

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING, H SHARES CLASS MEETING AND A SHARES CLASS MEETING HELD ON WEDNESDAY, 1 NOVEMBER 2017

The board of directors (the “**Board**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the “**Company**”) is pleased to announce that the extraordinary general meeting (the “**EGM**”), the class meeting for the holders of H shares (the “**H Shares**”) of the Company (the “**H Shares Class Meeting**”) and the class meeting for the holders of A shares (the “**A Shares**”) of the Company (the “**A Shares Class Meeting**”, together with the EGM, the H Shares Class Meeting, collectively referred to as the “**Meetings**”) were held on Wednesday, 1 November 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 Meetings, Shareholders may refer to the notices of the EGM and the H Shares Class Meeting and the circular (“**Circular**”) of the Company dated 5 September 2017; and the supplemental notice of the EGM and the H Shares Class Meeting and the supplemental circular dated 17 October 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.

As at the date of this announcement, the number of total issued shares of the Company is 7,625,287,164 Shares, comprising of 1,388,207,086 H Shares and 6,237,080,078 A Shares.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE EGM

At the EGM, the proposed resolutions set out in the notice of the EGM and the supplemental notice of the EGM were voted by poll. The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1.	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.	2,480,576,284 (99.671704%)	7,424,144 (0.298309%)	746,300 (0.029987%)
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 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.	2,479,078,784 (99.611534%)	9,309,444 (0.374062%)	358,500 (0.014404%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	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.	2,479,910,798 (99.644965%)	8,018,030 (0.322171%)	817,900 (0.032864%)
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
4.	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.;	2,457,424,098 (98.741430%)	6,153,430 (0.247250%)	25,169,200 (1.011320%)
	(B) related parties transaction in relation to the procurement of spare parts and components from Changsha Zoomlion Environmental Industry Co., Ltd.;	2,457,673,084 (98.751434)	5,882,030 (0.236345%)	25,191,614 (1.012221%)
	(C) related parties transaction in relation to the commissioned product processing services by the Company to Changsha Zoomlion Environmental Industry Co., Ltd.; and	2,457,764,284 (98.755099%)	5,790,830 (0.232681%)	25,191,614 (1.012220%)
	(D) related parties transaction in relation to the provision of financial services to Changsha Zoomlion Environmental Industry Co., Ltd.	2,384,215,993 (95.799864%)	79,339,121 (3.187915%)	25,191,614 (1.012221%)

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
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.	2,479,467,898 (99.627169%)	8,664,530 (0.348148%)	614,300 (0.024683%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
6.	To consider and approve the Resolution on the Share Option Scheme and the Restricted A Share Incentive Scheme and their respective summary.	1,694,470,529 (95.370248%)	81,480,274 (4.585972%)	777,860 (0.043780%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
7.	To consider and approve the Resolution on the Appraisal Measures for the Share Option Scheme and the Restricted A Share Incentive Scheme.	1,694,352,129 (95.363584%)	81,598,674 (4.592636%)	777,860 (0.043780%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
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.	1,694,470,529 (95.370248%)	81,480,274 (4.585972%)	777,860 (0.043780%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

Note: The description of the resolutions is by way of summary only. The full text appears in the notice of the EGM and the supplemental notice of the EGM.

The Connected Participant Shareholders and their respective associates were required to abstain and had abstained from voting at the EGM on the proposed resolution No. 6, No. 7 and No. 8 relating to the proposed grant of Restricted A Shares to them under the First Grant of Restricted A Shares. Therefore, the total number of shares entitling the holders to attend and vote for or against the proposed resolution No. 6, No. 7 and No. 8 at the EGM was 1,776,728,663 shares. There were no shares entitling the holders to attend and vote only against the resolutions proposed at the EGM, and, save as disclosed above, there were no restrictions on any Shareholder casting votes on the resolutions proposed at the EGM.

