立股东及/或无利害关系的股东)批准的交易除外,并按照《香港上市规则》的规定操作:

The Shareholders' General Meeting shall authorize the Board of Directors of the Company to review and approve the following transactions during the operation of the Company, except the transactions to be approved by the shareholders (including the independent shareholders and/or uninterested shareholders) according to the *Hong Kong Listing Rules*, and shall be operate in accordance with the *Hong Kong Listing Rules*:

(一) 交易涉及的资产总额占公司最近一期经审计总资产的 10%以上少于 50%,该交易涉及的资产总额同时存在帐面值和评估值的,以较高者作为计算数据;

the involved total assets of the transactions account for more than 10% but less than 50% of the recent audited total assets of the Company. If there are both the book value and the assessed value of the involved total assets, it shall take the higher as the calculating data;

(二) 交易的成交金额(包括承担的债务和费用)占公司最近一期经审计净资产的 10%以上 50%以下,且绝对金额超过人民币 1000 万元;

the consideration of a transaction (including the assumption of liability to debts and expenses) accounts for more than 10% but less than 50% of the latest audited net

assets of the Company, and the absolute amount exceeds RMB10 million;

(三) 交易标的（如股权）在最近一个会计年度相关的营业收入占公司最近一个会计年度经审计营业收入的 10%以上 50%以下，且绝对金额超过人民币 1000 万元；

the related revenue of the transaction subject (for example, equity interests) of the latest accounting year accounts for more than 10% but less than 50% of the audited revenue of Company for the latest accounting year, and the absolute amount exceeds RMB10 million;

(四) 交易标的（如股权）在最近一个会计年度相关的净利润占公司最近一个会计年度经审计净利润的 10%以上 50%以下，且绝对金额超过 100 万元；

the related net profit of the transaction subject (for example, equity interests) of the latest accounting year accounts for more than 10% but less than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1,000,000; and

(五) 交易产生的利润占公司最近一个会计年度经审计净利润的 10%以上 50%以下，且绝对金额超过 100 万元。

the profit generated from the transactions accounts for more than 10% but less than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1,000,000.

惟若其他适用的香港法律、法规、规则另有规定，则需要按照该等法律、法规、规则的要求执行。

Unless other applicable Hong Kong laws, regulations and rules stipulate otherwise, it shall carry out the requirements of those laws, regulations and rules.

上述指标涉及的数据如为负值，取其绝对值计算。

If the above index relates the datum of negative value, it shall take its absolute value for calculating.

上述交易属于购买、出售资产的，不含购买原材料、燃料和动力，以及出售产品、商品等与日常经营相关的资产，但资产置换中涉及购买、出售此类资产的，仍包含在内。

If the above transactions are purchasing or selling assets, it shall not include purchasing raw materials, fuels and motive powers and selling the assets related with the day to day operation such as products, commodities and the like, but if the replacement of assets relates to the purchase and sale of such assets, they shall still be included.

上述交易属于公司对外投资设立有限责任公司或者股份有限公司，按照《公司法》第二十六条或者第八十一条规定可以分期缴足出资额的，应当以协议约定的全部出资额为标准适用本条第一款的规定。

If the above transactions belong to the Limited Liability Company or the Limited Company established by the Company's investment, which can pay the investment amount in full by installments according to the provisions of article 26 or article 81 of the *Company Law*, the provision of the first clause of this article shall apply, with the total investment amount specified in the Agreement as the standard.

上述交易属于提供财务资助和委托理财等事项时，应当以发生额作为计算标准，并按交易事

项的类型在连续 12 个月内累计计算，适用本条第一款的规定。已按照本条第一款的规定履行相关义务的，不再纳入相关的累计计算范围。

When any of the above transactions belongs to the matters of providing financial aid, entrusting investments and the like, the incurred amount shall be considered as the basis of calculation, it shall calculate accumulatively within 12 consecutive months according to the types of the transaction matters, and the provision of the first clause of this article shall apply. The relevant duties which have been fulfilled according to the provision of the first clause of this article shall apply shall not be brought into the range of related accumulative calculation any longer.

上述交易属于提供担保、提供财务资助、委托理财等之外的其他交易时，应当对相同交易类别下标的相关的各项交易，按照连续 12 个月内累计计算的原则，适用本条第一款的规定。已按照本条第一款的规定履行相关义务的，不再纳入相关的累计计算范围。

When any of the above transactions belongs to the matters other than providing guarantees, financial aid, entrusting investments and the like, the transactions related to the subject matter under the same type of transactions shall be calculated accumulatively within 12 consecutive months, and the provision of the first clause of this article shall apply. The relevant duties which have been fulfilled according to the provision of the first clause of this article shall no longer be brought into the scope of related accumulative calculation.

