
UNDERWRITING

HONG KONG UNDERWRITERS

Joint Lead Managers

China International Capital Corporation Hong Kong Securities Limited

Goldman Sachs (Asia) L.L.C.

J.P. Morgan Securities (Asia Pacific) Limited

Morgan Stanley Asia Limited

BOCI Asia Limited

Credit Suisse (Hong Kong) Limited

Co-Lead Managers

China Merchants Securities (HK) Co., Ltd

Haitong Securities Co., Ltd.

South China Securities Limited

Co-Manager

ABCI Securities Company Limited

INTERNATIONAL UNDERWRITERS

Joint Lead Managers

China International Capital Corporation Hong Kong Securities Limited

Goldman Sachs (Asia) L.L.C.

J.P. Morgan Securities Ltd.

Morgan Stanley Asia Limited

BOCI Asia Limited

Credit Suisse (Hong Kong) Limited

UNDERWRITING ARRANGEMENTS AND EXPENSES

Hong Kong Public Offer

Hong Kong Underwriting Agreement

The Hong Kong Underwriting Agreement was entered into on December 10, 2010. Pursuant to the Hong Kong Underwriting Agreement, we are offering the Hong Kong Offer Shares for subscription by the public in Hong Kong on the terms and subject to the conditions

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in this prospectus and the Application Forms at the Offer Price. Subject to the Listing Committee of the Hong Kong Stock Exchange granting listing of, and permission to deal in, the H Shares to be offered pursuant to the Global Offering as mentioned herein (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option), and to certain other conditions set out in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have agreed severally and not jointly to subscribe or procure subscribers for the Hong Kong Offer Shares which are being offered but are not taken up under the Hong Kong Public Offer on the terms and subject to the conditions in this prospectus, the Application Forms and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional upon and subject to the International Underwriting Agreement having been signed and becoming unconditional.

Grounds for Termination

The obligations of the Hong Kong Underwriters to subscribe or procure subscribers for the Hong Kong Offer Shares under the Hong Kong Underwriting Agreement are subject to termination, if, at any time prior to 8:00 a.m. on the day that trading in the H Shares commences on the Hong Kong Stock Exchange:

- (a) there develops, occurs, exists or comes into force:
 - (i) any new law or regulation or any change or development involving a prospective change in existing law or regulation, or any change in the interpretation or application thereof by any court or other competent authority in or affecting Hong Kong, the PRC, the United States, the United Kingdom, Japan, Italy or European Union and any of the jurisdictions relevant to any member of the Group (each a **Relevant Jurisdiction**); or
 - (ii) any change or development involving a prospective change or development, or any event or series of events resulting in or representing a change or development, or prospective change or development, in local, national, regional or international financial, political, military, industrial, economic, currency market, fiscal or regulatory or market conditions (including, without limitation, conditions in stock and bond markets, money and foreign exchange markets and inter-bank markets, a change in the system under which the value of the Hong Kong currency is linked to that of the currency of the United States or a devaluation of the Hong Kong dollar) in or affecting any Relevant Jurisdiction; or
 - (iii) any change or development in the current financial markets in any Relevant Jurisdiction or generally in the current international equity securities or other financial markets; or
 - (iv) any event or series of events in the nature of force majeure (including, without limitation, acts of government, strikes, lock-outs, riots, public disorder, economic sanction, mining accidents, fire, explosion, flooding, windstorm, snowstorm, civil commotion, acts of war, acts of terrorism (whether or not responsibility has been claimed), acts of God, large scale

