

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Zoomlion Heavy Industry Science and Technology Co., Ltd.*

中聯重科股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1157)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING,
H SHARES CLASS MEETING AND
A SHARES CLASS MEETING
HELD ON MONDAY, 29 JUNE 2015
(2) RETIREMENT OF DIRECTORS
(3) APPOINTMENT OF DIRECTORS
(4) APPOINTMENT OF SUPERVISORS
(5) CHANGES OF COMPOSITION OF BOARD COMMITTEES
AND
(6) DIVIDEND**

The board of directors (the “**Board**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the “**Company**”) is pleased to announce that the annual general meeting (the “**AGM**”), the class meeting for the holders of H shares (the “**H Shares**”) of the Company (the “**H Shares Class Meeting**”) and the class meeting for the holders of A shares (the “**A Shares**”) of the Company (the “**A Shares Class Meeting**”, together with the AGM and the H Shares Class Meeting, collectively referred to as the “**Meetings**”) were held on Monday, 29 June 2015 at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the People’s Republic of China (the “**PRC**”).

For details of the resolutions considered at the Meetings, Shareholders may refer to the notices of the annual general meeting and the H Shares Class Meeting and the circular (“**Circular**”) of the Company dated 14 May 2015; and the supplemental notice of the AGM, and the supplemental circular dated 10 June 2015. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of this announcement, the number of total issued shares of the Company is 7,705,954,050 shares, comprising of 1,430,028,886 H Shares and 6,275,925,164 A Shares.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE AGM

