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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your H shares in Zoomlion Heavy Industry Science and Technology Co., Ltd.\*, you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**ZOOMLION**  
**中联重科**

**Zoomlion Heavy Industry Science and Technology Co., Ltd.\***  
**中联重科股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1157)**

**SUPPLEMENTAL CIRCULAR**

- (1) PROPOSED EXPANSION OF BUSINESS SCOPE AND  
AMENDMENT TO THE ARTICLES**
- (2) ESTABLISHMENT OF AND AUTHORISATION TO SUBSIDIARY TO  
ENGAGE IN THE BUSINESS OF PROVIDING GUARANTEES  
AND**
- (3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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A supplemental notice convening the Annual General Meeting of Zoomlion Heavy Industry Science and Technology Co., Ltd. to be held at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Friday, 29 June 2018 at 2:00 p.m. is set out on pages 7 to 8 of this supplemental circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice of the Annual General Meeting and to complete and return the enclosed proxy form, in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned 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 in person or by post not less than 24 hours before the time stipulated for convening the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or at any adjourned meeting if you so wish.

\* *For identification purpose only*

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LETTER FROM THE BOARD

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**ZOOMLION**  
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**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)**

**Members of the Board**

*Chairman and Executive Director:*

Dr. ZHAN Chunxin

*Non-executive Directors:*

Mr. HU Xinbao

Mr. ZHAO John Huan

*Independent Non-executive Directors:*

Mr. ZHAO Songzheng

Mr. LAI Kin Keung

Ms. LIU Guiliang

Mr. Yang Changbo

*Dear Shareholders,*

**Registered Office**

No. 361, Yin Pen South Road,  
Changsha City, Hunan Province,  
The PRC

**SUPPLEMENTAL CIRCULAR**

**(1) PROPOSED EXPANSION OF BUSINESS SCOPE AND  
AMENDMENT TO THE ARTICLES**

**(2) ESTABLISHMENT OF AND AUTHORISATION TO SUBSIDIARY TO  
ENGAGE IN THE BUSINESS OF PROVIDING GUARANTEES  
AND**

**(3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the circular of the Company (the “**Circular**”) and the notice of the AGM of the Company, each dated 14 May 2018, which set out the venue of the AGM and contain the resolutions to be tabled before the AGM for Shareholders’ consideration and approval. This supplemental circular should be read in conjunction with the Circular. Unless otherwise defined herein, terms used in this supplemental circular shall have the same meanings as defined in the Circular.

The purpose of this supplemental circular, of which this letter forms a part, is to provide you with information regarding the supplemental notice of the AGM and the proposed new resolutions to be considered at the AGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED EXPANSION OF BUSINESS SCOPE AND AMENDMENT TO THE ARTICLES

The Company proposes to include “aerial work machinery” in its scope of business due to its business requirements, and amend the Articles accordingly.

Details are as follows:

#### I. Change in the scope of business of the Company

The current scope of business of the Company is the development, manufacturing and sale of concrete machinery, environmental and sanitary machinery, crane machinery and their special chassis, fire engines and their special chassis, other machinery and equipment, metal and non-metal materials and photo-electronic products and the provision of leasing and after-sale services; sale of construction and decoration materials, construction vehicles and metals and chemicals and petrochemical products (except hazardous chemical products and controlled products); engaging in the import and export business of commercial products and technology; investing in properties with its own assets (not permitted to engage in national regulated financial business and fiscal credit business involving acceptance of money deposits, raising and collection of funds, entrusted loans, note issuance, provision of loans, etc.); sale of second-hand cars; and dismantling and recycling of obsolete machinery and equipment.

The scope of business of the Company after amendment will become the development, manufacturing and sale of concrete machinery, environmental and sanitary machinery, crane machinery and their special chassis, fire engines and their special chassis, aerial work machinery, other machinery and equipment, metal and non-metal materials and photo-electronic products and the provision of leasing and after-sale services; the sale of construction and decoration materials, construction vehicles and metals and chemicals and petrochemical products (except hazardous chemical products and controlled products); engaging in the import and export business of commercial products and technology; investing in properties with its own assets (not permitted to engage in national regulated financial business and fiscal credit business involving acceptance of money deposits, raising and collection of funds, entrusted loans, note issuance, provision of loans, etc.); sale of second-hand cars; and dismantling and recycling of obsolete machinery and equipment.

The change in scope of business is subject to review and approval by industrial and commercial registration authorities.

