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**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)*

**(Stock Code: 1157)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** by the Board of Directors that the Extraordinary General Meeting of Changsha Zoomlion Heavy Industry Science and Technology Development Co., Ltd.\* (the “**Company**”) will be held at the Multi-function Conference Room, Second Floor, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 9:30 a.m. on Tuesday, 11 October 2011, to consider and, if thought fit, pass the following resolutions:

### **Special Resolution:**

- 1 To consider and approve the issuance of U.S. dollar-denominated bonds of a principal amount not exceeding US\$1.5 billion in the overseas markets by the Company through its offshore wholly-owned subsidiary within 24 months from the date of the EGM, and to authorize the Board of the Company, persons authorized by the Board and the Company's offshore wholly-owned subsidiary, to deal with all necessary matters in connection with the issuance of the Bonds (*Note 1*).

### **Ordinary Resolutions:**

- 2 To consider and approve the proposal in respect of the termination of some of the investment projects financed by proceeds from private placement (*Note 2*).
- 3 To consider and approve the proposal in respect of the change in the use of part of the proceeds from private placement to replenish working capital (*Note 3*).

By order of the Board  
**Changsha Zoomlion Heavy Industry Science  
and Technology Development Co., Ltd.\***  
**ZHAN Chunxin**  
*Chairman*

Changsha, the PRC  
26 August 2011

\* *For identification purpose only*

*Notes:*

1. Details of the above special resolution are set out in the section headed “Proposal of Bond Issuance” in the Letter from the Board in the shareholders’ circular (“**Circular**”) of the Company dated 26 August 2011. Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meanings as those defined in the Circular.
2. Details of the above ordinary resolution are set out in the section headed “Proposal in respect of the Termination of Some of the Investment Projects Financed by Proceeds from Private Placement” in the Letter from the Board in the Circular. Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meanings as those defined in the Circular.
3. Details of the above ordinary resolution are set out in the section headed “Proposal in respect of the Change in the Use of Part of the Proceeds from Private Placement to Replenish Working Capital” in the Letter from the Board in the Circular. Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meanings as those defined in the Circular.

**4. Eligibility for Attending the EGM and closure of H Share register of members**

The H Share register of members of the Company will be closed, for the purpose of determining entitlement of the holders of H Shares to attend the EGM, from Saturday, 10 September 2011 to Tuesday, 11 October 2011 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the EGM, holders of H Shares should ensure that all transfer documents, accompanied by the relevant Share certificates, are lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at shops 1712–1716, 17th Floor, Hopewell Centre 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 9 September 2011.

**5. Proxy**

- (a) Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a Shareholder of the Company.
- (b) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.
- (c) To be valid, for holders of H Shares, the proxy form and notarized power of attorney or other document of authorization must be delivered to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the EGM (proxy form for use at the EGM is attached herewith). If a Shareholder appoints more than one proxy, such proxies shall only exercise the right to vote by poll.

**6. Registration procedures for attending the EGM**

- (a) A Shareholder or his proxy should produce proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
- (b) Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) on or before Tuesday, 20 September 2011.

## **7. Voting by poll**

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the EGM will demand a poll in relation to all the resolutions proposed at the EGM in accordance with the Articles of Association.

## **8. Miscellaneous**

- (a) The EGM is expected to last for no more than half a day. Shareholders (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses.
- (b) The address of Computershare Hong Kong Investor Services Limited is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The registered office of the Company is: No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC. Telephone: (86 731) 88923908. Fax: (86 731) 88923904. Email: 157@zoomlion.com.

*As at the date of this announcement, the executive directors of the Company are Dr. Zhan Chunxin and Mr. Liu Quan; the non-executive director is Mr. Qiu Zhongwei; and the independent non-executive directors are Mr. Liu Changkun, Dr. Qian Shizheng, Mr. Wang Zhile and Mr. Lian Weizeng.*