

郑州煤矿机械集团股份有限公司
股东提名董事候选人程序细则
Procedure Rules of Candidates of Directors
Nominated by Shareholders
of
Zhengzhou Coal Mining Machinery Group Co., Ltd.

(2017年12月7日第三届董事会第三十三次会议修订)

第一章 总 则
Chapter I General Principles

第一条 为进一步建立健全郑州煤矿机械集团股份有限公司股东提名董事候选人程序，完善公司治理结构，根据《中华人民共和国公司法》、《上市公司治理准则》、《公司章程》、《香港联合交易所有限公司证券上市规则》及其他有关规定，郑州煤矿机械集团股份有限公司（本公司）特制定本程序细则。

Article 1 In order to further establish and optimize procedures of candidates of directors nominated by shareholders of Zhengzhou Coal Mining Machinery Group Co., Ltd. (“**the Company**”) for a perfect corporate governance structure, Procedure Rules of Candidates of nominee directors by Shareholders is hereby formulated pursuant to the *Company Law of the People’s Republic of China*, the *Code of Corporate Governance for Listed Companies*, the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, *Articles of Association* and other relevant regulations.

第二章 关于董事候选人的一般性规定
Chapter II General Provisions for Candidates of Directors

第二条 公司董事为自然人,有下列情形之一的,不能获提名为公司的董事候选人,亦不能成为公司的董事:

Article 2 Directors of the Company shall be natural persons, and any one subject to any of the following conditions shall not be granted candidate of nominee director of the Company:

- (一) 无民事行为能力或者限制民事行为能力;
Has no or limited capability for civil conduct;
- (二) 因犯有贪污、贿赂、侵占财产、挪用财产罪或者破坏社会经济秩序罪,被判处刑罚,执行期满未逾五年,或者因犯罪被剥夺政治权利,执行期满未逾五年;
Got sentenced a penalty for guilty of corruption, bribery, crime of appropriation of property, misappropriation of property or destruction of the social and economic order, or undertakes deprivation of political right due to commitment of crime, and either term of penalty remains within five years;
- (三) 担任因经营管理不善破产清算的公司、企业的董事或者厂长、经理,并对该公司、企业的破产负有个人责任的,自该公司、企业破产清算完结之日起未逾三年;
Held office of director, factory director or manager in such Company that went to bankruptcy due to poor business management and took responsibility for the bankruptcy of such Company, and no more than three years were past;
- (四) 担任因违法被吊销营业执照的公司、企业的法定代表人,并负有个人责任的,自该公司、企业被吊销营业执照之日起未逾三年;

Held office of legal representative for such Company or enterprise whose license was revoked due to violation of laws and took personal responsibility for such revocation, which hasn't experienced over three years;

- (五) 个人所负数额较大的债务到期未清偿;
Relatively large amount of debt due was or is not repaid.
- (六) 因触犯刑法被司法机关立案调查, 尚未结案;
The person who violated the penal law and was investigated by relevant judicial authority, which remains unconcluded;
- (七) 法律、行政法规规定不能担任企业领导;
Such person who's not allowed for leadership in an enterprise as provided in laws or administrative regulations;
- (八) 非自然人;
Non-natural person;
- (九) 被中国证监会处以证券市场禁入处罚, 期限未了的;
Such person who's not allowed for access to stock market as a punishment by China Securities Regulatory Commission, and such punishment term has not ended yet;
- (十) 被有关主管机构裁定违反有关证券法规的规定, 且涉及有欺诈或者不诚实的行为, 自该裁定之日起未逾五年。
Such person who went against securities laws as judged by relevant competent body, and involved fraud or other dishonest behavior, since which, less than five years pasted.

违反本条规定提名董事候选人的, 该提名无效。

Candidate of nominee director shall be regarded invalid to the extent this article violated.

第三条 董事由股东大会选举产生和更换, 任期三年。董事(含补选董事)任期从就任之日起计算至当届董事会任期届满之日终止。董事任期届满, 可以连选连任, 但独立董事连任时间不得超过六年。

Article 3 Directors shall be elected and replaced in general meeting of shareholders with a term of three years. Term of office of a director (including without limitation to by-election director) will commence on the first date of office and end upon the expiration of current board of directors. The director may, upon expiration of term of office and to the extent reelected, continue to hold office, provided an independent director shall not hold office for a period over six years.

第三章 股东提名董事候选人的程序规定

Chapter III Procedure Provisions for Candidates of Directors Nominated by Shareholders

第四条 单独或者合并持有公司百分之三以上股份的股东有权提名非独立董事候选人, 单独或者合并持有公司百分之一以上股份的股东有权提名独立董事候选人。

Article 4 A shareholder holding more than 3% individual or combined shares of the Company has the right to nominate non-independent candidates of directors, and a shareholder holding more than 1% individual or combined shares of the Company has the right to nominate independent candidates of directors.

第五条 股东应将有关提名董事候选人的通知和董事候选人的详细资料发给公司。发送该等资料的时间应按照公司章程和公司上市地证券交易所的要求进行。该等资料包括但不限于董事候选人的个人信息、职业、学历、职称、详细的工作经历、全部兼职等情况。

Article 5 Shareholder shall furnish notice relating to candidates of nominee directors and detailed materials of candidates of directors, including without limitation to the candidate's

personal information, occupation, education background, title, detailed working experience and, if any, all experienced part-time jobs at such a time as prescribed in Articles of Association and required by stock exchange at the place where the Company is listed.