At the AGM, the proposed resolutions set out in the notice of the AGM were voted by poll. The Poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve the report of the Board of Directors of the Company for the year 2014.	2,482,277,888 (99.958842%)	966,271 (0.038911%)	55,810 (0.002247%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the report of the Supervisory Board of the Company for the year 2014.	2,482,216,488 (99.956369%)	1,001,971 (0.040349%)	81,510 (0.003282%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the report of settlement accounts of the Company for the year 2014.	2,482,242,188 (99.957404%)	965,771 (0.038891%)	92,010 (0.003705%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the full text and the summary of the annual report of A shares of the Company for the year 2014.	2,482,205,988 (99.955946%)	1,001,971 (0.040349%)	92,010 (0.003705%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the annual report of H shares of the Company for the year 2014.	2,482,205,988 (99.955946%)	965,771 (0.038891%)	128,210 (0.005163%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the profit distribution plan of the Company for the year 2014, and to approve final dividend in the amount of RMB0.05 per share (inclusive of tax) be declared and distributed on the basis of the total share capital of 7,705,954,050 Shares of the Company for the year ended 31 December 2014, the aggregate amount of which is approximately RMB385 million.	2,482,216,488 (99.956369%)	1,001,971 (0.040349%)	81,510 (0.003282%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
7.	To consider and approve the appointment of Company's auditors for the year 2015.			
	(1) To consider and approve the appointment of Baker Tilly China Certified Public Accountants Co., Ltd. as the domestic auditor of the Company for the year ending 31 December 2015;	2,482,211,488 (99.956168%)	965,771 (0.038891%)	122,710 (0.004941%)
	(2) To consider and approve the appointment of KPMG as the international auditor of the Company for the year ended 31 December 2015; and	2,482,211,488 (99.956168%)	965,771 (0.038891%)	122,710 (0.004941%)
	(3) To authorize the audit committee of the board of directors of the Company (" Board ") to determine the principles of fixing the remunerations of the PRC and international auditors and to authorize the Company's management to determine their actual remunerations based on the agreed principles.	2,482,210,708 (99.956137%)	966,551 (0.038922%)	122,710 (0.004941%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8.	To consider and approve the proposal of change in the use of part of proceeds from the Private Placement.	2,482,216,488 (99.956369%)	965,771 (0.038891%)	117,710 (0.004740%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.	To consider and approve the application by the Company to the relevant banks for credit facilities and financing with credit limit not exceeding RMB120 billion.	2,481,980,641 (99.946872%)	965,771 (0.038891%)	353,557 (0.014237%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
10.	To consider and authorize Zoomlion Finance and Leasing (China) Co., Ltd. to apply for finance with maximum limit of RMB3.0 billion relating to its finance leasing business.	2,482,252,688 (99.957827%)	965,771 (0.038891%)	81,510 (0.003282%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11.	To consider and authorize Zoomlion Finance and Leasing (Beijing) Co., Ltd. to apply for finance with maximum limit of RMB6.0 billion relating to its finance leasing business.	2,482,252,688 (99.957827%)	965,771 (0.038891%)	81,510 (0.003282%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
12.	To consider and approve the proposed provision of a guarantee with maximum limit of RMB4.5 billion by the Company for 16 subsidiaries.	2,325,517,787 (93.646270%)	157,653,972 (6.348567%)	128,210 (0.005163%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
13.	To consider and approve the carrying out of low risk investment and financial management by the Company with maximum investment amount of RMB4 billion and the chairman of the Board be authorized to exercise such decision-making power in low risk investment to the extent of the maximum amount of investment specified and to execute the relevant contracts and agreements.	2,481,332,341 (99.920766%)	1,603,571 (0.064574%)	364,057 (0.014660%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
14.	To consider and approve the development of financial derivatives business by the Company with a principal of not more than RMB13 billion and the chairman of the Board and any person authorized by the chairman of the Board be authorized to exercise decision-making power in financial derivative investment to the extent of the maximum amount of investment, and to execute the relevant contracts and agreements.	2,481,378,688 (99.922632%)	1,603,571 (0.064574%)	317,710 (0.012794%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
15.	To consider and approve the proposed amendments to the Procedural Rules for Shareholders' Meetings of the Company.	2,482,052,688 (99.949773%)	965,771 (0.038891%)	281,510 (0.011336%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
16.	(1) To consider and approve the appointment of Dr. Zhan Chunxin as an executive director of the Company for a term until the expiration of the fifth session of the members of the board of directors of the Company;	2,444,131,410 (98.422721%)	39,073,780 (1.565409%)	294,779 (0.011870%)
	(2) To consider and approve the appointment of Mr. Hu Xinbao as a non-executive director of the Company for a term until the expiration of the fifth session of the members of the board of directors of the Company; and	2,480,150,843 (99.873188%)	769,247 (0.039030%)	2,179,879 (0.087782%)
	(3) To consider and approve the appointment of Mr. Zhao John Huan as a non-executive director of the Company for a term until the expiration of the fifth session of the members of the board of directors of the Company.	2,476,175,343 (99.713098%)	5,772,047 (0.232435%)	1,352,579 (0.054467%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
17.	(1) To consider and approve the appointment of Ms. Liu Guiliang as an independent non-executive director of the Company for a term until the expiration of the fifth session of the members of the board of directors of the Company;	2,480,463,389 (99.885774%)	1 (0.008054%)	2,636,579 (0.106172%)
	(2) To consider and approve the appointment of Mr. Zhao Songzheng as an independent non-executive director of the Company for a term until the expiration of the fifth session of the members of the board of directors of the Company; and	2,482,663,390 (99.974366%)	0 (0.000000%)	836,579 (0.033688%)
	(3) To consider and approve the appointment of Mr. Lai Kin Keung as an independent non-executive director of the Company for a term until the expiration of the fifth session of the members of the board of directors of the Company.	2,481,425,990 (99.924537%)	0 (0.000000%)	1,873,979 (0.075463%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
18.	(1) To consider and approve the appointment of Ms. Fu Zheng as a supervisor of the Company for a term until the expiration of the fifth session of the members of the supervisory board of the Company; and	2,463,248,264 (99.192538%)	17,713,838 (0.721372)	2,137,867 (0.086090%)
	(2) To consider and approve the appointment of Mr. Liu Quan as a supervisor of the Company for a term until the expiration of the fifth session of the members of the supervisory board of the Company.	2,480,345,141 (99.881012%)	1,428,561 (0.049473%)	1,726,267 (0.069515%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
19.	To consider and approve the amendments to the provisions regarding voting at and resolutions of general meetings in the Articles of Association of the Company.	2,482,252,168 (99.957806%)	966,291 (0.038912%)	81,510 (0.003282%)
As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.				