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- outbreak of diseases or epidemics, including, but not limited to, Severe Acute Respiratory Syndrome (**SARS**) and H1N1 or swine or avian influenza (and in the case of H1N1 or swine influenza or such related/mutated forms of disease, a material worsening of its current pandemic status) or such related/mutated forms, accident or interruption or delay in transportation in or affecting any Relevant Jurisdiction; or
- (v) any local, national, regional or international outbreak or escalation of hostilities (whether or not war is or has been declared) or other state of emergency or calamity or crisis in or affecting any Relevant Jurisdiction; or
 - (vi) (A) any suspension or limitation on trading in shares or securities generally on the Hong Kong Stock Exchange, the New York Stock Exchange, Nasdaq National Market, the London Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange or the Tokyo Stock Exchange or (B) a general moratorium on commercial banking activities in any Relevant Jurisdiction declared by the relevant authorities, or a disruption in commercial banking activities or foreign exchange trading or securities settlement or clearance services or procedures in or affecting any Relevant Jurisdiction; or
 - (vii) any imposition of economic sanctions, in whatever form, directly or indirectly, by, or for, any of the Relevant Jurisdiction; or
 - (viii) any suspension of trading of the A Shares of the Company on the Shenzhen Stock Exchange as a result of the breach of the applicable Laws; or
 - (ix) any change or development, or event involving a prospective change in taxation or exchange controls, currency exchange rates or foreign investment regulations in any Relevant Jurisdiction adversely affecting an investment in the H Shares; or
 - (x) any change or prospective change in the assets, liabilities, profits, losses, properties, performance, conditions, results of operations, business, earnings, financial or trading position or prospects of the Company or the Group taken as a whole; or
 - (xi) the chairman or chief executive officer of the Company vacating his or her office; or
 - (xii) the commencement or announcement of an intention by any governmental, regulatory or political body or organization of any action, charge or claim against a Director or announcement by any regulatory or political body or organization that it intends to take any such action; or
 - (xiii) any litigation or claim of any third party being threatened or instigated against any member of the Group; or

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- (xiv) a Director being charged with an indictable offence or prohibited by operation of law or otherwise disqualified from taking part in the management of a company; or
- (xv) a contravention by any member of the Group of the Hong Kong Listing Rules or applicable laws; or
- (xvi) a prohibition on the Company for whatever reason from issuing, allotting or selling the H Shares (including the additional H Shares to be purchased by, or by investors procured by, the International Underwriters from the Company pursuant to the Over-allotment Option) pursuant to the terms of the Global Offering; or
- (xvii) any material adverse change or development involving a reasonably likely material adverse change of any of the risks set out in the section entitled “Risk Factors” in this prospectus; or
- (xviii) non-compliance of this prospectus (or any other documents used in connection with the contemplated offer) or any aspect of the Global Offering with the Hong Kong Listing Rules or any other applicable law or regulation; or
- (xix) the issue or requirement to issue by the Company of any supplement or amendment to this prospectus (or to any other documents used in connection with the contemplated offer) pursuant to the Companies Ordinance or the Listing Rules or any requirement or request of the Hong Kong Stock Exchange and/or the SFC; or
- (xx) an order or petition for the winding up of any member of the Group or any composition or arrangement made by any member of the Group with its creditors or a scheme of arrangement entered into by any member of the Group or any resolution for the winding-up of any member of the Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of the Group or anything analogous thereto occurring in respect of any member of the Group,

and which, in any such case and in the sole opinion of the Joint Global Coordinators (for themselves and on behalf of the other Hong Kong Underwriters):

- (A) is or will be or is likely to be materially adverse to, or materially and prejudicially affect, the assets, liabilities, profits, losses, properties, performance, conditions, results of operations, business, earnings, financial or trading position or prospects of the Company and its subsidiaries as a whole; or
- (B) has or will have or is likely to have a material adverse effect on the success of the Global Offering or the level of Offer Shares being applied for or accepted or the distribution of Offer Shares and/or make it

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impracticable or inadvisable for any part of the Hong Kong Underwriting Agreement, the Hong Kong Public Offering or the Global Offering to be performed or implemented as envisaged; or

(C) makes or will or is likely to make it inadvisable or impracticable to proceed with the Hong Kong Public Offering and/or the Global Offering or the delivery of the Offer Shares on the terms and in the manner contemplated by this prospectus; or

(b) there has come to the notice of the Joint Global Coordinators or any of the Hong Kong Underwriters:

(i) that any statement contained in the Hong Kong Public Offering Documents, the preliminary offering circular, the final offering circular, the web proof information pack and any announcements issued by the Company in connection with the Hong Kong Public Offering (including any supplement or amendment thereto) was, when it was issued, or has become untrue, inaccurate, incorrect or misleading in any material respect, or that any forecast, expression of opinion, intention or expectation contained in any of this prospectus, Application Forms, formal notice and/or any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of the Company in connection with the Hong Kong Public Offering (including any supplemental or amendment thereto) is not fair and honest and based on reasonable assumptions; or

