

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



Changsha Zoomlion Heavy Industry Science and Technology Development Co., Ltd.*
長沙中聯重工科技發展股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 869,582,800 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 43,479,200 H Shares (subject to adjustment)
Number of International Placing Shares	: 826,103,600 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$18.98 per H Share (payable in full on application in Hong Kong dollars and subject to refund, plus brokerage of 1%, Hong Kong Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%)
Nominal value	: RMB1.00 per H Share
Stock code	: 01157



BOC INTERNATIONAL

Joint Global Coordinators

Goldman
Sachs

Joint Sponsors

J.P.Morgan

Goldman
Sachs

Joint Bookrunners and Joint Lead Managers

Goldman
Sachs

J.P.Morgan

Morgan Stanley

Joint Lead Managers

Sole Financial Advisor



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in Appendix X—"Documents Delivered to the Registrar of Companies and Available for Inspection," has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date which is expected to be on or before Friday, December 17, 2010 and, in any event, not later than Wednesday, December 22, 2010. The Offer Price will not be more than HK\$18.98 and is currently expected not to be less than HK\$13.98 per Offer Share. If, for any reason, the Offer Price is not agreed by Wednesday, December 22, 2010, between the Joint Global Coordinators (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

The Joint Global Coordinators (on behalf of the Underwriters) may reduce the indicative Offer Price range and/or the number of Hong Kong Offer Shares stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In the case of such reduction, notice of the reduction in the indicative Offer Price range and/or the number of Hong Kong Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and will be posted on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and on the website of our Company (www.zoomlion.com) as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offer. Further details are set out in the sections entitled "Structure of the Global Offering" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. (Hong Kong time) on the day that trading in the Offer Shares commences on the Hong Kong Stock Exchange. Such grounds are set out in the section entitled "Underwriting" in this prospectus.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic, and financial systems between the PRC and Hong Kong, and the fact that there are different risks relating to investment in PRC incorporated businesses. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong, and should take into consideration the different market nature of the H Shares. Such differences and risk factors are set forth in the sections entitled "Risk Factors", "Appendix VII—Summary of PRC and Hong Kong Principal Legal and Regulatory Provisions" and "Appendix VIII—Summary of the Articles of Association" in this prospectus. The Offer Shares have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except that Offer Shares may be offered, sold or delivered to QIBs in reliance on an exemption from registration under the Securities Act provided by, and in accordance with the restrictions of, Rule 144A or outside the United States in accordance with Regulation S.

December 13, 2010

* For identification purpose only.