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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)

(1) POLL RESULTS OF ANNUAL GENERAL MEETING, H SHARES CLASS MEETING AND A SHARES CLASS MEETING HELD ON FRIDAY, 29 JUNE 2018 AND (2) DIVIDEND

The board of directors (the “**Board**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the “**Company**”) is pleased to announce that the annual general meeting (the “**AGM**”), the class meeting for holders of H shares (the “**H Shares**”) of the Company (the “**H Shares Class Meeting**”) and the class meeting for holders of A shares (the “**A Shares**”) of the Company (the “**A Shares Class Meeting**”, together with the AGM and the H Shares Class Meeting, collectively referred to as the “**Meetings**”) was held on Friday, 29 June 2018 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 notice of the AGM and the H Shares Class Meeting (the “**Notice**”) and the circular (“**Circular**”) of the Company dated 14 May 2018; and the supplemental notice of the AGM (the “**Supplemental Notice**”) and the supplemental circular dated 13 June 2018 (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 7,794,048,075 Shares, comprising of 1,388,207,086 H Shares and 6,405,840,989 A Shares.

POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE AGM

At the AGM, the proposed resolutions set out in the Notice and the Supplemental Notice were voted by poll. The poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve the report of the Board of Directors of the Company for the year 2017.	2,469,685,986 (99.831141%)	4,175,440 (0.168782%)	1,900 (0.000077%)
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 report of the Supervisory Board of the Company for the year 2017.	2,469,685,986 (99.831141%)	4,175,440 (0.168782%)	1,900 (0.000077%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the report of settlement accounts of the Company for the year 2017.	2,469,684,086 (99.831064%)	4,179,240 (0.168936%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the full text and the summary of the annual report of A shares of the Company for the year 2017.	2,469,687,886 (99.831218%)	4,175,440 (0.168782%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the annual report of H shares of the Company for the year 2017.	2,469,684,886 (99.831097%)	4,175,440 (0.168782%)	3,000 (0.000121%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the profit distribution plan of the Company for the year 2017, and to approve final dividend in the amount of RMB0.2 per share (inclusive of tax) be declared and distributed on the basis of the total share capital of 7,794,048,075 Shares of the Company for the year ended 31 December 2017, the aggregate amount of which is approximately RMB1,559 million	2,469,864,486 (99.838356%)	3,998,840 (0.161644%)	0 (0.000000%)
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
7.	To consider and approve the appointment of Company's auditors for the year 2018.			
	(1) To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants Co., Ltd. as the domestic auditor of the Company for the year ending 31 December 2018;	2,432,938,598 (98.345716%)	16,836,828 (0.680588%)	24,087,900 (0.973696%)
	(2) To consider and approve the re-appointment of KPMG as the international auditor of the Company for the year ending 31 December 2018; and	2,432,942,198 (98.345861%)	16,859,828 (0.681518%)	24,061,300 (0.972620%)
	(3) To authorize the audit committee of the board of directors of the Company to determine the principles of fixing the remunerations of the domestic and international auditors and to authorize the Company's management to determine their actual remunerations based on the agreed principles.	2,431,973,453 (98.306702%)	17,824,873 (0.720528%)	24,065,000 (0.972770%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8.	To consider and approve the application by the Company to the relevant financial institutions for general credit facilities and financing with credit limit not exceeding RMB100 billion and authorize Dr. Zhan Chunxin, the chairman of the Board, to execute on behalf of the Company facility agreements and other relevant financing documents with financial institutions, and allocate the credit limit available to the Company to its branches or subsidiaries for their respective uses.	2,469,687,886 (99.831218%)	4,175,440 (0.168782%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.	To consider and approve the authorization to Zoomlion Finance and Leasing (China) Co., Ltd. and Zoomlion Finance and Leasing (Beijing) Co. Ltd. to continue to develop their finance leasing businesses and the Company to provide buy-back guarantee in respect of such businesses within the effective term.	2,469,687,886 (99.831218%)	4,175,440 (0.168782%)	0 (0.000000%)
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
10.	To consider and approve the authorization to the Company to continue to develop and provide buy-back guarantee in respect of its mortgage-funded business within the effective term.	2,469,682,886 (99.831016%)	4,180,440 (0.168984%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11.	To consider and approve the authorization of Zoomlion Heavy Industry Science and Technology Anhui Industrial Vehicles Co. Ltd. (“ Zoomlion Industrial Vehicles ”) to engage in business with its distributors supported by relevant financial institutions through banker’s acceptance secured by goods and to authorize the management of Zoomlion Industrial Vehicles to execute on behalf of Zoomlion Industrial Vehicles the relevant cooperation agreements in respect of the above business.	2,469,706,386 (99.831966%)	4,156,940 (0.168034%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
12.	To consider and approve the authorization of Zoomlion Heavy Machinery Co., Ltd. (“ Zoomlion Heavy Machinery ”) to engage in business with its distributors supported by relevant financial institutions through banker’s acceptance secured by goods and to authorize the management of Zoomlion Heavy Machinery to execute on behalf of Zoomlion Heavy Machinery the relevant cooperation agreements in respect of the above business relating to banker’s acceptance secured by goods.	2,469,673,986 (99.830656%)	4,156,940 (0.168034%)	32,400 (0.001310%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
13.	To consider and approve the proposed provision of guarantees with a maximum aggregate limit of RMB8.93 billion by the Company in favour of 24 subsidiaries.	2,350,217,020 (95.001894%)	123,646,306 (4.998106%)	0 (0.000000%)
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
14.	To consider and approve the carrying out of low risk investment and financial management by the Company with a maximum investment amount of RMB10 billion and the chairman of the Board be authorized to determine such investment decisions within the abovementioned limit and execute the relevant contracts and agreements.	2,469,677,886 (99.830814%)	4,185,440 (0.169186%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
15.	To consider and approve the Company's investment in financial derivatives with a principal of not more than RMB9 billion and the chairman of the Board and his authorized persons be authorized to determine any financial derivative investment within the abovementioned limit and execute the relevant contracts and agreements.	2,469,679,086 (99.830862%)	4,184,240 (0.169138%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
16.	To consider and approve the entering into by the Company of related party transactions with Changsha Zoomlion Environmental Industry Co., Ltd. (" Zoomlion Environmental ").			
	(1) To consider and approve the entering into by the Company of a related party transaction with Zoomlion Environmental in relation to product sales;	2,445,689,286 (98.861132%)	4,080,740 (0.164954%)	24,093,300 (0.973914%)
	(2) To consider and approve the entering into by the Company of a related party transaction with Zoomlion Environmental in relation to procurement of spare parts and components for environmental sanitation equipment and modified vehicles for environmental sanitation;	2,445,694,786 (98.861354%)	4,152,540 (0.167856%)	24,016,000 (0.970790%)
	(3) To consider and approve the entering into by the Company of a related party transaction with Zoomlion Environmental in relation to products processing; and	2,445,694,786 (98.861354%)	4,152,540 (0.167856%)	24,016,000 (0.970790%)