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
20.	<p>To consider and, if thought fit, to approve the proposed issue of the super short-term notes (“the Super Short-term Notes”) in the PRC by the Company:</p> <p>(1) The Company be authorized to issue the Super Short-term Notes on the following major terms:</p> <p>1. Offer size : The Company proposed to issue Super Short-term Notes of not more than RMB5 billion. China Development Bank will act as the sole underwriter for the issuance of the Super Short-term Notes. Subject to the market conditions and the actual capital requirements of the Company, the Super Short-term Notes will be issued in one single tranche or multiple tranches during the registered term</p> <p>2. Term of issue : The term of proposed Super Short-term Notes will not exceed 270 days</p> <p>3. Interest rate : The interest rate will be determined according to the indicative interest rate and market conditions upon issuance</p>	2,482,252,688 (99.957827%)	965,771 (0.038891%)	81,510 (0.003282%)

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
	<p>4. Use of proceeds : The proceeds from the issue of the Super Short-term Notes will be used for replenishment of working capital, repayment of corporate borrowings and any other purposes approved by National Association of Financial Market Institutional Investors</p> <p>5. Term of validity of the resolution : Term of validity of the resolution of the issue of Super Short-term Notes will be 36 months from the date of the approval of such resolution at the AGM</p> <p>(2) authorization be granted to the Chairman, or any person authorized by the Chairman, at the AGM to determine at his sole discretion and to handle all matters relating to the issue of the Super Short-term Notes, subject to the terms of the proposed issue set forth above, including but not limited to determine the timing of issue, issue method, size of issue, tranches of issue, interest rate and use of proceeds of the Super Short-term Notes, to sign necessary documents if required, to appoint intermediaries such as the relevant underwriter, credit rating institution, certified public accounting firm and law firm, to complete necessary formalities and to take such other relevant actions if required.</p>			

As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
21.	<p>The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase H Shares:</p> <p>“THAT:</p> <p>(a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue at the date of passing of this resolution at annual general meeting and the relevant resolutions are passed at class meetings of shareholders and the repurchase of H Shares will be at a repurchase price of not higher than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Stock Exchange;</p> <p>(b) the Board be authorized to (including but not limited to the following):</p> <p>(i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;</p> <p>(ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;</p> <p>(iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the place of listing of the Company, and make the necessary filings with the relevant regulatory authorities;</p> <p>(iv) cancel the H Shares so repurchased, and to execute and deal with any relevant documents and matters in connection with the said share repurchase</p>	2,482,413,798 (99.964315%)	828,671 (0.033370%)	57,500 (0.002315%)

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
	<p>(c) For the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiry of a period of 12 months following the passing of the relevant special resolution by the Shareholders at the AGM; and</p> <p>(iii) the date on which the authority given under the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of Shareholders.”</p>			
As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.				
22.	To consider and approve the termination of merger by absorption of Changsha Zoomlion Environmental and Sanitation Machinery Co., Ltd.	2,482,387,308 (99.963248%)	832,951 (0.033542%)	79,710 (0.003210%)
As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.				

The total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 7,705,954,050 shares. There were no shares entitling the holders to attend and vote only against the resolutions proposed at the AGM, and there were no restrictions on any Shareholder casting votes on the resolutions proposed at the AGM.

Shareholders and authorised proxies holding an aggregate of 2,483,299,969 shares were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The AGM was chaired by Dr. Zhan Chunxin, the chairman of the Board.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE H SHARES CLASS MEETING

At the H Shares Class Meeting, the proposed resolutions set out in the notice of the H Shares Class Meeting were voted by poll.

The poll results in respect of the resolutions proposed at the H Shares Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve the amendments to the provisions regarding voting at and resolutions of general meetings in the Articles of Association of the Company	426,490,811 (100%)	0 (0%)	0 (0%)
As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.				
2.	<p>The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase H Shares:</p> <p>“THAT:</p> <p>(a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue at the date of passing of this resolution at annual general meeting and the relevant resolutions are passed at class meetings of shareholders and the repurchase of H Shares will be at a repurchase price of not higher than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Stock Exchange;</p> <p>(b) the Board be authorized to (including but not limited to the following):</p> <p>(i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;</p> <p>(ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;</p>	426,490,811 (100%)	0 (0%)	0 (0%)

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
	<p>(iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the place of listing of the Company, and make the necessary filings with the relevant regulatory authorities;</p> <p>(iv) cancel the H Shares so repurchased, and to execute and deal with any relevant documents and matters in connection with the said share repurchase</p> <p>(c) For the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiry of a period of 12 months following the passing of the relevant special resolution by the Shareholders at the AGM; and</p> <p>(iii) the date on which the authority given under the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of Shareholders.”</p>			
As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.				

