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ZOOMLION 中 聯 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)

(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON TUESDAY, 27 JUNE 2017 AND (2) 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**”) was held on Tuesday, 27 June 2017 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 AGM, Shareholders may refer to the notice of the AGM (the “**Notice**”) and the circular (“**Circular**”) of the Company dated 24 April 2017; and the supplemental notice of the AGM (the “**Supplemental Notice**”) and the supplemental circular dated 12 June 2017 (the “**Supplemental Circular**”). Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE AGM

At the AGM, the proposed resolutions set out in the Notice and the Supplemental Notice 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 2016.	2,751,888,489 (99.213429%)	20,030,604 (0.722160%)	1,786,563 (0.064411%)
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 2016.	2,751,815,089 (99.210783%)	20,017,504 (0.721688%)	1,873,063 (0.067529%)
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
3.	To consider and approve the report of settlement accounts of the Company for the year 2016.	2,751,803,289 (99.210357%)	20,024,004 (0.721922%)	1,878,363 (0.067721%)
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 2016.	2,751,817,989 (99.210887%)	20,009,304 (0.721392%)	1,878,363 (0.067721%)
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 2016.	2,750,665,189 (99.169325%)	19,844,004 (0.715433%)	3,196,463 (0.115242%)
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 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.	2,754,553,613 (99.309514%)	17,481,980 (0.630275%)	1,670,063 (0.060211%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
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;	2,727,146,693 (98.321417%)	42,327,460 (1.526026%)	4,231,503 (0.152557%)
	(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	2,745,408,642 (98.979812%)	26,231,251 (0.945711%)	2,065,763 (0.074477%)
	(3) To authorize the audit committee of the board of directors of the Company 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.	2,743,868,442 (98.924283%)	27,624,051 (0.995926%)	2,213,163 (0.079791%)
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
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.	2,635,162,089 (95.005109%)	21,027,804 (0.758112%)	117,515,763 (4.236779%)
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 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.	2,634,339,889 (94.975467%)	21,830,504 (0.787052%)	117,535,263 (4.237481%)
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 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.	2,634,865,189 (94.994405%)	21,290,204 (0.767573%)	117,550,263 (4.238022%)
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 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.	2,634,950,689 (94.997488%)	21,059,704 (0.759262%)	117,695,263 (4.243250%)
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 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.	2,634,984,089 (94.998692%)	21,039,404 (0.758531%)	117,682,163 (4.242777%)
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 proposed provision of a guarantee with maximum limit of RMB9.83 billion by the Company for 23 subsidiaries.	2,430,345,125 (87.620874%)	225,226,168 (8.120046%)	118,134,363 (4.259080%)
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 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.	2,635,577,389 (95.020082%)	20,430,004 (0.736560%)	117,698,263 (4.243358%)
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 development of financial derivatives business by the Company with a principal of not more than RMB9 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.	2,635,008,989 (94.999590%)	20,895,704 (0.753350%)	117,800,963 (4.247060%)
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.	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.	2,498,627,287 (98.352952%)	39,477,667 (1.553951%)	2,365,100 (0.093097%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Note: The description of the resolutions is by way of summary only. The full text appears in the Notice and the Supplemental Notice.

The total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 7,625,287,164 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 2,773,705,756 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.

In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as scrutineer for the vote-taking at the AGM.

DIVIDEND

Through the votes and approval of the Shareholders of the Company at the AGM, the Company will distribute a final dividend of RMB0.15 (inclusive of tax) per share based on a total share capital of 7,664,132,250. Such dividend payable to the holders of H Shares will be paid in HKD by 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 (RMB0.87427 equivalent to HKD1.00). Based on this exchange rate, the final dividend payment per H Share in HKD is HK\$0.1716. The final dividend is expected to be paid on or about Wednesday, 30 August 2017 to the H Share shareholders whose names appear on the H Share register of members of the Company at the close of business on Thursday, 6 July 2017. 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 2016 Dividends 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 RMB0.135 per share (for reference only). Cash dividend payable to the H Share shareholders will be paid in Hong Kong dollars.

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic individual shareholders who invest in H Shares through Shenzhen Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic shareholders who are securities investment funds investing in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic enterprise shareholders who invest in H Shares through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the final dividend, and the domestic enterprise shareholders shall report and pay the relevant taxes payable by themselves. Any dividend received in respect of H Shares which have been continuously held by a domestic enterprise shareholder for 12 months shall be exempted from enterprise income tax.

The Company assumes no responsibility and will not entertain any claims arising from any delay in, or inaccurate, determination of the status of the shareholders or any dispute over the mechanism of withholding. 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 Wednesday, 30 August 2017. 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, 27 June 2017

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 and Mr. Zhao John Huan; and the independent non-executive directors are Mr. Zhao Songzheng, Mr. Lai Kin Keung, Ms. Liu Guiliang and Mr. Yang Changbo.

* *For identification purpose only*