除前款规定外，公司发生“购买或者出售资产”交易，不论交易标的是否相关，所涉及的资产总额或者成交金额在连续十二个月内经累计计算不得超过公司最近一期经审计总资产 30%。

Save as specified in the preceding clause, where the Company conducts transactions of “purchase or sales of assets”, whether or not the subject matter of the transactions are related, the total assets or transaction volume involved in twelve consecutive months shall not exceed 30% of the latest audited total assets of the Company.

受限于《香港上市规则》及所有适用的香港法律、法规、规则的规定的前提下，公司董事会有权对公司章程第六十八条所规定以外的对外担保事项进行审议批准，对于董事会权限范围内的担保事项，除应当经全体董事的过半数通过外，还应当经出席董事会会议的三分之二以上董事同意。

Under the precondition of being limited to the *Hong Kong Listing Rules* and the provisions of all applicable Hong Kong laws, regulations and rules, the Board of Directors of the Company shall have the right to review and approve the external guarantee matters except those specified in article 68 of the Articles of Association. Besides being passed by the majority of all directors, the guarantee matters within the terms of references of the Board of Directors shall also be agreed by more than two-thirds of the directors attending the meeting of the Board of Directors.

受限于《香港上市规则》及所有适用的香港法律、法规、规则的规定的前提下，公司与关联人发生的交易(公司提供担保、获赠现金资产除外)金额少于人民币 3000 万元，或占上市公司最近一期经审计净资产绝对值少于 5%的关联交易，由公司董事会审议批准。

Under the precondition of being limited to the *Hong Kong Listing Rules* and the provisions of all applicable Hong Kong laws, regulations and rules, if the amount of the transaction

between the Company and the connected person (except the transactions that the Company provides guarantee or donated cash assets) is less than RMB30 million Yuan, or takes less than 5% of the absolute value of the recent audited net assets, the connected transaction shall be reviewed and approved by the Board of Directors.

第八条董事会权限限制

Article 8 Limits of Authority of the Board of Directors

董事会在处置固定资产时，如拟处置固定资产的预期价值，与此项处置建议前四个月内已处置了的固定资产所得到的价值的总和，超过股东大会最近审议的资产负债表所显示的固定资产价值的百分之三十三，则董事会在未经股东大会批准前不得处置或者同意处置该固定资产。The Board of Directors shall not, nor not agree to, dispose certain fixed assets until such disposal is approved by the General Meeting of Stockholders, if the total sum of the expected value of fixed assets to be disposed and value of fixed assets disposed within 4 months prior to this disposal suggestion exceeds 33% of the total value of fixed assets showed in the statement of assets and liabilities reviewed recently by the General Meeting of Stockholders.

本条所指对固定资产的处置，包括转让某些资产权益的行为，但不包括以固定资产提供担保的行为。

The disposal of fixed assets in this article shall include transferring certain asset interests and shall not include providing guarantee with fixed assets.

公司处置固定资产进行的交易的有效性，不因违反本条第一款而受影响。

The validity of the disposal of fixed assets of the Company shall not be influenced by the violation of the first clause of this article.

第八(A)条董事会的企业管治职能

Article 8 (A) Corporate Governance Function of the Board of Directors

董事会的企业管治职能范围应至少包括：

The range of the corporate governance function of the Board of Directors shall at least include:

- (一) 制定及检讨本公司的企业管治政策及常规；
to formulate and review the corporate governance policies and rules of the Company;
- (二) 检讨及监察董事及高级管理人员的培训及持续专业发展；
to review and supervise the training of the directors and senior management and the continuing professional development;
- (三) 检讨及监察本公司在遵守法律及监管规定方面的政策及常规；
to review and supervise the policies and rules at the aspect of the abidance by the laws and regulatory rules;
- (四) 制定、检讨及监察雇员及董事的操守准则及合规手册（如有）；及
to formulate, review and supervise the Code of Conduct and Compliance Manual (if any) for the employees and the directors; and

(五) 检讨本公司遵守《香港上市规则》附录十四的《企业管治守则》（“《守则》”）的情况及在本公司年报的《企业管治报告》内的披露。

to review the abidance by the Appendix 14 the *Corporate Governance Rules* (“*the Rules*”) of the *Hong Kong Listing Rules* of the Company and the disclosure in the *Corporate Governance Report* of the Annual Report of the Company.

