

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)

NEW PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING

Number of H shares to which this new EGM 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 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 Extraordinary General Meeting ("EGM") 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 p.m. on Wednesday, 1 November 2017 and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of EGM ("Notice") and the Supplemental Notice of the EGM ("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 ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	<p>THAT:</p> <p>(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</p> <p>(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.</p>			

* For identification purpose only

Ordinary Resolutions		For <small>(Note 5)</small>	Against <small>(Note 5)</small>	Abstain <small>(Note 5)</small>
2.	To consider and approve the proposed 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.; and			
	(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 Resolutions		For <small>(Note 5)</small>	Against <small>(Note 5)</small>	Abstain <small>(Note 5)</small>
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.			
6.	To consider and approve the Resolution on the Share Option Scheme and the Restricted A Share Incentive Scheme and their respective summary.			
7.	To consider and approve the Resolution on the Appraisal Measures for the Share Option Scheme and the Restricted A Share Incentive Scheme.			
8.	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.			

* For identification purpose only

- * Please refer to the Notice set out in the circular of the Company dated 5 September 2017 and Supplemental Notice set out in the supplementary circular of the Company dated 17 October 2017 for the full text of the aforesaid resolutions. You should read the circular and supplemental circular before appointing any proxies.
- ** Please note that Mr. Lai Kin Keung, an independent non-executive director of the Company, has sent out a Proxy Form for the Solicitation of Votes by Independent Non-executive Directors (“**Independent Director’s Proxy Form**”) for the EGM in accordance with relevant PRC regulations to solicit votes from the shareholders in respect of the proposed resolutions relating to the Schemes at the EGM. Should you wish to appoint Mr. Lai Kin Keung as your proxy to vote for you and on your behalf at the EGM on the proposed resolutions relating to the Schemes, please complete and return the Independent Director’s Proxy Form to Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by hand or by post, no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. For the avoidance of doubt, if you wish to appoint persons other than Mr. Lai Kin Keung as your proxy to vote on your behalf on the proposed resolutions relating to Schemes at the EGM, you may complete and return this new EGM proxy form only and disregard the Independent Director’s Proxy Form.
- *** If you have completed and returned both this new EGM proxy form and the Independent Director’s Proxy Form to the Company’s H share registrar, but have given inconsistent voting instructions on the resolutions concerned between this new EGM proxy form and the Independent Director’s Proxy Form, your voting instructions given in the Independent Director’s Proxy Form will be counted as your vote for or against or abstain the proposed resolutions in relation to the Schemes (namely Special Resolutions Nos. 6–8 set out above).

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 EGM proxy form relates. This new EGM proxy form will be deemed to relate to such number of shares inserted. If no number is inserted, this new EGM 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 EGM 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 EGM 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 EGM proxy form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM 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 EGM 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 EGM 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 EGM 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 EGM.

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 EGM Proxy Form with the Company's H share registrar is requested to lodge the New EGM Proxy Form if he or she wishes to appoint proxies to appoint the EGM on his or her behalf. In this case, the Old EGM Proxy Form should not be lodged with the Company's H share registrar.**
10. **IMPORTANT: Holders of H shares who have already lodged the Old EGM Proxy Form with the Company's share registrar should note that:**
 - (i) if the Old EGM Proxy Form is lodged with the Company's H share registrar, the Old EGM Proxy Form will be treated as invalid. A holder of H shares is requested to lodge the New EGM Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf.
 - (ii) if the New EGM Proxy Form is lodged with the Company's H share registrar before Closing Time, the New EGM Proxy Form will revoke and supercede the Old EGM Proxy Form previously lodged by him or her. The New EGM Proxy Form will be treated as a valid proxy form lodged by the holder of H shares if correctly completed.
 - (iii) if the New EGM Proxy Form is lodged with the Company's H share registrar after Closing Time, the New EGM Proxy Form will be invalid. However, it will revoke the Old EGM 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 EGM Proxy Form or the New EGM 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 EGM Proxy Form after the Closing Time. If such holders of H shares wish to vote at the EGM, they will have to attend in person and vote at the EGM themselves. Holders of H shares are reminded that completion and delivery of the Old EGM Proxy Form and/or the New EGM Proxy Form will not preclude holders of H shares from attending and voting in person at the EGM or at any adjournment thereof should they so wish.
11. Identification documents must be shown by H shareholder(s) or proxies to attend the EGM.