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
(4)	To consider and approve the entering into by the Company of a related party transaction with Zoomlion Environmental in relation to the provision of finance services.	2,341,438,752 (94.647054%)	108,408,574 (4.382157%)	24,016,000 (0.970789%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
17	To consider and approve the establishment of and authorization to Hunan Zhicheng Financing and Guarantee Company Limited to engage in the business of providing guarantees.	2,460,973,826 (99.478973%)	4,196,700 (0.169642%)	8,692,800 (0.351385%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
18	To consider and approve the proposed issue of medium-term notes by the Company with a principal amount of not more than RMB5 billion in aggregate on the terms and subject to the conditions set out in the Company's circular dated 14 May 2018 (the "Circular").	2,456,364,958 (99.292670%)	17,497,768 (0.707305%)	600 (0.000025%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
19	To consider, approve and confirm compliance by the Company with the conditions for the issue of bond.	2,456,364,958 (99.292670%)	17,497,768 (0.707305%)	600 (0.000025%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
20	To consider and approve the proposed issue of bonds to qualified investors by way of public offering by the Company with a principal amount of not more than RMB5 billion in aggregate on the terms and conditions set out in the Company's Circular.	2,456,364,958 (99.292670%)	17,497,768 (0.707305%)	600 (0.000025%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
21	To authorize the Board and its authorized persons to deal with, in their sole discretion, all matters relating to the issue of bond by the Company.	2,456,348,958 (99.292024%)	17,513,768 (0.707951%)	600 (0.000025%)
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
22	To consider and approve the amendments to the articles of association of the Company as set out in the Circular of the Company.	2,469,687,886 (99.831218%)	4,151,040 (0.167796%)	24,400 (0.000986%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
23	To consider and approve the amendment to the articles of association of the Company as set out in the Company's supplemental circular dated 13 June 2018.	2,461,094,986 (99.483870%)	4,075,540 (0.164744%)	8,692,800 (0.351386%)
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 and the Supplemental Notice.