第九条董事长的决策权限

Article 9 Decision-making Authority of the Chairman of the Board

公司经营过程中发生的事项如未达到股东大会、董事会审议的标准，公司董事长有权进行决策或者授权公司总经理进行决策。

If the matters during the operation of the Company do not reach the standard of to be reviewed by Shareholders' General Meeting and the Board of Directors, the Chairman of the Board shall have the right to make decision or authorize the General Manager of the Company to make decision.

第十条会议的召集和主持

Article 10 Calling and Presiding of Meetings

董事会会议由董事长召集和主持；董事长不能履行职务或者不履行职务的，由副董事长召集和主持；副董事长不能履行职务或者不履行职务的，由半数以上董事共同推举 1 名董事召集和主持。

The meetings of the Board of Directors shall be called and presided over by the Chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the deputy Chairman shall call and preside over the meeting. If the deputy is unable or fails to perform his duties, a director elected by the majority of the directors shall call and preside over the meeting.

第十一条会议通知

Article 11 Meeting Notifications

召开董事会定期会议和临时会议，董事会办公室应当分别提前 14 日和 5 日将盖有董事会办公室印章的书面会议通知，通过专人送出、邮递、传真、电子邮件或《公司章程》规定的其他方式，提交全体董事和监事以及总经理、董事会秘书。非专人送出的，还应当通过电话进行确认并做相应记录。

For convening the regular meetings and interim meetings of the Board of Directors, the Office of the Board of Directors shall send the written meeting notices stamped with the seal of the Board of Directors to all directors, supervisors, the General Manager and the Secretary of the Board of Directors by hand, post, fax, email or by other means stipulated in the *Articles of Association* 14 and 5 days in advance respectively. The meeting notices which are not delivered by hand shall also be confirmed via telephone and recorded correspondingly.

情况紧急，需要尽快召开董事会临时会议的，可以随时通过电话或者其他口头方式发出会议通知，但召集人应当在会议上作出说明。

In case of urgent situation that the interim meeting of the Board of Directors shall be convened as soon as possible, the meeting notice may be sent via telephone or in other

oral forms, but the convener shall explain at the meeting.

第十二条会议通知的内容

Article 12 Contents of Meeting Notice

书面会议通知应当至少包括以下内容：

The written meeting notice shall include at least the following information:

- (一) 会议的时间、地点；
the date and place of the meeting;
- (二) 会议的召开方式；
the form of convening the meeting;
- (三) 拟审议的事项（会议提案）；
the matters (meeting proposals) to be reviewed;
- (四) 会议召集人和会议主席、临时会议的提议人及其书面提议；
the convener and the chairman of the meeting, the proposer of the interim meeting and his written proposal;
- (五) 董事表决所必需的会议材料；
the materials of meeting for the directors to vote;
- (六) 董事应当亲自出席或者委托其他董事代为出席会议的要求；
the requirement that the directors shall attend the meeting personally or entrust other directors to attend the meeting; and
- (七) 联系人和联系方式。
the contact and the contact information.

口头会议通知至少应包括上述第（一）、（二）及（三）项内容，以及情况紧急需要尽快召开董事会临时会议的说明。

The oral notice of meeting shall at least include the above items (i), (ii) and (iii), as well as the description for convening the interim meeting of the Board of Directors in case of the urgent situation.

第十三条会议通知的变更

Article 13 Alterations of Meeting Notice

董事会定期会议的书面会议通知发出后，如果需要变更会议的时间、地点等事项或者增加、变更、取消会议提案的，应当在原定会议召开日之前 3 日发出书面变更通知，说明情况和新提案的有关内容及相关材料。不足 3 日的，会议日期应当相应顺延或者取得全体与会董事的认可后按期召开。

If the time, place or other matters of the meeting should be changed, or any meeting proposal should be increased, altered or canceled, after the written meeting notices of the regular meetings of the Board of Directors have been sent out, the written alteration notices shall be sent out 3 days prior to the original convening date of the meeting to state the circumstances, related contents of new proposal and relevant materials. If it is less than 3 days, the meeting shall be postponed correspondingly, or the meeting may be

convened on schedule with the approval of all participating directors.

董事会临时会议的会议通知发出后,如果需要变更会议的时间、地点等事项或者增加、变更、取消会议提案的,应当事先取得全体与会董事的认可并做好相应记录。

If the time, place or other matters of the meeting should be changed, or any meeting proposal should be increased, altered or canceled, after the meeting notices of the interim meetings of the Board of Directors have been sent out, it shall get the approval of all participating directors and shall record correspondingly.