Shareholders and authorised proxies holding an aggregate of 2,488,746,728 shares were present at the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The EGM was chaired by Dr. Zhan Chunxin, the chairman of the Board.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE H SHARES CLASS MEETING

At the H Shares Class Meeting, the proposed resolutions set out in the notice of the H Shares Class Meeting and the supplemental notice of the H Shares Class Meeting were voted by poll. The poll results in respect of the resolutions proposed at the H Shares Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1.	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.	218,265,408 (97.650321%)	5,221,940 (2.336257%)	30,000 (0.013422%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	To consider and approve the Resolution on the Share Option Scheme and the Restricted A Share Incentive Scheme and their respective summary.	150,875,802 (67.500712%)	72,426,586 (32.403116%)	214,960 (0.096172%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
3.	To consider and approve the Resolution on the Appraisal Measures for the Share Option Scheme and the Restricted A Share Incentive Scheme.	150,875,802 (67.500712%)	72,426,586 (32.403116%)	214,960 (0.096172%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
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.	152,875,802 (68.395497%)	70,426,586 (31.508331%)	214,960 (0.096172%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

The Connected Participant Shareholders and their respective associates were required to abstain and had abstained from voting at the H Shares Class Meeting on the proposed resolution No. 2, No. 3 and No. 4 relating to the proposed grant of Restricted A Shares to them under the First Grant of Restricted A Shares. Therefore, the total number of shares entitling the holders to attend and vote for or against the proposed resolution No. 2, No. 3 and No. 4 at the H Shares Class Meeting was 223,517,348 shares. There were no H Shares entitling the holders to attend and vote only against the resolutions proposed at the H Shares Class Meeting, and, save as disclosed above, there were no restrictions on any Shareholder casting votes on the resolutions proposed at the H Shares Class Meeting.

Shareholders and authorised proxies holding an aggregate of 223,517,348 H Shares were present at the H Shares Class Meeting. The holding of the H Shares Class Meeting was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The H Shares Class Meeting was chaired by Dr. Zhan Chunxin, the chairman of the Board.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE A SHARES CLASS MEETING

At the A Shares Class Meeting, the proposed resolutions set out in the notice of the A Shares Class Meeting and the supplemental notice of the A Shares Class Meeting were voted by poll. The poll results in respect of the resolutions proposed at the A Shares Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1.	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.	2,260,691,170 (99.822190%)	3,442,590 (0.152010%)	584,300 (0.025800%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	To consider and approve the Resolution on the Share Option Scheme and the Restricted A Share Incentive Scheme and their respective summary.	1,543,594,153 (99.413548%)	8,542,942 (0.550199%)	562,900 (0.036253%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
3.	To consider and approve the Resolution on the Appraisal Measures for the Share Option Scheme and the Restricted A Share Incentive Scheme.	1,543,475,753 (99.405922%)	8,661,342 (0.557825%)	562,900 (0.036253%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
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.	1,543,594,153 (99.413548%)	8,542,942 (0.550199%)	562,900 (0.036253%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

The Connected Participant Shareholders and their respective associates were required to abstain and had abstained from voting at the A Shares Class Meeting on the proposed resolution No. 2, No. 3 and No. 4 relating to the proposed grant of Restricted A Shares to them under the First Grant of Restricted A Shares. Therefore, the total number of shares entitling the holders to attend and vote for or against the proposed resolution No. 2, No. 3 and No. 4 at the A Shares Class Meeting was 1,552,699,995 shares. There were no A Shares entitling the holders to attend and vote only against the resolutions proposed at the A Shares Class Meeting, and, save as disclosed above, there were no restrictions on any Shareholder casting votes on the resolutions proposed at the A Shares Class Meeting.

Shareholders and authorised proxies holding an aggregate of 2,264,718,060 A Shares were present at the A Shares Class Meeting. The holding of the A Shares Class Meeting was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The A Shares Class Meeting 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 EGM, the H Shares Class Meeting and the A Shares Class Meeting.

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

Changsha, the PRC, 1 November 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