The total number of H Shares entitling the holders to attend and vote for or against the resolutions proposed at the H Shares Class Meeting was 1,430,028,886 shares. There were no H Shares entitling the holders to attend and vote only against the resolutions proposed at the H Shares Class Meeting, and there were no restrictions on any Shareholder casting votes on the resolutions proposed at the H Shares Class Meeting.

Shareholders and authorised proxies holding an aggregate of 426,490,811 H Shares were present at the H Shares Class Meeting. The holding of the H Shares Class Meeting was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The H Shares Class Meeting was chaired by Dr. Zhan Chunxin, the chairman of the Board.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE A SHARES CLASS MEETING

At the A Shares Class Meeting, the proposed resolutions set out in the notice of the A Shares Class Meeting were voted by poll.

The poll results in respect of the resolutions proposed at the A Shares Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve the amendments to the provisions regarding voting at and resolutions of general meetings in the Articles of Association of the Company.	2,060,377,437 (99.949196%)	965,771 (0.046850%)	81,510 (0.003954%)
As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.				
2.	<p>The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase H Shares:</p> <p>“THAT:</p> <p>(a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue at the date of passing of this resolution at annual general meeting and the relevant resolutions are passed at class meetings of shareholders and the repurchase of H Shares will be at a repurchase price of not higher than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Stock Exchange;</p> <p>(b) the Board be authorized to (including but not limited to the following):</p> <p>(i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;</p>	2,060,539,067 (99.957037%)	828,151 (0.040174%)	57,500 (0.002789%)

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
	<p>(ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;</p> <p>(iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the place of listing of the Company, and make the necessary filings with the relevant regulatory authorities;</p> <p>(iv) cancel the H Shares so repurchased, and to execute and deal with any relevant documents and matters in connection with the said share repurchase</p> <p>(c) For the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiry of a period of 12 months following the passing of the relevant special resolution by the Shareholders at the AGM; and</p> <p>(iii) the date on which the authority given under the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of Shareholders.”</p>			
As more than two-thirds of the votes cast were in favour of the resolution, the resolution was duly passed as a special resolution.				

The total number of A Shares entitling the holders to attend and vote for or against the resolutions proposed at the A Shares Class Meeting was 6,275,925,164 shares. There were no A Shares entitling the holders to attend and vote only against the resolutions proposed at the A Shares Class Meeting, and there were no restrictions on any Shareholder casting votes on the resolutions proposed at the A Shares Class Meeting.

Shareholders and authorised proxies holding an aggregate of 2,061,424,718 A Shares were present at the A Shares Class Meeting. The holding of the A Shares Class Meeting was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The A Shares Class Meeting was chaired by Dr. Zhan Chunxin, the chairman of the Board.

In compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, acted as scrutineer for the vote-taking at the AGM, the H Shares Class Meeting and the A Shares Class Meeting.

RETIREMENT OF DIRECTORS

The Board also announces that Mr. Liu Quan (“**Mr. Liu**”) has retired as an executive director of the Company (“**Director**”) with effect from the conclusion of the AGM. Mr. Liu has decided to retire and did not offer himself for re-election at the AGM. Mr. Qiu Zhongwei (“**Mr. Qiu**”) has retired as a non-executive Director with effect from the conclusion of the AGM. Mr. Qiu did not offer himself for re-election at the AGM. Dr. Qian Shizheng (“**Dr. Qian**”) has retired as an independent non-executive Director with effect from the conclusion of the AGM. Dr. Qian did not offer himself for re-election at the AGM. Mr. Wang Zhile (“**Mr. Wang**”) has retired as an independent non-executive Director with effect from the conclusion of the AGM. Mr. Wang did not offer himself for re-election at the AGM. Mr. Lian Weizeng (“**Mr. Lian**”) has retired as an independent non-executive Director with effect from the conclusion of the AGM. Mr. Lian did not offer himself for re-election at the AGM.

Mr. Lian ceased as the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and the convener of the remuneration and appraisal committee of the Company (the “**Remuneration and Appraisal Committee**”). Dr. Qian ceased as the chairman of the audit committee of the Company (the “**Audit Committee**”). Mr. Qiu ceased as a member of the Audit Committee, Remuneration and Appraisal Committee and Strategy and Investment Decision-making committee of the Company (the “**Strategy and Investment Decision-making Committee**”). Mr. Wang ceased as a member of Audit Committee, Nomination Committee, Remuneration and Appraisal Committee and Strategy and Investment Decision-Making Committee.