第十四条会议的召开

Article 14 Convening of Meetings

董事会会议应当有过半数的董事(包括按本公司章程规定,书面委托其他董事代为出席董事会会议的董事)出席方可举行。有关董事拒不出席或者怠于出席会议导致无法满足会议召开的最低人数要求时,董事长和董事会秘书应当及时向监管部门报告。

The meetings of the Board of Directors may be held only if the majority of the directors attend, (including the directors who entrust, in writing, other directors to attend the meetings of the Board of Directors as their representatives in accordance with the Articles of Association). In case that the minimum quorum is not satisfied because the relevant directors are refused to attend or are negligent in attending the meeting, the Chairman of the Board of Directors and the Secretary of the Board of Directors shall report to the regulatory agencies promptly.

监事可以列席董事会会议;总经理和董事会秘书未兼任董事的,应当列席董事会会议。会议主席认为有必要的,可以通知其他有关人员列席董事会会议。

The supervisors may attend the meetings of the Board of Directors as non-voting participants, and the General Manager and the Secretary of the Board of Directors who do not hold the concurrent post of the direction shall attend the meetings of the Board of Directors as non-voting participants. When the Chairman of the Board of Directors deems necessary, other relevant persons may be notified to attend the meetings of the Board of Directors as non-voting participants.

第十五条亲自出席和委托出席

Article 15 Personal Attending and Entrusting Attendance

董事原则上应当亲自出席董事会会议。因故不能出席会议的,应当事先审阅会议材料,形成明确的意见,书面委托其他董事代为出席。

The directors shall attend the meetings of the Board of Directors personally. If the directors are unable to attend the meeting for certain reasons, they may review the meeting materials and show clear opinions in advance and entrust other director in writing to attend as his representative.

委托书应当载明:

The power of attorney shall contain:

(一) 委托人和受托人的姓名;

the names of and the trustor and the trustee;

- (二) 委托人对每项提案的简要意见;
the trustor's brief opinions on each proposal;
- (三) 委托人的授权范围和对提案表决意向的指示;
the scope of authority and the directions for the voting intentions of proposal by the trustor; and
- (四) 委托人的签字、日期等。
the signature by the trustor, the date and the like.

委托其他董事对定期报告代为签署书面确认意见的,应当在委托书中进行专门授权。
If other director is entrusted to sign the written confirmation for periodic reports as the representative, special authorization shall be contained in the power of attorney.

受托董事应当向会议主席提交书面委托书,在会议签到簿上说明受托出席的情况。
The entrusted director shall submit the written power of attorney to the Chairman of the meeting and state the entrusted attendance on the attendance book of the meeting.

第十六条关于委托出席的限制

Article 16 Limitations on Entrusting Attendance

委托和受托出席董事会会议应当遵循以下原则:

The entrusting attendance and entrusted attendance of the meetings of the Board of Directors shall follow the following principles:

- (一) 在审议关联交易事项时,非关联董事不得委托关联董事代为出席;关联董事也不得接受非关联董事的委托;
when reviewing the matters of connected transaction, the unaffiliated directors should not entrust the affiliated directors to attend as their representatives, and the affiliated directors should also not accept the authorization by the unaffiliated directors;
- (二) 独立非执行董事不得委托非独立非执行董事代为出席,非独立非执行董事也不得接受独立非执行董事的委托;
the independent non-executive directors should not entrust the non-independent non-executive directors to attend as their representatives, and the non-independent non-executive directors should also not accept the authorization by the independent non-executive directors;
- (三) 董事不得在未说明其本人对提案的个人意见和表决意向的情况下全权委托其他董事代为出席,有关董事也不得接受全权委托和授权不明确的委托。
the directors should not entrust other directors to attend as their representatives discretionarily without stating their personal opinions and voting intentions for the proposals, and relevant directors should also not accept the carte blanche and unclear authorization; and
- (四) 1名董事不得接受超过2名董事的委托,董事也不得委托已经接受2名其他董事委托的董事代为出席。
one director should not accept the authorization by more than two directors, and the

director should also not entrust the director to attend as his representative, who has accepted the authorization by the other two directors.

第十七条会议召开方式

Article 17 Forms of Meetings

董事会会议以现场召开为原则。必要时，在保障董事充分表达意见的前提下，经召集人（会议主席）、提议人同意，也可以通过视频、电话、传真或者电子邮件表决等方式召开。董事会会议也可以采取现场与其他方式同时进行的方式召开。

The meetings of the Board of Directors shall follow the principle of on-site convening. When necessary, the meetings may also be convened in the forms of voting via video, telephone, fax or email and the like, with the agreement of the convener (the Chairman of the meeting) and the proposer under the precondition of ensuring the directors to express their opinions fully.

