

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)

PROXY FORM FOR THE SOLICITATION OF VOTES BY INDEPENDENT NON-EXECUTIVE DIRECTORS FOR USE AT THE H SHARES CLASS MEETING

Number of H shares to which this Independent Director's Proxy Form relates ^(Note 1)	
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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 confirm as the appointing party that I/we have, prior to signing this Independent Director's Proxy Form, read carefully the full text of the Report on the Solicitation of Votes by the Independent Directors prepared by Mr. Lai Kin Keung, on behalf of the Independent Directors, and published by an announcement of the Company dated 17 October 2017, the Supplemental Notice of the H Shares Class Meeting dated 17 October 2017 ("**Supplemental Notice**") and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of votes. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Independent Director's Proxy Form or to amend the contents of this Independent Director's Proxy Form in accordance with procedures specified in the Report on the Solicitation of Votes by the Independent Directors.

As the appointing party, I/we hereby appoint Mr. Lai Kin Keung, an Independent Director, to act as my/our proxy to attend and vote for me/us and on my/our behalf at the H Shares Class Meeting ("**Meeting**") 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 3:30 p.m. on Wednesday, 1 November 2017 and any adjournment thereof as hereunder indicated in respect of the following resolutions to be considered at the Meeting in accordance with instructions contained in this Independent Director's Proxy Form.

My/our voting directions for the resolutions in respect of which votes are being solicited are as follows:

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

Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
2.	To consider and approve the Resolution on the Share Option Scheme and the Restricted A Share Incentive Scheme and their respective summary.			
3.	To consider and approve the Resolution on the Appraisal Measures for the Share Option Scheme and the Restricted A Share Incentive Scheme.			
4.	To consider and approve the Resolution on the mandate granted to the Board do all acts and things as they consider necessary or expedient or desirable in connection with the implementation and administration of the Share Option Scheme and the Restricted A Share Incentive Scheme.			

Date: _____ 2017

Signature of shareholder ^(Note 5): _____

Notes:

1. Please insert the number of H shares registered in your name(s) to which this Independent Director's Proxy Form relates. This Independent Director's Proxy Form will be deemed to relate to such number of shares inserted. If no number is inserted, this Independent Director's 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. 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 Independent Director's Proxy Form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting 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".
5. This Independent Director's 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 Independent Director's 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.
6. To be valid, this Independent Director's 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 Meeting.
7. 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.
8. Identification documents must be shown by H shareholder(s) or proxies to attend the Meeting.