Each of Mr. Liu, Mr. Qiu, Dr. Qian, Mr. Wang and Mr. Lian have confirmed that they have no disagreement with the Board and there are no matters relating to their respective retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere appreciation to Mr. Liu, Mr. Qiu, Dr. Qian, Mr. Wang and Mr. Lian for their valuable contributions to the Company during their respective tenures as the Director.

APPOINTMENT OF DIRECTORS

As the Ordinary Resolutions no. 16-17 as set out above were duly passed by the shareholders at the AGM, Dr. Zhan Chunxin (“**Dr. Zhan**”) has been appointed as an executive Director, Mr. Hu Xinbao (“**Mr. Hu**”) and Mr. Zhao John Huan (“**Mr. Zhao**”) as non-executive Directors, Ms. Liu Guiliang (“**Ms Liu**”), Mr. Zhao Songzheng and Mr. Lai Kin Keung (“**Mr. Lai**”) as independent non-executive Directors, respectively, with effect from the conclusion of the AGM.

Executive Director

Dr. ZHAN Chunxin (詹純新), aged 60, has been appointed as a Director of our Company since the establishment of our Company in 1999, and as the Chairman since 2001. Currently, Dr. Zhan also serves as the chairman of various subsidiaries of our Company, including Zoomlion Powermole Limited and Hunan Teli Hydraulic Co., Ltd. and as the director of various subsidiaries of our Company, including Zoomlion H.K. Holding Co., Ltd., Zoomlion International Trading (H.K.) Co., Limited, and Zoomlion Capital (H.K.) Co., Limited. Dr. Zhan became an expert entitled to special government subsidy granted by the State Council since January 1994, a senior engineer as recognised by the Ministry of Construction in 1995 and a researcher-level senior engineer specialised in management and engineering as recognised by the Ministry of Construction in September 1997. Dr. Zhan has previously served various senior positions in Construction Machinery Research Institute of Changsha, the Ministry of Construction (“**Research Institute**”), including the deputy head of Research Institute from February 1992 to July 1996 and head of Research Institute from July 1996 to December 2008. Dr. Zhan has been serving various public functions. He was appointed as a representative at the 16th National Congress of the Communist Party of China in 2002, the 10th National People’s Congress in 2003, the 17th National Congress of the Communist Party of China in 2007 and the 10th National Congress of the Communist Party of China in Hunan Province in 2011, a member of the 10th session of CPC Hunan Provincial Committee in 2011 and a representative at the 12th National People’s Congress in 2013. Dr. Zhan has also served as the deputy chairman of China Entrepreneurs Association and China Enterprise Confederation since September 2008. Dr. Zhan has received various titles and awards, including the Yuan Baohua Enterprises Management Gold Award awarded in May 2010 which is the most distinguished award for corporate executives in China, the 2010 Leonardo Award in Italy awarded in January 2011, the 2011 CCTV Chinese Economic Annual Figure awarded in December 2011 and the Most Outstanding Person Award awarded in January 2013. Dr. Zhan graduated from Northwestern Polytechnical University in 1978 and obtained a master’s degree in aeronautical engineering from Northwestern Polytechnical University in 2000 and a doctorate degree in system engineering from Northwestern Polytechnical University in December 2005.

As at the date of this announcement, Dr. Zhan holds 5,152,036 shares of the Company (the “**Shares**”) and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Non-executive Directors

Mr. HU Xinbao (胡新保), aged 47, has been a member of party committee and deputy general manager of Hunan Xingxiang Investment Holding Group Co., Ltd. (Hunan Xingxiang State-owned Assets Operation Co., Ltd.* (湖南興湘國有資產經營有限公司)) from June 2008 until now. Mr. Hu was deputy director of the General Office of the State-Owned Assets Supervision and Administration Commission of Hunan Province from September 2004 to October 2006; and member of party committee and chairman of supervisory committee of Hunan Xingxiang State-owned Assets Operation Co., Ltd.* (湖南興湘國有資產經營有限公司) from October 2006 to June 2008. Mr. Hu graduated from Hunan Agricultural College with a bachelor's degree in agricultural and economic management in 1992.