The total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 7,794,048,075 shares. There were no shares entitling the holders to attend and vote only against the resolutions proposed at the AGM, and there were no restrictions on any Shareholder casting votes on the resolutions proposed at the AGM.

Shareholders and authorised proxies holding an aggregate of 2,473,863,326 shares were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The AGM was chaired by Dr. Zhan Chunxin, the chairman of the Board.

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

At the H Shares Class Meeting, the proposed resolution set out in the notice of the H Shares Class Meeting was voted by poll.

The poll results in respect of the resolution proposed at the H Shares Class Meeting is as follows:

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1	To consider and approve the amendment to the articles of association of the Company as set out in the Circular of the Company.	216,875,742 (98.536132%)	3,221,940 (1.463868%)	0 (0.000000%)
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 total number of H Shares entitling the holders to attend and vote for or against the resolution proposed at the H Shares Class Meeting was 1,388,207,086 shares. There were no H Shares entitling the holders to attend and vote only against the resolution proposed at the H Shares Class Meeting, and there were no restrictions on any Shareholder casting votes on the resolution proposed at the H Shares Class Meeting.

Shareholders and authorised proxies holding an aggregate of 220,097,682 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. The H Shares Class Meeting was chaired by Dr. Zhan Chunxin, the chairman of the Board.

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

At the A Shares Class Meeting, the proposed resolution set out in the notice of the A Shares Class Meeting was voted by poll.

The poll results in respect of the resolution proposed at the A Shares Class Meeting is as follows:

SPECIAL RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstained
1	To consider and approve the amendment to the articles of association of the Company as set out in the Circular of the Company..	2,257,325,723 (99.957778%)	929,100 (0.041142%)	24,400 (0.001080)
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 total number of A Shares entitling the holders to attend and vote for or against the resolution proposed at the A Shares Class Meeting was 6,405,840,989 shares. There were no A Shares entitling the holders to attend and vote only against the resolution proposed at the A Shares Class Meeting, and there were no restrictions on any Shareholder casting votes on the resolution proposed at the A Shares Class Meeting.

Shareholders and authorised proxies holding an aggregate of 2,258,279,223 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 AGM, the H Shares Class Meeting and the A Shares Class Meeting.

DIVIDEND

Through the votes and approval of the Shareholders of the Company at the AGM, the Company will distribute a final dividend of RMB0.2 (inclusive of tax) per share based on a total share capital of 7,794,048,075. Such dividend payable to the holders of H Shares will be paid in HKD by the Company and the relevant exchange rate between RMB and HKD shall be calculated with reference to the average middle exchange rates of HKD as announced by The People's Bank of China for the five business days prior to the date of AGM (RMB0.8319 equivalent to HKD1.00). Based on this exchange rate, the final dividend payment per H Share in HKD is HK\$0.2404. The final dividend is expected to be paid on or about Thursday, 30 August 2018 to the H Share shareholders whose names appear on the H Share register of members of the Company at the close of business on Wednesday, 11 July 2018. According to the Law on Corporate Income Tax of the People's Republic of China and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold 10% corporate income tax before distributing the 2017 Dividends to non-resident enterprise shareholders as appearing on the H Share register of members of the Company. Any shares registered in the name of the non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax. Cash dividend payable to H Share non-resident enterprises shareholders after the deduction of the said corporate income tax is RMB0.18 per share (for reference only). Cash dividend payable to the H Share shareholders will be paid in Hong Kong dollars.

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic individual shareholders who invest in H Shares through Shenzhen Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic shareholders who are securities investment funds investing in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic enterprise shareholders who invest in H Shares through Shenzhen-Hong Kong Stock Connect (such H shares are registered in the name of HKSCC Nominees Limited and held by China Securities Depository and Clearing Corporation Limited as nominee shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the final dividend, and the domestic enterprise shareholders shall report and pay the relevant taxes payable by themselves. Any dividend received in respect of H Shares which have been continuously held by a domestic enterprise shareholder for 12 months shall be exempted from enterprise income tax.

The Company assumes no responsibility and will not entertain any claims arising from any delay in, or inaccurate, determination of the status of the shareholders or any dispute over the mechanism of withholding. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H shares of the Company for the PRC, Hong Kong and other tax effects involved.

The Company will appoint Bank of China (Hong Kong) Trustees Ltd. as payment agent in Hong Kong who will pay the final dividend net of the applicable tax to the holders of H Shares on or before Thursday, 30 August 2018. Relevant cheques will be despatched on or before that day to holders of H Shares entitled to receive such final dividend by ordinary post and at their own risk.

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

Changsha, the PRC, 29 June 2018

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*