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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN by the Board of Directors that the Extraordinary General Meeting of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the “**Company**”) will be held at Multi- function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 2 p.m. on Friday, 27 October 2017 by way of physical meeting. Details of the Extraordinary General Meeting are as follows:

ORDINARY RESOLUTIONS

1. “**THAT:**

(A) the transfer agreement dated 30 August 2017 entered into between the Company, Shanghai Zoomlion Pile Foundation Machinery Co., Ltd.* (上海中聯重科樁工機械有限公司) and BOC International (China) Limited* (中銀國際證券有限責任公司) (on behalf of Puxing No. 2 Targeted Asset Management Plan* (浦星2號定向資產管理計劃)), a copy of which has been produced to this meeting and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(B) the management of the Company or any person further delegated by the management of the Company be and are hereby authorised to sign any relevant agreement and handle any matter in connection with this transaction.”

2. To consider and approve the related parties transactions between the Company and Changsha Zoomlion Environmental Industry Co., Ltd.* (長沙中聯重科環境產業有限公司) as set out in the circular of the Company dated 5 September 2017 as follows:

(A) related parties transaction in relation to the sales of products to Changsha Zoomlion Environmental Industry Co., Ltd.;

(B) related parties transaction in relation to the procurement of spare parts and components from Changsha Zoomlion Environmental Industry Co., Ltd.;

- (C) related parties transaction in relation to the commissioned product processing services by the Company to Changsha Zoomlion Environmental Industry Co., Ltd.;
- (D) related parties transaction in relation to the provision of financial services to Changsha Zoomlion Environmental Industry Co., Ltd.
3. To consider and approve the provisions for asset impairment for the six months ended 30 June 2017 as set out in the circular of the Company dated 5 September 2017.
4. To consider and approve the increase of the maximum amount of investment for conducting low risk investment and financial management by the Company with maximum investment amount of RMB10 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.

SPECIAL RESOLUTION

5. To consider and approve the amendments to certain provisions in the Articles of Association of the Company as set out in the circular of the Company dated 5 September 2017.

Note: The English version of this announcement is an unofficial translation and is for reference only. In case of inconsistency between the English and Chinese versions, the Chinese version shall prevail.

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

Changsha, the PRC, 5 September 2017

As at the date of this notice, 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*

Notes:

(1) Eligibility for Attending the Extraordinary General Meeting and closure of H Shares register of members

The H Share register of members of the Company will be closed for the purpose of determining H shareholders' entitlement to attend and vote at the Extraordinary General Meeting, from Wednesday, 27 September 2017 to Friday, 27 October 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the Extraordinary General Meeting, H Share shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 26 September 2017.

(2) Proxy

- (a) Each shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (b) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
- (c) To be valid, for H shareholders, the proxy form and notarized power of attorney or other authorization document 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, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the Extraordinary General Meeting (proxy form for use at the Extraordinary General Meeting is attached herewith). If a shareholder appoints more than one proxy, such proxies shall only exercise the right to vote by poll.

(3) Registration procedures for attending the Extraordinary General Meeting

- (a) A shareholder or his proxy should produce proof of identity when attending the Extraordinary General Meeting. If a shareholder is a legal entity, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the Extraordinary General Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (b) Shareholders of the Company intending to attend the Extraordinary General Meeting in person or by their proxies should complete and return the reply slip for attending the Extraordinary General Meeting to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) on or before Saturday, 7 October 2017.

(4) Voting by poll

According to Rule 13.39(4) of the Listing Rules in Hong Kong, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the Extraordinary General Meeting in accordance with the Articles of Association.

(5) Miscellaneous

- (a) The Extraordinary General Meeting is expected to last for no more than half a day. Shareholders (or their proxies) attending the meeting in person are responsible for their own transportation and accommodation expenses.
- (b) The address of Computershare Hong Kong Investor Services Limited is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (c) The registered office of the Company is: No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC. Telephone: (86 731) 88788432. Fax: (86 731) 85651157. Email: 157@zoomlion.com.
- (d) Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 5 September 2017.