As at the date of this announcement, Mr. Hu does not hold any Shares and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Mr. ZHAO John Huan (趙令歡), aged 52, holds a master's degree in business administration from the Kellogg School of Management of Northwestern University in the United States, master's degrees in electronic engineering and physics from Northern Illinois University in the United States and a bachelor's degree in physics from Nanjing University. He is currently an executive director, executive vice president and member of executive committee of Legend Holdings Corporation, and the president of Hony Capital Limited. In addition, Mr. Zhao currently holds the following directorship: a non-executive director of Lenovo Group Limited and China Glass Holdings Limited (both listed on the Hong Kong Stock Exchange) and the deputy chairman of Shanghai Chengtou Holding Co., Ltd. (listed on the Shanghai Stock Exchange). Mr. Zhao was previously a director of Jiangsu Phoenix Publishing & Media Corporation Limited (listed on the Shanghai Stock Exchange), an executive director of CSPC Pharmaceutical Group Limited (listed on the Hong Kong Stock Exchange), an independent director of Fiat Industrial S.P.A. (listed on the MTA Italian Stock Exchange), a non-executive director of Wumart Stores, Inc., New China Life Insurance Company Ltd. and Chinasoft International Limited (all listed on the Hong Kong Stock Exchange).

As at the date of this announcement, Mr. Zhao does not hold any Shares and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Independent Non-executive Directors

Ms. LIU Guiliang (劉桂良), aged 52, is a graduate tutor, certified accountant and certified asset appraiser. Ms. Liu has been a professor of Hunan University since May 2007. Ms. Liu obtained a bachelor's degree in industrial financial accounting from the industrial economy department of Hunan College of Finance and Economics in July 1983. She then taught in Hunan College of Finance and Economics after graduation. She was deputy secretary of communist youth league committee of Hunan College of Finance and Economics from July 1983 to June 1987, and deputy professor of accounting department at Hunan College of Finance and Economics (which was merged with Hunan University in April 2000) from July 1987 to May 2007. Currently, she serves as an independent director of Hunan Er-kang Pharmaceutical Co., Ltd., Sotech Machinery Co., Ltd., Xiandai Investment Co., Ltd and Guangdong Yizumi Precision Machinery Co., Ltd.

As at the date of the announcement, Ms. Liu does not hold any shares of the Company and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Mr. ZHAO Songzheng (趙嵩正), aged 54. Mr. Zhao has been the dean and professor of the Management College at Northwestern Polytechnical University since 1996 and the Doctor of Philosophy tutor since 1999. During his teaching career, Mr. Zhao chaired various scientific research and development projects at state and provincial levels and received two Provincial Science and Technology Advancement Awards (Grade III), Educational Award of Shaanxi Province (Grade II), Science and Technology Advancement Award of Xian City (Grade I), Management Award of Shaanxi Province (Grade I), Science and Technology Advancement Awards in Education of Shaanxi Province (Grade I) and (Grade III) respectively, and obtained three copyrights for national software products. Mr. Zhao has been appointed as deputy chairman of the Shaanxi Equipment Management Association.

As at the date of this announcement, Mr. Zhao does not hold any Shares and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Mr. LAI Kin Keung (黎建強), aged 65. Mr. Lai is currently the president of Asia Association on Risk and Crises Management and chair professor of management science at City University of Hong Kong. Mr. Lai is also an independent executive director of Hanbo Enterprises Holdings Ltd. And Kate China Holdings Limited, both of them are listed on the Hong Kong Stock Exchange. Mr. Lai is the founding chairman of the Operational Research Society of Hong Kong established in Hong Kong in 1979. He is the certified senior enterprise risk manager of Asia Association of Risk and Crisis Management, a member of the Hong Kong Professionals and Senior Executives Association, a fellow of the Hong Kong Institute of Directors and a fellow of the Asia Pacific Industrial Engineering and Management Society. He was the dean of the College of Business Administration at Hunan University from February 2005 to February 2008 and a member of the 10th Hunan Provincial Committee of Chinese People's Political Consultative Conference in 2008, and appointed as the Chang Jiang Scholar Chair Professor by the Ministry of Education in 2009.

Mr. Lai received the 2009 Joon S.Moon Distinguished International Alumni Award and 2014 Civil and Environmental Engineering (CEE) Distinguished Alumni Award from Michigan State University, US in February 2009 and January 2014, respectively. He obtained the Doctor of Philosophy's degree in civil engineering from Michigan State University, US in September 1997.