非以现场方式召开的，以视频显示在场的董事、在电话会议中发表意见的董事、规定期限内实际收到传真或者电子邮件等有效表决票，或者董事事后提交的曾参加会议的书面确认函等计算出席会议的董事人数。

For the off-site meeting, the number of participating directors shall be calculated according to the on-site directors shown by video, the directors voiced their opinions on telephone meeting, the effective vote tickets actually received via fax or email within specified period or the written confirmation letters for the attendance of meeting submitted by the directors afterwards.

若有大股东或董事在董事会将予考虑的事项中存有董事会认为重大的利益冲突，有关事项应以召开董事会会议（而非书面决议）方式处理。在交易中本身及其联系人均没有重大利益的独立非执行董事应该出席有关的董事会会议。

If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board of Directors which the Board of Directors has determined to be material, the matter shall be dealt with by a meeting of the Board of Directors (rather than a written resolution). Independent non-executive directors who, and whose associates, have no material interest in the transaction shall be present at the meeting of the Board of Directors.

第十八条会议审议程序

Article 18 Review Procedures of Meeting

会议主席应当提请出席董事会会议的董事对各项提案发表明确的意见。

The Chairman of the meeting shall call the participating directors to present their opinions on various proposals clearly.

对于根据规定需要独立非执行董事事前认可的提案，会议主席应当在讨论有关提案前，指定 1 名独立非执行董事宣读独立非执行董事达成的书面认可意见。

For the proposals which are specified to be approved by the independent non-executive directors in advance, the Chairman of the meeting shall appoint one independent non-executive director to read out the written approval opinion of independent non-executive directors before relevant proposals are discussed.

董事阻碍会议正常进行或者影响其他董事发言的，会议主席应当及时制止。

The Chairman of the meeting shall stop the director hindering the meeting or influencing other directors to speak immediately.

除征得全体与会董事的一致同意外，董事会会议不得就未包括在会议通知中的提案进行表决。董事接受其他董事委托代为出席董事会会议的，不得代表其他董事对未包括在会议通知中的提案进行表决。

The proposal excluded in the meeting notice should not be voted on the meeting of the Board of Directors unless all participating directors agree. The directors entrusted by other directors to attend the meeting of the Board of Directors should not represent other directors to vote on any proposal excluded in the meeting notice.

第十九条发表意见

Article 19 Expression of Opinion

董事应当认真阅读有关会议材料，在充分了解情况的基础上独立、审慎地发表意见。

The directors shall read relevant meeting materials carefully and express their opinions independently and prudently on the basis of knowing the circumstances well.

董事可以在会前向董事会办公室、会议召集人、总经理和其他高级管理人员、各专门委员会、会计师事务所和律师事务所等有关人员和机构了解决策所需要的信息，也可以在会议进行中向会议主席建议请上述人员和机构代表与会解释有关情况。

The directors may know the information for making decision from the Office of the Board of Directors, the meeting convener, the General Manager, other senior management, the special committees, the accounting firm, the law firm and other relevant personnel before the meeting and may also advise the Chairman of the meeting to invite the above personnel and bodies to participate the meeting and explain related circumstances during the meeting.

第二十条会议表决

Article 20 Vote on Meeting

每项提案经过充分讨论后，会议主席应当适时提请与会董事进行表决。

The Chairman of the meeting shall call the participating directors to make decisions timely after the full discussion of each proposal.

会议表决实行 1 人 1 票，以举手或书面等方式进行。当反对票和赞成票相等时，董事长有权多投一票。

The decisions on the meetings shall be made by "one person, one vote" in the form of a show of hands or in writing. When the negative votes are equal to the affirmative notes, the Chairman of the Board of Directors has the right to vote one more.

董事的表决意向分为同意、反对和弃权。与会董事应当从上述意向中选择其一，未做选择或者同时选择两个以上意向的，会议主席应当要求有关董事重新选择，拒不选择的，视为弃权；中途离开会场不回而未做选择的，视为弃权。

The voting intentions of the directors shall be classified as agreement, disagreement and abstention. The participating directors shall choose one of the above intentions; failing to make choice or choosing more than two intentions simultaneously, the relevant directors

shall be required by the Chairman of the meeting to make choice again; and the relevant director who is refused to make choice shall be regarded as an abstainer. The director who leaves the meeting place halfway without making a choice shall be regarded as an abstainer.