(ii) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this prospectus, constitute a material omission from any of this prospectus or the Application Forms or the formal notice or any announcements issued by the Company in connection with the Hong Kong Public Offering; or

(iii) any of the representations, warranties and undertakings given by the Company in the Hong Kong Underwriting Agreement is (or might when repeated be) untrue, inaccurate, incorrect or misleading in any material respect or otherwise breached or being alleged to be untrue, inaccurate or misleading; or

(iv) any event, act or omission which gives or may give rise to any material liability of the Company pursuant to the indemnities given by the Company or them under the Hong Kong Underwriting Agreement; or

(v) any material breach of any of the obligations of the Company under the Hong Kong Underwriting Agreement; or

(vi) any material adverse change or prospective material adverse change in the assets, liabilities, profits, losses, performance, conditions, financials, business, properties, results of operations, earnings, trading position, conditions or prospects of the Company and its subsidiaries taken as a whole; or

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- (vii) any material litigation or claim being threatened or instigated against the Company or any of its subsidiaries; or
- (viii) any material breach on the part of the Company of any of the obligations imposed upon it under the Hong Kong Underwriting Agreement or the International Underwriting Agreement; or
- (ix) any of the reporting accountants, property valuer in relation to the Global Offering, the legal advisors of the Company on PRC law has withdrawn its respective consent to the issue of this prospectus with the inclusion of its reports, letters, summaries of valuations and/or legal opinions (as the case may be) and references to its name included in the form and context in which it respectively appears; or
- (x) approval for the listing of an permission to deal in the H Shares on the Hong Kong Stock Exchange is refused or not granted, other than subject to customary conditions, on or before the listing approval date, or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld;

then the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) may, in their sole discretion and upon giving notice in writing to the Company, terminate the Hong Kong Underwriting Agreement with immediate effect.

Undertakings to the Hong Kong Stock Exchange pursuant to the Listing Rules

Pursuant to Rule 10.08 of the Listing Rules, we have undertaken to the Hong Kong Stock Exchange that no further Shares or securities convertible into our equity securities may be issued by us or form the subject of any agreement to such an issue by us within six months from the Listing Date (whether or not such issue of Shares or our securities will be completed within six months from the commencement of dealing), except in certain circumstances prescribed by Rule 10.08 of the Listing Rules.

Undertakings to the Hong Kong Underwriters

We have, pursuant to the Hong Kong Underwriting Agreement, undertaken to each of the Joint Global Coordinators, the Joint Bookrunners, the Joint Sponsors, the Joint Lead Managers and the Hong Kong Underwriters that except pursuant to the Global Offering (including the Over-Allotment Option), at any time after the date of the Hong Kong Underwriting Agreement up to and including the date falling six months after the date on which dealings in the H Shares commence on the Hong Kong Stock Exchange, we will not, without the Joint Global Coordinators' prior written consent (subject to the requirements of the Listing Rules):

- (a) offer, accept subscription for, pledge, charge, allot, issue, sell, lend, mortgage, assign, contract to allot, issue or sell, sell any option or contract to purchase, purchase any option or contract to sell, grant or agree to grant any option, right or warrant to purchase or subscribe for, make any short sale or otherwise transfer or dispose of, either directly or indirectly, conditionally or unconditionally or

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repurchase, any share capital of our Company or any securities or any interest therein (including but not limited to any interest convertible into or exercisable or exchangeable for or that represent the right to receive such share capital or securities or any interest therein); or

- (b) enter into any swap, derivative, lending, repurchase and mortgage or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the share capital of our Company or other such securities; or
- (c) enter into any transaction with the same economic effect as any transaction described in (a) or (b) above; or
- (d) agree or contract to, or publicly announce any intention to enter into, any transaction described in (a), (b) or (c) above,

whether any of the foregoing transactions described in (a) to (d) above is to be settled by delivery of share capital of our Company or such other securities, in cash or otherwise or publicly disclose that our Company will or may enter into any transaction described above, provided that the foregoing restrictions shall not apply to the issue of H Shares by the Company pursuant to the Global Offering (including pursuant to the Over-Allotment Option), and the Company further agrees that, in the event of an issue or disposal of any H Shares or any interest therein after the date falling six months from the date on which dealings in the H Shares commence on the Hong Kong Stock Exchange, it will take all reasonable steps to ensure that such an issue or disposal will not create a disorderly or false market for the H Shares.