As at the date of the announcement, Mr. Lai does not hold any Shares and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Except as stated above, Dr. Zhan, Mr. Hu, Mr. Zhao, Ms. Liu, Mr. Zhao Songzheng and Mr. Lai have not held any directorships in other listed public companies and other major appointment and qualifications during the last three years preceding the date of this announcement. Further, save as disclosed above, Dr. Zhan, Mr. Hu, Mr. Zhao, Ms. Liu, Mr. Zhao Songzheng and Mr. Lai do not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Dr. Zhan holds 5,152,036 Shares. Save as

disclosed above, Dr. Zhan, Mr. Hu, Mr. Zhao, Ms. Liu, Mr. Zhao Songzheng and Mr. Lai do not have any interest in the Shares or underlying Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there are no other matters relating to the election of Dr. Zhan, Mr. Hu, Mr. Zhao, Ms. Liu, Mr. Zhao Songzheng and Mr. Lai that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Dr. Zhan, Mr. Hu, Mr. Zhao, Ms. Liu, Mr. Zhao Songzheng and Mr. Lai in joining the Board.

APPOINTMENT OF SUPERVISORS

As the Ordinary Resolutions no. 18(1)–(2) as set out above were duly passed by the shareholders at the AGM, Ms. Fu Zheng (“**Ms. Fu**”) and Mr. Liu Quan (“**Mr. Liu**”) have been appointed as Supervisors of the Company with effect from the conclusion of the AGM. Ms. Fu and Mr. Liu will form the Supervisory Board of the Company of the fifth session together with Mr. Liu Chi, a Supervisor representing employees of the Group as elected at the employee general meeting of the Company

Ms. FU Zheng (傅箏), aged 47. Ms. Fu has been the chairman of the Supervisory Committee of State-owned Assets of Hunan Province from July 2013 till now. Ms. Fu was deputy secretary of party committee and researcher of the State Administration for Science, Technology and Industry for National Defence of Hunan Province from February 2008 to April 2010; and deputy secretary of party committee of the State Administration for Science, Technology and Industry for National Defence of Hunan Province from April 2010 to December 2012; and deputy head of disciplinary inspection unit and director of supervisory office of the State Administration for Science, Technology and Industry for National Defence at provincial level delegated by party disciplinary committee and supervisory department of Hunan Province from December 2012 to July 2013. Ms. Fu graduated from Xiangtan University with a master’s degree in public management.

As at the date of this announcement, Ms. Fu does not hold any Shares and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Mr. LIU Quan (劉權), aged 52, has been appointed as a director of our Company since August 1999. Currently, Mr. Liu is deputy general manager of the heavy-truck business division of the Company, a director of Zoomlion Financing and Leasing (Beijing) Co., Ltd., a director of Changde Zoomlion Hydraulic Co., Ltd. and a supervisor of Hunan Zoomlion Crawling Crane Ltd. Mr. Liu has become an expert entitled to special government subsidy granted by the State Council since April 1999. Mr. Liu has previously served various senior positions in Research Institute and our Group, including the head of the concrete machinery research institute of Research Institute from 1993 to 1995, deputy general manager of the concrete machinery branch of our Company from 1999 to 2001, and chief engineer and chief researcher of our Company from 2002 to 2005. Mr. Liu has received various titles and awards, including the Science and Technology Advancement Award of Hunan Province (Grade I) and (Grade III) in October 1997 and December 2001 respectively,

National Science and Technology Advancement Award (Grade III) in December 1998, National Labour Day Medallion in April 2003, the 2005 Huaxia Construction, Science and Technology Award (Grade II) in January 2006, and Outstanding Leader in National Quality Management Group Activities in September 2006. Mr. Liu received his bachelor's degree in construction machinery from Harbin University of Civil Engineering and Architecture in 1984 and attended the EMBA program of Business School of Hunan University from 2005 to 2008.

As at the date of this announcement, Mr. Liu holds 1,068,052 Shares and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Mr. LIU Chi (劉馳), aged 58, has been a supervisor of the Company since July 2010. Mr. Liu is currently the deputy secretary of party committee, secretary of disciplinary committee and officer of the party community working division of the Company. Mr. Liu has become a senior engineer as recognised by the Ministry of Construction in December 1992. Mr. Liu was the head of science research management division of the Science and Technology Department of the Ministry of Construction from 1992 to 2002. Mr. Liu was a member of the 2nd session of the Board of Directors and head of executive office of the Company from October 2002 to September 2004. Mr. Liu was the executive deputy general manager of the environmental and sanitation machinery branch of the Company from 2004 to 2008. Mr. Liu was our employee supervisor from July 2006 to July 2010. Mr. Liu was previously a senior visiting scholar at the University of Queensland, Australia from 1989 to 1992. Mr. Liu received the National Science and Technology Advancement Award (Grade III) in November 1992, and was accredited as the National Advanced Management Officer of Technology Innovation under the 8th National Five-year Plan in March 1997. Mr. Liu graduated from Hunan Agricultural College (currently known as Hunan Agricultural University) with a bachelor's degree in agricultural machinery in July 1982, and received his master's degree in architectural and civil engineering from Chongqing Architecture University (currently known as Chongqing University) in January 2000.

