

# ZOOMLION 中 联 重 科

**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)**

## NEW PROXY FORM FOR THE ANNUAL GENERAL MEETING

Number of H shares to which this new AGM proxy form relates( <i>Note 1</i> )	
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I/We(*Note 2*): \_\_\_\_\_

Address: \_\_\_\_\_

being the registered holder(s) of (*Note 3*) \_\_\_\_\_ H shares of RMB1.00 each

in the share capital of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the "**Company**") hereby appoint the

**Chairman of the meeting** or(*Note 4*) \_\_\_\_\_

of \_\_\_\_\_

(Address)(*Note 4*) to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting ("**AGM**") of the Company to be held at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 2:00 p.m. on Tuesday, 27 June 2017 and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of AGM ("**Notice**") and the supplemental notice of the AGM ("**Supplemental Notice**"), and, if no such indications is given, as my/our proxy thinks fit(*Note 5*).

Note: Holders of H Shares should read the contents of the relevant resolutions contained in the Notice and the Supplemental Notice carefully before exercising your vote on the below resolutions.

	Ordinary Resolutions	For( <i>Note 5</i> )	Against( <i>Note 5</i> )	Abstain( <i>Note 5</i> )
1.	To consider and approve the report of the Board of Directors of the Company for the year 2016.			
2.	To consider and approve the report of the Supervisory Board of the Company for the year 2016.			
3.	To consider and approve the report of settlement accounts of the Company for the year 2016.			
4.	To consider and approve the full text and the summary of the annual report of A shares of the Company for the year 2016.			
5.	To consider and approve the annual report of H shares of the Company for the year 2016.			
6.	To consider and approve the profit distribution plan of the Company for the year 2016, and to approve final dividend in the amount of RMB0.15 per share (inclusive of tax) be declared and distributed on the basis of the total share capital of 7,664,132,250 Shares of the Company for the year ended 31 December 2016, the aggregate amount of which is approximately RMB1,150 million.			
7.	To consider and approve the appointment of Company's auditors for the year 2017.			
	(1) To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants Co., Ltd. as the domestic auditor of the Company for the year ending 31 December 2017;			
	(2) To consider and approve the re-appointment of KPMG as the international auditor of the Company for the year ended 31 December 2017; and			
	(3) To authorize the audit committee of the board of directors of the Company (" <b>Board</b> ") to determine the principles of fixing the remunerations of the domestic and international auditors and to authorize the Company's management to determine their actual remunerations based on the agreed principles.			

\* For identification purpose only

Ordinary Resolutions		For(Note 5)	Against(Note 5)	Abstain(Note 5)
8.	To consider and approve the application by the Company to the relevant financial institutions for general credit facilities and financing with credit limit not exceeding RMB90 billion and authorize Dr. Zhan Chunxin, the chairman of the Board, to execute on behalf of the Company facility contracts and other relevant financing documents with the relevant financial institutions, and allocate the credit limit available to the Company to branches or subsidiaries for their uses.			
9.	To consider and approve the authorization to Zoomlion Finance and Leasing (China) Co., Ltd. and Zoomlion Finance and Leasing (Beijing) Co. Ltd. for commencement of finance leasing business and the Company to provide buy-back guarantee in respect of the finance lease and sales business within the effective term.			
10.	To consider and approve the authorization to the Company to continue to develop the mortgage and sales business and provide buy-back guarantee in respect of the mortgage business within the effective term.			
11.	To consider and approve the authorization of Zoomlion Heavy Industry Science and Technology Anhui Industrial Vehicles Co. Ltd. (“Zoomlion Industrial Vehicles”) to engage in, with the relevant financial institutions and its distributors, the business relating to banker’s acceptance secured by goods and to authorize the management of Zoomlion Industrial Vehicles to execute on behalf of Zoomlion Industrial Vehicles the relevant cooperation agreements in respect of the above business relating to banker’s acceptance secured by goods.			
12.	To consider and approve the authorization of Zoomlion Heavy Machinery Co., Ltd. (“Zoomlion Heavy Machinery”) to engage in, with the relevant financial institutions and its distributors, the business relating to banker’s acceptance secured by goods and to authorize the management of Zoomlion Heavy Machinery to execute on behalf of Zoomlion Heavy Machinery the relevant cooperation agreements in respect of the above business relating to banker’s acceptance secured by goods.			
13.	To consider and approve the proposed provision of a guarantee with maximum limit of RMB9.83 billion by the Company for 23 subsidiaries.			
14.	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 investment decisions within the abovementioned limit and execute the relevant contracts and agreements.			
15.	To consider and approve the development of financial derivatives business by the Company with a principal of not more than 9 billion and the chairman of the Board and any person authorized by the chairman of the Board be authorized to exercise his power to decide any financial derivative investment within the abovementioned limit and execute the relevant contracts and agreements.			