Indemnity

We have agreed to indemnify the Joint Global Coordinators, Joint Bookrunners, the Joint Sponsors, the Joint Lead Managers and the Hong Kong Underwriters for certain losses which they may suffer, including, among other matters, losses arising from the performance of their obligations under the Hong Kong Underwriting Agreement.

Commission and Expenses

According to the Hong Kong Underwriting Agreement, the Hong Kong Underwriters will receive an underwriting commission of 2.5% of the aggregate Offer Price payable for the Hong Kong Offer Shares initially offered under the Hong Kong Public Offer. For unsubscribed Hong Kong Offer Shares reallocated to the International Placing, we will pay an underwriting commission at the rate applicable to the International Placing and such commission will be paid to the International Underwriters (but not the Hong Kong Underwriters). We may also pay in our discretion an incentive fee to any Hong Kong Underwriters for all the H Shares sold in the Hong Kong Public Offering.

The aggregate commissions and the maximum incentive fee (if any), together with the listing fees, SFC transaction levy, the Hong Kong Stock Exchange fee and other expenses of us relating to the Global Offering are estimated to amount to HK\$659 million (assuming an Offer Price of HK\$16.48 per Offer Share, which is the mid-point of our indicative price range for the Global Offering, and the Over-allotment Option is not exercised) in total.

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The International Placing

In connection with the International Placing, it is expected that we will enter into the International Underwriting Agreement with, among others, the International Underwriters on or about December 17, 2010. Under the International Underwriting Agreement, the International Underwriters would, subject to certain conditions, severally and not jointly, agree to procure subscribers to subscribe for, or failing which to subscribe for themselves, their respective applicable proportions of the International Placing Shares being offered pursuant to the International Placing which are not taken up under the International Placing.

We will grant to the International Underwriters the Over-allotment Option, exercisable by the Joint Global Coordinators on behalf of the International Underwriters during the 30-day period from the last day for the lodging of applications under the Hong Kong Public Offering, to require us to issue up to an aggregate of 130,437,400 additional H shares, representing approximately 15% of the H shares initially available under the Global Offering, at the Offer Price, among other things, to cover over-allocations in the International Offering, if any.

Over-allotment and Stabilization

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the underwriters may bid for, or purchase, the securities in the secondary market, during a specified period of time, to retard and, if possible, prevent, any decline in the market price of the securities below the offer price. In Hong Kong and certain other jurisdictions, the price at which stabilization is effected is not permitted to exceed the offer price.

In connection with the Global Offering, the Stabilizing Manager or any person acting for them, on behalf of the Underwriters, may over-allocate or effect short sales or any other stabilizing transactions with a view to stabilizing or maintaining the market price of the H Shares at a level higher than that which might otherwise prevail in the open market. Short sales involve the sale by the Stabilizing Manager of a greater number of H Shares than the Underwriters are required to purchase in the Global Offering. "Covered" short sales are sales made in an amount not greater than the Over-allotment Option. The Stabilizing Manager may close out the covered short position by either exercising the Over-allotment Option to purchase additional H Shares or purchasing H Shares in the open market. In determining the source of the H Shares to close out the covered short position, the Stabilizing Manager will consider, among other things, the price of H Shares in the open market as compared to the price at which they may purchase additional H Shares pursuant to the Over-allotment Option. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the H Shares while the Global Offering is in progress. Any market purchases of the H Shares may be effected on any stock exchange, including the Hong Kong Stock Exchange, any over-the-counter market or otherwise, provided that they are made in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilizing Manager or any person acting for it to conduct any such stabilizing activity, which if commenced, will be done at the absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offer. The number of the H Shares that may be over-allocated will not exceed the number of the H Shares that may be sold under the

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Over-allotment Option, namely, 130,437,400 H Shares, which is approximately 15% of the number of Offer Shares initially available under the Global Offering, in the event that the whole or part of the Over-allotment Option is exercised.