As at the date of this announcement, Mr. Liu holds 379,211 Shares and has not been penalised by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

Except as stated above, Ms. Fu, Mr. Liu and Mr. Liu Chi have not held any directorships in other listed public companies and other major appointment and qualifications during the last three years preceding the date of this announcement. Further, save as disclosed above, Ms. Fu, Mr. Liu and Mr. Liu Chi do not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Mr. Liu holds 1,068,052 Shares and Mr. Liu Chi holds 379,211 Shares.

Save as disclosed above, Ms. Fu, Mr. Liu and Mr. Liu Chi do not have any interest in the Shares or underlying Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there are no other matters relating to the election of Ms. Fu, Mr. Liu and Mr. Liu Chi that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

CHANGES OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that Mr. Hu, a non-executive Director, has been appointed as a member of the Audit Committee and the Remuneration and Appraisal Committee; Mr. Zhao, a non-executive Director, has been appointed as a member of the Strategy and Investment Decision-making Committee; Ms. Liu, an independent non-executive Director, has been appointed as the chairman of the Audit Committee; Mr. Zhao Songzheng, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee and a member of the Audit Committee; and Mr. Lai, an independent non-executive Director, has been appointed as the convener of the Remuneration and Appraisal Committee and a member of the Nomination Committee, all with effect from 29 June 2015.

Non-compliance with the requirements on composition of remuneration committee

Upon the abovementioned appointments, the Remuneration Committee will only consist of two Nomination Committee members and the number of independent non-executive Directors on the Remuneration Committee will be temporarily unable to fully comply with the majority requirement under Rule 3.25 of the Listing Rules. The Company is in the course of identifying the suitable candidates to fill the vacancies of the member of the Remuneration Committee in order to meet the requirements under the Listing Rules as soon as practicable.

DIVIDEND

Through the votes and approval of the Shareholders of the Company at the AGM, the Company will distribute a final dividend of RMB0.05 (inclusive of tax) per share based on a total share capital of 7,705,954,050. Such dividend payable to the holders of H Shares will be paid in HKD and the Company and the relevant exchange rate between RMB and HKD shall be calculated with reference to the average middle exchange rates of HKD as announced by The People's Bank of China for the five business days prior to the date of AGM (RMB0.788552 equivalent to HKD1.00). Based on this exchange rate, the final dividend payment per H Share in HKD is HK\$0.0634. The final dividend is expected to be paid on or before 7 August 2015 to the H Share shareholders whose names appear on the H Share register of members of the Company at the close of business on 9 July 2015. According to the Law on Corporate Income Tax of the People's Republic of China and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold 10% corporate income tax before distributing the 2014 dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. Any shares registered in the name of the non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax. Cash dividend payable to H Share non-resident enterprises shareholders after the deduction of the said corporate income tax is RMB0.045 per share (for reference only). Cash dividend payable to the H Share shareholders will be paid in Hong Kong dollars. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

The Company will appoint Bank of China (Hong Kong) Trustees Ltd. as payment agent in Hong Kong who will pay the final dividend net of the applicable tax to the holders of H Shares on or before 7 August 2015. Relevant cheques will be despatched on or before that day to holders of H Shares entitled to receive such final dividend by ordinary post and at their own risk.

By Order of the Board
Zoomlion Heavy Industry Science and Technology Co., Ltd.*
Zhan Chunxin
Chairman

Changsha, the PRC
29 June 2015

As at the date of this announcement, the executive director of the Company is Dr. Zhan Chunxin; the non-executive directors are Mr. Hu Xinbao, Mr. Zhao John Huan; and the independent non-executive directors are Mr. Zhao Songzheng, Mr. Lai Kin Keung and Ms. Liu Guiliang.

* *For identification purpose only*