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Ordinary Resolutions		For(Note 5)	Against(Note 5)	Abstain(Note 5)
16.	To consider and approve the disposal of 80% of the equity interest in Changsha Zoomlion Environmental Industry Co., Ltd. by the Company as vendor to Infore Investments, Guangzhou Investment, Hony Investment and Lulian Junhe as purchasers on the terms and conditions of the Equity Transfer Agreement, and the transactions contemplated thereunder, including the grant of the Put Option under the Equity Transfer Agreement and authorise the management of the Company or any person further delegated by the management of the Company to sign any relevant agreement, process any change in industrial and commercial registration and handle any matter in connection with this transaction.			

Date: \_\_\_\_\_ 2017                      Signature of shareholder(Note 6): \_\_\_\_\_

*Notes:*

1. Please insert the number of H shares registered in your name(s) to which this new AGM proxy form relates. This new AGM proxy form will be deemed to relate to such number of shares inserted. If no number is inserted, this new AGM proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English) and address(es) as shown in the register of members of the Company in **block letters**.
3. Please insert the number of shares registered in your name(s).
4. If any proxy other than the chairman of the meeting is preferred, delete the words “**the Chairman of the Meeting or**” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. The appointed proxy need not be a shareholder of the Company, provided that the proxy shall attend the AGM in person on behalf of the shareholder. In the event that a shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights by poll. **Any alteration made to this new AGM proxy form must be duly initiated by the person who signs it.**
5. Important: if you wish to vote for any resolution, please tick in the box marked “**For**”. If you wish to vote against any resolution, please tick in the box marked “**Against**”. If you wish to abstain for vote, please tick in the box marked “**Abstain**”. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this new AGM proxy form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the meeting. You should give your direction as any one of the following: “For”, “Against” or “Abstained”. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you, and the corresponding vote will be counted as “Abstained”.
6. This new AGM proxy form must be signed by you or your attorney duly authorized in writing or, in the case of the holder of H shares being a legal entity, must either be executed under seal or under the hand of a director or an attorney duly authorized to sign the same. If this new AGM proxy form is signed by an attorney duly authorized in writing by the holder of H shares, the power of attorney or other authorization document under which it is signed must be notarized.
7. To be valid, this new AGM proxy form together with the power of attorney or other authorization document (if any) must be delivered to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the AGM.
8. In the case of joint holders of any H share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such share shall be accepted.
9. IMPORTANT: A holder of H Shares who has not yet lodged the Old AGM Proxy Form with the Company’s H Share registrar is requested to lodge the New AGM Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Old AGM Proxy Form should not be lodged with the Company’s H Share registrar.

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10. IMPORTANT: For holders of H Shares who have already lodged the Old AGM Proxy Form with the Company's H Share registrar should note that:
  - (i) If the Old AGM Proxy Form is lodged with the Company's H Share registrar, the Old AGM Proxy Form will be treated as invalid. A holder of H Shares is requested to lodge the New AGM Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf.
  - (ii) If the New AGM Proxy Form is lodged with the Company's H Share registrar before Closing Time, the New AGM Proxy Form will revoke and supersede the Old AGM Proxy Form previously lodged by him or her. The New AGM Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed.
  - (iii) If the New AGM Proxy Form is lodged with the Company's H Share registrar after the Closing Time, the New AGM Proxy Form will be invalid. However, it will revoke the Old AGM Proxy Form previously lodged by the holders of H Shares, and any vote that may be cast by the purported proxy (whether appointed under the Old AGM Proxy Form or the New AGM Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, holders of H Shares are advised not to lodge the New AGM Proxy Form after the Closing Time. If such holders of H Shares wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves. Holders of H Shares are reminded that completion and delivery of the Old AGM Proxy Form and/or the New AGM Proxy Form will not preclude holders of H Shares from attending and voting in person at the AGM or at any adjournment thereof should they so wish.
11. Identification documents must be shown by H shareholder(s) or proxies to attend the AGM.
12. Unless otherwise defined in this proxy form, capitalised terms used in this proxy form shall have the same meanings as those defined in the circulars issued by the Company dated 24 April 2017 and 12 June 2017.
13. The description of these resolutions is by way of summary only. The full text appears in the Notice and the Supplemental Notice.

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