In Hong Kong, stabilizing activities must be carried out in accordance with the Securities and Futures (Price Stabilizing) Rules. Stabilizing actions permitted pursuant to the Securities and Futures (Price Stabilizing) Rules include:

- (a) over-allocation for the purpose of preventing or minimizing any reduction in the market price;
- (b) selling or agreeing to sell the H Shares so as to establish a short position in them for the purpose of preventing or minimizing any deduction in the market price;
- (c) subscribing, or agreeing to subscribe, for the H Shares pursuant to the Over-allotment Option in order to close out any position established under (a) or (b) above;
- (d) purchasing, or agreeing to purchase, the H Shares for the sole purpose of preventing or minimizing any reduction in the market price;
- (e) selling the H Shares to liquidate a long position held as a result of those purchases; and
- (f) offering or attempting to do anything described in (b), (c), (d) and (e) above.

Stabilizing actions by the Stabilizing Manager, or any person acting for it, will be entered into in accordance with the laws, rules and regulations in place in Hong Kong on stabilization.

As a result of effecting transactions to stabilize or maintain the market price of the H Shares, the Stabilizing Manager, or any person acting for it, may maintain a long position in the H Shares. The size of the long position, and the period for which the Stabilizing Manager, or any person acting for it, will maintain the long position is at the discretion of the Stabilizing Manager and is uncertain. In the event that the Stabilizing Manager liquidates this long position by making sales in the open market, this may lead to a decline in the market price of the H Shares.

Stabilizing action by the Stabilizing Manager, or any person acting for it, is not permitted to support the price of the H Shares for longer than the stabilizing period, which begins on the day on which trading of the H Shares commences on the Hong Kong Stock Exchange and ends on the thirtieth day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing period is expected to end on Saturday, January 15, 2011. As a result, demand for the H Shares, and their market price, may fall after the end of the stabilizing period. These activities by the Stabilizing Manager may stabilize, maintain or otherwise affect the market price of the H Shares. As a result, the price of the H Shares may be higher than the price that otherwise may exist in the open market. Any stabilizing action taken by the Stabilizing Manager, or any person acting for it, may not necessarily result in the market share of the H Shares staying at or above the Offer Price either during or after the stabilizing period. Bids for or market purchases of the H Shares by the Stabilizing Manager, or any person acting for it, may be made at a price at or below the Offer Price and therefore at or below the price paid for the H Shares by purchasers. A public

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announcement in compliance with the Securities and Futures (Price Stabilizing) Rules will be made within seven days of the expiration of the stabilizing period.

Joint Sponsors' and Underwriters' Interest in the Company

China International Capital Corporation Limited, the ultimate holding company of China International Capital Corporation Hong Kong Securities Limited ("CICC") and an associate of CICC (as defined in the Listing Rules), holds approximately 0.001% of the issued share capital of the Company as at the Latest Practicable Date, approximately 0.00097% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is not exercised) and approximately 0.00095% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is exercised in full). CICC remains impartial and independent as a Joint Sponsor and satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The CICC group holds directly or indirectly less than 5% of the issued share capital of the Company whether before or after the Global Offering. CICC also confirms that none of the other factors affecting independence as specified in Listing Rule 3A.07 is applicable to CICC.

GS Hony Holdings I Ltd holds approximately 12.77% of the total issued share capital of ZoomlionCifa (Hong Kong), a subsidiary of the Company as at the Latest Practicable Date. GS Hony Holdings I Ltd, an associate of Goldman Sachs (Asia) L.L.C., is regarded as a member of the sponsor group of Goldman Sachs (Asia) L.L.C. as defined in the Listing Rules. Accordingly, Goldman Sachs (Asia) L.L.C. does not satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

A member of J.P. Morgan group holds approximately 0.4316% of the issued share capital of the Company as at the Latest Practicable Date, approximately 0.3668% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is not exercised) and approximately 0.3588% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is exercised in full).

Affiliates of Morgan Stanley Asia Limited, hold in aggregate approximately 0.1883% of the issued share capital of the Company as at the Latest Practicable Date, approximately 0.1600% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is not exercised) and approximately 0.1565% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is exercised in full).

Credit Suisse (Hong Kong) Limited, holds approximately 0.0000051% of the issued share capital of the Company as at the Latest Practicable Date, approximately 0.0000043% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is not exercised) and approximately 0.0000042% of the issued share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option is exercised in full).

Save as disclosed in this prospectus, none of the Underwriters is interested legally or beneficially in any shares of any of our members or has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any of our members in the Global Offering.