第二十一条表决结果的统计

Article 21 Statistic of Vote Result

与会董事表决完成后,证券事务代表和董事会办公室有关工作人员应当及时收集董事的表决票,交董事会秘书在 1 名监事或者独立非执行董事的监督下进行统计。

After the participating directors voted, the Securities Affairs Representative and relevant personnel of the Office of the Board of Directors shall collect the vote tickets of the directors timely and submit them to the Secretary of the Board of Directors for the statistic under the supervision by one supervisor or independent non-executive director.

现场召开会议的,会议主席应当当场宣布统计结果;其他情况下,会议主席应当要求董事会秘书在规定的表决时限结束后下一工作日之前,通知董事表决结果。

The Chairman of the meeting shall announce the statistic result on the spot, for on-site meeting. Under other circumstances, the Chairman of the meeting shall ask the Secretary of the Board of Directors to inform the directors of the vote result before next workday after the end of specified time limit of vote.

董事在会议主席宣布表决结果后或者规定的表决时限结束后进行表决的,其表决情况不予统计。

The votes by the directors after the Chairmen of the Board of Directors announced the vote result or after the end of specified time limit of vote shall not be considered for statistic.

第二十二条决议的形成

Article 22 Formation of Resolution

除本规则第二十三条规定的情形外,董事会审议通过会议提案并形成相关决议,必须有超过公司全体董事人数之半数的董事对该提案投赞成票。法律、行政法规和公司章程规定董事会形成决议应当取得更多董事同意的,从其规定。

Except the circumstances stipulated in article 23 of those Rules, the proposal reviewed and passed by the Board of Directors must get the affirmative votes of more than the half of all directors of the Company and then may become a resolution. It shall be subject to the provisions, if the laws, administrative laws and regulations, and the Articles of Association specify that the resolution of the Board of Directors shall get the agreement of more directors.

董事会根据公司章程的规定,在其权限范围内对担保事项作出决议,除公司全体董事过半数同意外,还必须经出席会议的 2/3 以上董事的同意。

Besides the agreement of the majority of all directors of the Company, the Board of Directors must get the agreement of more than two-thirds of the participating directors further, and then the Board of Directors may make resolutions for the guarantee matters within its terms of references in accordance with the provisions of the Articles of

Association,

不同决议在内容和含义上出现矛盾的，以形成时间在后的决议为准。

The contradictory contents and meanings of different resolutions shall be subject to the ones formed later.

第二十三条回避表决

Article 23 Avoidance of Vote

董事个人或者其所任职的其他企业直接或者间接与公司已有的或者计划中的合同、交易、安排有关联关系时（聘任合同除外），不论有关事项在一般情况下是否需要董事会批准同意，均应当尽快向董事会披露其关联关系的性质和程度。

When the individual director or other corporate that he serves is affiliated with existing or planning Contracts, transactions and arrangements of the Company (except the Employment Contract), no matter whether relevant matters should be approved and agreed by the Board of Directors in general, the nature and degree of their association relationship shall be disclosed to the Board of Directors as soon as possible.

出现下述情形的，董事应当对有关提案回避表决：

The directors shall avoid voting on related proposals under the following circumstances:

- (一) 公司股票上市地证券交易所规定董事应当回避的情形；
the circumstances that the Stock Exchange of the place where the Company's stock is listed specifies that the directors shall avoid;
- (二) 董事本人认为应当回避的情形；
the circumstances that the relevant directors themselves deem to avoid; and
- (三) 公司章程规定的因董事与会议提案所涉及的企业有关联关系而须回避的其他情形。
other circumstances that the Articles of Association specifies that the directors must avoid due to the association relationship between the directors and the corporate related with the proposals of the meeting.

在董事回避表决的情况下，有关董事会会议由过半数的无关联关系董事出席即可举行，形成决议须经无关联关系董事过半数通过。出席会议的无关联关系董事人数不足 3 人的，不得对有关提案进行表决，而应当将该事项提交股东大会审议。

Under the circumstances that the directors avoid voting, the related meetings of the Board of Directors may be convened with the attendances of the majority of the unrelated directors, and the formed resolutions must be passed by the majority of the unrelated directors. If the unrelated directors attending the meeting are less than 3, relevant proposals should not be voted, and such matters shall be submitted to the Shareholders' General Meeting for reviewing.

第二十四条不得越权

Article 24 Forbiddance of Ultra Vires

董事会应当严格按照股东大会和公司章程的授权行事，不得越权形成决议。

The Board of Directors shall act in strict accordance with the authorization by the Shareholders' General Meeting and the Articles of Association and shall be forbidden to

form resolutions by ultra vires.