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## LETTER FROM THE BOARD

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### II. Amendments to the Articles

Pursuant to the above change in the scope of business, the Company proposes to make the following amendment to the Articles:

Articles	Original Article	Article after amendment
Article 13	According to the registration of the Company, the scope of business of the Company includes: development, manufacturing and sale of concrete machinery, environmental and sanitary machinery, crane machinery and their special chassis, fire engines and their special chassis, other machinery and equipment, metal and non-metal materials and photo-electronic products and the provision of leasing and after-sale services; sale of construction and decoration materials, construction vehicles and metals and chemicals and petrochemical products (except hazardous chemical products and controlled products); engage in the import and export business of commercial products and technology; investing in properties with its own assets (not permitted to engage in national regulated financial business and fiscal credit business involving acceptance of money deposits, raising and collection of funds, entrusted loans, note issuance, provision of loans, etc.); sale of second-hand cars; and dismantling and recycling of obsolete machinery and equipment.	According to the registration of the Company, the scope of business of the Company includes: development, manufacturing and sale of concrete machinery, environmental and sanitary machinery, crane machinery and their special chassis, fire engines and their special chassis, <u>aerial work machinery</u> , other machinery and equipment, metal and non-metal materials and photo-electronic products and the provision of leasing and after-sale services; sale of construction and decoration materials, construction vehicles and metals and chemicals and petrochemical products (except hazardous chemical products and controlled products); engage in the import and export business of commercial products and technology; investing in properties with its own assets (not permitted to engage in national regulated financial business and fiscal credit business involving acceptance of money deposits, raising and collection of funds, entrusted loans, note issuance, provision of loans, etc.); sale of second-hand cars; and dismantling and recycling of obsolete machinery and equipment.

### III. Matters to be authorised

To authorise the chairman of the Board and any of his authorised persons to proceed with the registration of the change in scope of business of the Company and filing of the amended Articles with the industrial and commercial registration authorities, and to authorise the chairman of the Board and any of his authorised persons to make such changes to the scope of business so expanded and such amendments to the Articles as are necessary according to the comments from or requirements of the industrial and commercial registration authorities or other relevant governmental departments.

The relevant resolution regarding the proposed expansion for business scope and amendment to the Articles can be found under special resolution numbered 23, as provided in the supplemental notice of the AGM.

### **3. ESTABLISHMENT OF AND AUTHORISATION TO SUBSIDIARY TO ENGAGE IN THE BUSINESS OF PROVIDING GUARANTEES**

The Company proposes to establish Hunan Zhicheng Financing and Guarantee Company Limited\* (“**Zhicheng Financing**”) for the purpose of refining its financial service business segment and providing a one-stop financing channel for upstream and downstream entities along its business chain, in order to create a win-win cooperation. Such proposal has been approved by the Board at its third extraordinary meeting of the fifth session for the year 2018 and has received approval from the Financial Affairs Office of Hunan Provincial People’s Government. According to the business plan of the Company for the year 2018 and subject to regulated management and effective risk control, it is hereby proposed that Zhicheng Financing be authorised to engage in the business of providing guarantees with a maximum limit of RMB2 billion, and each guarantee shall have the same term as the relevant loan with a maximum of five years.

#### **I. Basic requirements of the guaranteed party**

A guaranteed party must be a supplier, agent or end user of the Company which is not a related party of the Company, or it must be a subsidiary controlled by the Company, in each case in good standing and satisfying the conditions for grant of guarantees after review by the relevant bank and Zhicheng Financing.

#### **II. Scope of business to be guaranteed**

Financing guarantee; performance guarantee; and provision of intermediary services such as financing consultancy or financial advisory services relating to the provision of guarantees.

#### **III. Risk control measures for facility guarantees**

For the purpose of risk control, Zhicheng Financing will strictly monitor the credit rating of its clients through stringent control over various aspects, including credibility review, completeness of facility approval procedures, etc. to reduce its business risk exposure. Major measures are as follows:

1. formulating management measures for its financing guarantee business in order to manage and monitor its business flow; and requiring clients to provide counter-guarantees in favour of Zhicheng Financing.
2. pursuant to the above management measures, clearly defining the proposed loan facilities to and management and control of its clients, in order to monitor the scope, risks, efficiency of turnover, etc. of credit resources of the clients.
3. establishing early risk warning thresholds and management and control standards; conducting monthly monitoring and control; and conducting repayment capability analysis to facilitate and procure the enhancement of risk control capabilities.
4. in the event of breach of agreements by clients, taking loss mitigation measures such as demanding repayment through phone calls, sending solicitor’s demand letter, taking legal proceedings or actions.