第六条 董事候选人应在有关股东大会召开之前向公司作出书面承诺，同意接受提名，承诺公开披露的董事候选人的资料真实、完整并保证当选后切实履行董事职责。

Article 6 Candidates of directors shall, prior to commencement of relevant general meeting of shareholders, make a written commitment to the Company, agreeing to accept nomination and promise that all materials of candidates of directors publicly disclosed are true and complete, and once elected, engage in practical performance of duties and responsibilities as a director.

第七条 若以提案方式提出，有关提名董事候选人的意图、候选人表明愿意接受提名的书面通知以及本细则第六条规定的董事候选人的书面承诺，应当在有关股东大会通知发出后至股东大会召开七天前的期间内发给公司，而该期间不少于七天；若以临时提案方式提出，有关提名董事候选人的意图、候选人表明愿意接受提名的书面通知以及本细则第六条规定的董事候选人的书面承诺，应在有关股东大会召开十天前发给公司。

Article 7 If proposed in a manner of draft resolution, intents, written notice of acceptance of nomination of, as well as written commitment provided in article 6 herein made by, relevant candidates of nominee directors, shall be furnished to the Company upon notice of general meeting and seven days prior to commencement thereof, a period of which shall be within seven days; if proposed in a manner of interim draft resolution, intents, written notice of acceptance of nomination of, as well as written commitment provided in article 6 herein made by, relevant candidates of nominee directors, shall be furnished to the Company ten days prior to commencement of the general meeting of shareholders.

第八条 提名独立董事候选人的提名股东在提名前应当征得被提名人的同意。提名股东应当充分了解被提名人的职业、学历、职称、详细工作经历、全部兼职等情况，并对其担任独立董事的资格和独立性发表意见，被提名人应当就其本人与公司之间不存在任何影响其独立客观判断的关系发表公开声明。在选举独立董事的股东大会召开前，公司董事会应当按照规定公布上述内容。

Article 8 Shareholder who proposes nomination shall acquire consent of the nominee prior to practical nomination. Such shareholder shall also be in full and adequate knowledge of the candidate's personal information, occupation, education background, title, detailed working experience and, if any, all experienced par-time jobs, and declare opinions on qualification and independency of the nominee as an independent director. The nominee shall make a declaration concerning the truth that no relationship established between him and the Company, which will influence his independent and objective judgment. Directors of the Company shall announce the foregoing information subject to relevant provisions prior to the general meeting of shareholders for election of independent directors.

第九条 在选举独立董事的股东大会召开前，公司应将董事会的书面意见及所有被提名人的有关材料同时报送中国证监会、公司所在地中国证监会派出机构和公司股票挂牌交易的证券交易所。公司董事会对被提名人的有关情况有异议的，应同时报送董事会的书面意见。对中国证监会及交易所持有异议的被提名人，可作为公司董事候选人，但不作为独立董事候选人。在召开股东大会选举独立董事时，公司董事会应对独立董事候选人是否被中国证监会及交易所提出异议的情况进行说明。

Article 9 The Company shall, prior to the commencement of general meeting for election of independent directors, submit written opinions of board of directors and relevant materials of all nominees to China Securities Regulatory Commission (CSRC), agency of CSRC in the place where the Company was domiciled and the stock exchange for trading of the Company's stocks. All disagreement of any director of the Company with regard to specific nominee shall also be accompanied with written opinions. Any nominee objected by CSRC will be candidate of director other than independent director of the Company.

During the general meeting, board of directors of the Company shall make a statement as to whether candidates of independent directors are objected by CSRC or stock exchange.

第十条 控股股东应严格依照法律法规和公司章程规定的条件和程序提名公司董事候选人，并且提名的董事候选人应当具备相关知识和决策能力。

Article 10 Controlling shareholders of the Company shall abide by laws and regulations and conditions and procedures provided in Articles of Association to nominate candidates of directors for the Company, and the nominee shall have relevant knowledge and decision-making ability.

第四章 附 则

Chapter IV Supplemental Rules

第十一条 本程序细则自董事会决议通过之日起执行。

Article 11 These Procedure Rules shall be implemented upon the date it is voted and adopted through the Board resolution.

第十二条 本程序细则未尽事宜，按国家有关法律、法规和公司章程的规定执行；本细则如与中国日后颁布的法律、法规，不时生效的《香港上市规则》或经合法程序修改后的公司章程相抵触时，按国家有关法律、法规、《香港上市规则》和公司章程中较严格的规定执行，并立即修订，报董事会审议通过。

Article 12 Matters not covered in these Procedure Rules shall be implemented in accordance with the relevant laws and regulations of the PRC and the Articles of Association of the Company. Where these Rules conflict with any applicable *Listing Rules of HK* issued afterward or the Articles of Association validly amended, the stricter one shall prevail, and such Rules shall be revised immediately for approval by the Board.

本规则将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。

Requirements of listing rules applicable to these rules will be made public on websites of the Company and relevant stock exchanges.

第十三条 本细则所指的高级管理人员是指《公司章程》中规定的和依据公司的经营需要由公司董事会聘任的管理人员。

Article 13 Senior management personnel herein refers to that provided in Articles of Association and hired by board of directors of the Company for business operation.

第十四条 本细则解释权归属郑州煤矿机械集团股份有限公司董事会。

Article 14 Board of directors of Zhengzhou Coal Mining Machinery Group Co., Ltd. reserves the power to interpret these rules.

注：本细则以中文拟就，英文翻译仅供参考。如本细则的中文与英文版本有任何差异，概以中文版本为准。

Note: These Rules were proposed and represented in Chinese and the English version shall be for reference only. Where any difference occurs between Chinese and English versions, the Chinese version shall govern.

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

2012年12月5日
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