第二十五条关于利润分配的特别规定

Article 25 Special Provisions for Profit Distribution

董事会会议需要就公司利润分配事宜作出决议的, 可以先将拟提交董事会审议的分配预案通知注册会计师, 并要求其据此出具审计报告草案(除涉及分配之外的其他财务数据均已确定)。董事会作出分配的决议后, 应当要求注册会计师出具正式的审计报告, 董事会再根据注册会计师出具的正式审计报告对其他相关事项作出决议。

If the matters concerning the profit distribution of the Company should be resolved on the meetings of the Board of Directors, the Certified Public Accountant may be informed of the distribution plan to be submitted to the Board of Directors for reviewing, and the Certified Public Accountant shall be required to issue a draft audit report accordingly (except those concerning the profit distribution, all the other financial data have been confirmed). After the Board of Directors made the resolution of distribution, the Certified Public Accountant shall be required to issue a formal audit report, and the Board of Directors shall make resolutions for other related matters according to the formal audit report issued by the Certified Public Accountant.

第二十六条提案未获通过的处理

Article 26 Treatment of Unapproved Proposal

提案未获通过的, 在有关条件和因素未发生重大变化的情况下, 董事会会议在 1 个月内不应当再审议内容相同的提案。

For the unapproved proposal, the meetings of the Board of Directors shall not review the proposal with the same contents within one month again without the occurrence of material changes of related conditions and factors.

第二十七条暂缓表决

Article 27 Postponed Vote

1/2 以上的与会董事或 2 名以上独立非执行董事认为提案不明确、不具体, 或者因会议材料不充分等其他事由导致其无法对有关事项作出判断时, 会议主席应当要求会议对该议题进行暂缓表决。

If more than a half of participating directors or more than two independent non-executive directors deem that the proposal is unclear and unspecific, or are unable to judge related matters due to inadequate meeting materials and other reasons, the Chairman of the meeting shall require the meeting to postpone the vote on such topic.

提议暂缓表决的董事应当对提案再次提交审议应满足的条件提出明确要求。

The director who advises postponing the vote shall put forward clear requirements of the conditions for resubmitting such proposal for reviewing.

第二十八条会议录音

Article 28 Meeting Recording

现场召开和以视频、电话等方式召开的董事会会议, 可以视需要进行全程录音。

Total recording may be made optionally for the on-site meetings of the Board of Directors

and the meetings convened in the forms of video, telephone and so on.

第二十九条会议记录

Article 29 Meeting Minutes

董事会秘书应当安排董事会办公室工作人员对董事会会议做好记录。会议记录应当包括以下内容：

The Secretary of the Board of Directors shall arrange the workers of the Office of the Board of Directors to make minutes for the meetings of the Board of Directors. The meeting minutes should include the following information:

- (一) 会议届次和召开的时间、地点、方式；
the session, time, place and form of the meeting;
- (二) 会议通知的发出情况；
the sending of the meeting notice;
- (三) 会议召集人和会议主席；
the convener and the chairman of the meeting;
- (四) 董事亲自出席和受托出席的情况；
the personal and entrusted attendances of the directors;
- (五) 会议审议的提案、每位董事对有关事项的发言要点和主要意见（其中应该包括董事提出的任何疑虑或表达的反对意见，如有）、对提案的表决意向；
the proposal reviewed on the meeting, the speech points and main opinions concerning relevant matters (which shall include any doubt raised by the directors or any dissenting opinion expressed by the directors, if any) and the voting intentions for the proposal of each Director;
- (六) 每项提案的表决方式和表决结果（说明具体的同意、反对、弃权票数）；
the voting form and voting result of each proposal (the specific voting numbers of agreement, disagreement and abstention shall be stated);
- (七) 与会董事认为应当记载的其他事项；
other matters that the participating directors consider to be recorded; and
- (八) 公司章程规定的其他事项。
other matters stipulated in the Articles of Association.

第三十条会议纪要和决议记录

Article 30 Meeting Summary and Minutes of Resolution

除会议记录外，董事会秘书还可以视需要安排董事会办公室工作人员对会议召开情况作成简明扼要的会议纪要，根据统计的表决结果就会议所形成的决议制作单独的决议记录。

Besides the minutes of meeting, the Secretary of the Board of Directors shall also arrange the workers of the Office of the Board of Directors to make the brief meeting summary according to the convening of the meeting and make the separate minutes of resolution for the formed resolutions according to the statistic result of voting.