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## LETTER FROM THE BOARD

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### IV. Execution of agreement

Upon commencement of the guarantee provision business, Zhicheng Financing will enter into relevant agreements in accordance with the authorisation granted by the Board in connection with the business of providing financing guarantees.

### V. Matters to be considered

To authorise Zhicheng Financing to engage in the business of providing financing guarantees and to approve the limit for such guarantees.

The effective term of such authorisation shall commence from the date on which it is considered and approved at the AGM and end on the date on which the 2018 annual general meeting of the Company is held.

The relevant resolution regarding the establishment of and authorisation to Zhicheng Financing to engage in the business of providing guarantees can be found under ordinary resolution numbered 17, as provided for the supplemental notice of the AGM.

## 4. ANNUAL GENERAL MEETING AND NEW PROXY FORM

A supplemental notice of the AGM, which will be held as originally scheduled at the Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Friday, 29 June 2018 at 2:00 p.m. is set out on pages 7 to 8 of this supplemental circular.

Please refer to the notice of the AGM dated 14 May 2018 (the “**Notice**”) for details of the other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM and other relevant matters.

Since the proxy form for the AGM (the “**Old AGM Proxy Form**”) sent together with the Notice does not contain the newly added resolutions as set out in this supplemental circular to be approved at the AGM, a new proxy form for the AGM (the “**New AGM Proxy Form**”) has been prepared and is enclosed with this supplemental circular.

You are requested to complete and return the New AGM Proxy Form in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (the “**Closing Time**”).

A holder of H Shares who has not yet lodged the Old AGM Proxy Form with the Company’s H Share registrar is requested to lodge the New AGM Proxy Form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf. In this case, the Old AGM Proxy Form should not be lodged with the Company’s H Share registrar.

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## LETTER FROM THE BOARD

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Holders of H Shares who have already lodged the Old AGM Proxy Form with the Company's H Share registrar should note that:

- (i) **If the Old AGM Proxy Form is lodged with the Company's H Share registrar, the Old AGM Proxy Form will be treated as invalid.**

A holder of H Shares is requested to lodge the New AGM Proxy Form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf.

- (ii) **If the New AGM Proxy Form is lodged with the Company's H Share registrar before the Closing Time, the New AGM Proxy Form will revoke and supersede the Old AGM Proxy Form previously lodged by him or her. The New AGM Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed.**
- (iii) **If the New AGM Proxy Form is lodged with the Company's H Share registrar after the Closing Time, the New AGM Proxy Form will be invalid. However, it will revoke the Old AGM 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 AGM Proxy Form or the New AGM 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 AGM Proxy Form after the Closing Time.**

If such holders of H Shares wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves. Holders of H Shares are reminded that completion and delivery of the Old AGM Proxy Form and/or the New AGM Proxy Form will not preclude them from attending and voting in person at the AGM or at any adjournment thereof should they so wish.

### 5. RECOMMENDATION

The Board considers that the proposals set out in the Letter of the Board are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the additional resolutions to be proposed at the AGM.

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

Changsha, the PRC, 13 June 2018

\* *For identification purpose only*



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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# ZOOMLION 中 联 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)**

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting dated 14 May 2018 (the “**Notice**”) which sets out the venue of the annual general meeting (the “**AGM**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd.\* (the “**Company**”) and contains resolutions to be tabled before the AGM for Shareholders’ consideration and approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM, which will be held as originally scheduled at the Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 2:00 p.m. on Friday, 29 June 2018 will consider and, if thought fit, pass the following resolutions in compliance with the laws and the articles of association of the Company (the “**Articles**”), in addition to the resolutions set out in the Notice:

### ORDINARY RESOLUTION

17. To consider and approve the establishment of and authorisation to Hunan Zhicheng Financing and Guarantee Company Limited to engage in the business of providing guarantees.

### SPECIAL RESOLUTION

23. To consider and approve the amendment to the Articles as set out in the Company’s supplemental circular dated 13 June 2018 (the “**Supplemental Circular**”).

*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, 13 June 2018

*As at the date of this notice, the executive directors 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

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Details of the above resolutions are set out in the “Letter from the Board” in the Supplemental Circular.
2. A new proxy form for the AGM in respect of the resolutions above is enclosed with the Supplemental Circular.
3. Please refer to the Notice for details of the other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.