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)

PROXY FORM FOR THE H SHARES CLASS MEETING

Number of H shares to which this proxy form relates (Note 1)	

I/We (Note 2): ____

Address: ____,

being the registered holder(s) of (Note 3) ______________________________ H shares of RMB1.00 each in the share capital of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the "**Company**") hereby appoint the **Chairman of the meeting** or (Note 4) ______________________________

of ______________________________ (Address)(Note 4)

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the H Shares Class Meeting ("**Meeting**") of the Company to be held at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 3:30 p.m. on Monday, 29 June 2015 and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of H Shares Class Meeting, and, if no such indications is given, as my/our proxy thinks fit(Note 5).

	Special Resolution	For (Note 5)	Against (Note 5)	Abstain (Note 5)
1.	To consider and approve the amendments to the provisions regarding voting at and resolutions of general meetings in the Articles of Association of the Company.			
2.	The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase H Shares: "**THAT**: (a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue at the date of passing of this resolution at annual general meeting and the relevant resolutions are passed at class meetings of shareholders and the repurchase of H Shares will be at a repurchase price of lower than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Stock Exchange; (b) the Board be authorized to (including but not limited to the following): (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase; (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange; (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the place of listing of the Company, and make the necessary filings with the relevant regulatory authorities; (iv) cancel the H Shares so repurchased, and to execute and deal with any relevant documents and matters in connection with the said share repurchase			

* *For identification purpose only*

Special Resolution		For (Note 5)	Against (Note 5)	Abstain (Note 5)
	(c) For the purpose of this special resolution, "**Relevant Period**" means the period from the pasting of this special resolution until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of a period of 12 months following the passing of the relevant special resolution by the Shareholders at the AGM; and (iii) the date on which the authority given under the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of Shareholders			

Date: ______________________________ 2015 Signature of shareholder *(Note 6)*: ______________________________

Notes:

1. Please insert the number of H shares registered in your name(s) to which this proxy form relates. This proxy form will be deemed to relate to such number of shares inserted. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English) and address(es) as shown in the register of members of the Company in **block letters**.
3. Please insert the number of shares registered in your name(s).
4. If any proxy other than the chairman of the meeting is preferred, delete the words "**the Chairman of the Meeting** or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. The appointed proxy need not be a shareholder of the Company, provided that the proxy shall attend the Meeting in person on behalf of the shareholder. In the event that a shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights by poll. **Any alteration made to this proxy form must be duly initiated by the person who signs it.**
5. Important: if you wish to vote for any resolution, please tick in the box marked "**For**". If you wish to vote against any resolution, please tick in the box marked "**Against**". If you wish to abstain for vote, please tick in the box marked "**Abstain**". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this proxy form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the meeting. You should give your direction as any one of the following: "For", "Against" or "Abstained". Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you, and the corresponding vote will be counted as "Abstained".
6. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of the holder of H shares being a legal entity, must either be executed under seal or under the hand of a director or an attorney duly authorized to sign the same. If this proxy form is signed by an attorney duly authorized in writing by the holder of H shares, the power of attorney or other authorization document under which it is signed must be notarized.
7. To be valid, this proxy form together with the power of attorney or other authorization document (if any) 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 fixed for holding the Meeting.
8. In the case of joint holders of any H share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such share shall be accepted.
9. Identification documents must be shown by H shareholder(s) or proxies to attend the Meeting.