第三十一条董事签字

Article 31 Signatures by Directors

董事会会议结束后，应于合理时段内先后将会议记录的初稿及最终定稿发送全体董事，初稿供董事表达意见，最后定稿则作其纪录之用。与会董事应当代表其本人和委托其代为出席会议的董事对会议记录和决议记录进行签字确认。董事对会议记录或者决议记录有不同意见的，可以在签字时作出书面说明。必要时，应当及时向监管部门报告，也可以发表公开声明。

The first draft and final draft of the minutes shall be sent to all directors for their comments and records within a reasonable time after the meeting. The participating directors shall confirm the minutes of meeting and the minutes of resolution by signature on behalf of themselves and those directors who have been entrusted to attend the meeting as their representatives. The director may explain in writing when signing, for any dissenting opinion on the minutes of meeting or the minutes of resolution. He shall report to the regulatory authorities timely and may make public statements when necessary.

董事既不按前款规定进行签字确认，又不对其不同意见作出书面说明或者向监管部门报告、发表公开声明的，视为完全同意会议记录和决议记录的内容。

In case that the director neither confirms by signature according to the previous provision nor explains his dissenting opinion in writing or reports to the regulatory authorities or makes public statements, he shall be regarded as being in full agreement with the contents of the minutes of meeting or the minutes of resolution.

第三十二条决议公告

Article 32 Resolution Announcement

董事会决议公告事宜，由董事会秘书根据公司股票上市地证券交易所的有关规定办理。在决议公告披露之前，与会董事和会议列席人员、记录和服务人员等负有对决议内容保密的义务。

The matters concerning the resolution announcement of the Board of Directors shall be handled by the Secretary of the Board of Directors in accordance with the related regulations of the Stock Exchange of the place where the Company's stock is listed. Before disclosing the resolution announcement, the participating directors, the persons attending the meeting as non-voting participants, the recorders, the service personal and the like are subject to the obligations of confidentiality on the resolution contents.

第三十三条决议的执行

Article 33 Implementation of Resolutions

董事长应当督促有关人员落实董事会决议，检查决议的实施情况，并在以后的董事会会议上通报已经形成的决议的执行情况。

The Chairman of the Board of Directors shall supervise and urge relevant personnel to implement the resolutions of the Board of Directors, check the implementation of the resolutions, and report the implementation of the formed resolution on the subsequent meetings of the Board of Directors.

第三十四条会议档案的保存

Article 34 Storage of Meeting Files

董事会会议档案，包括会议通知和会议材料、会议签到簿、董事代为出席的授权委托书、会议录音资料、表决票、经与会董事签字确认的会议记录、会议纪要、决议记录、决议公告等，由董事会秘书负责保存。

The meeting files of the Board of Directors, including the meeting notice, meeting materials, attendance book, power of attorney for the directors to attend as representative, meeting recording materials, vote tickets, the minutes, meeting summary, minutes of resolution and resolution announcements confirmed by the signatures of the directors and the like, shall be kept by the Secretary of the Board of Directors.

董事会会议档案的保存期限为 10 年。

The storage life of the meeting materials of the Board of Directors shall be 10 years

第三十五条附则

Article 35 Supplementary Provisions

在本规则中，“以上”包括本数。

The phrase of “more than” in these Rules of Procedure shall include the number or amount itself.

本规则已经取得公司股东大会审议通过，作为公司章程的附件与其一同自本公司境外上市外资股(H股)发行并上市之日起生效。

These Rules have been passed on the General Meeting of Stockholders and, as an attachment of the Articles of Association of the Company, shall come into force along with the Articles of Association from the date, on which the overseas listed foreign shares (H-share) of the Company are issued and listed.

本规则将按适用的上市规则的要求在公司网站以及有关的证券交易所网站上公开。

These Rules shall be disclosed on the Company's web sites and relevant web sites of Stock Exchange according to the applicable requirements of Listing Rules.

本规则由董事会解释。

These Rules shall be interpreted by the Board of Directors.

若本规则与不时生效的《香港上市规则》的规定有抵触或差异，实际操作以不时生效的《香港上市规则》的规定为准，并以符合该等规定为前提。若中国法律法规、《香港上市规则》以及其他相关的法律、法规、规则与本规则有差异，以严格者为准。

In case there is any contradiction or difference between these Rules and the provisions of *Hong Kong Listing Rules* that come into force from time to time, the practical operation shall be subject to the latter under the precondition of meeting such provisions. In case there is any difference between these Rules and the laws and regulations of the People's Republic of China, *Hong Kong Listing Rules* and other relative laws, regulations and rules, it shall be subject to the stricter one.

郑州煤矿机械集团股份有限公司
Zhengzhou Coal Mining Machinery Group Co., Ltd.

2019年5月15日
May 15th, 2019