

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your H shares in Zoomlion Heavy Industry Science and Technology Co., Ltd.*, you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Zoomlion Heavy Industry Science and Technology Co., Ltd.*

中联重科股份有限公司

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

(Stock Code: 1157)

SUPPLEMENTAL CIRCULAR

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

**(2) RESOLUTION FOR THE PROPOSED GENERAL MANDATE TO
REPURCHASE PART OF THE A SHARES**

**(3) PLAN FOR THE PROPOSED GENERAL MANDATE TO
REPURCHASE PART OF THE A SHARES**

AND

**(4) SUPPLEMENTAL NOTICES OF ANNUAL GENERAL MEETING AND
H SHARES CLASS MEETING**

A supplemental notice convening the Annual General Meeting of Zoomlion Heavy Industry Science and Technology Co., Ltd. to be held at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Wednesday, 29 June 2016 at 2:00 p.m. is set out on pages 16 to 18 of this supplemental circular. The supplemental notice convening the H Shares Class Meeting at 3:30 p.m. on Wednesday, 29 June 2016 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, are set out on pages 19 to 21 of this supplemental circular.

Whether or not you are able to attend the Annual General Meeting and/or H Shares Class Meeting, you are advised to read the notice of the Annual General Meeting and H Shares Class Meeting and to complete and return the enclosed proxy forms, in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in person or by post not less than 24 hours before the time stipulated for convening the Annual General Meeting and/or H Shares Class Meeting or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting at the Annual General Meeting and/or H Shares Class Meeting or at any adjourned meeting if you so wish.

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Zoomlion Heavy Industry Science and Technology Co., Ltd.*

中联重科股份有限公司

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

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Members of the Board

Chairman and Executive Director:

Dr. ZHAN Chunxin

Non-executive Director:

Mr. HU Xinbao

Mr. ZHAO John Huan

Independent Non-executive Directors:

Mr. ZHAO Songzheng

Mr. LAI Kin Keung

Ms. LIU Guiliang

Registered Office

No. 361, Yin Pen South Road,
Changsha City, Hunan Province,
The PRC

Dear Shareholders,

SUPPLEMENTAL CIRCULAR

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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**(3) PLAN FOR THE PROPOSED GENERAL MANDATE TO
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**(4) SUPPLEMENTAL NOTICES OF ANNUAL GENERAL MEETING AND
H SHARES CLASS MEETING**

1. INTRODUCTION

Reference is made to the circular of the Company (the “**Circular**”), the notices of AGM and H Shares Class Meeting of the Company, all dated 12 May 2016 which set out the venue of the AGM and H Shares Class Meeting and contain the resolutions to be tabled before the AGM and H Shares Class Meeting for Shareholders’ consideration and approval. This supplemental circular should be read in conjunction with the Circular. Unless otherwise defined herein, terms used in this supplemental circular shall have the same meanings as defined in the Circular.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this supplemental circular, to which this letter forms a part of, is to give you with information regarding the supplemental notices of the AGM and H Shares Class Meeting, the proposed new resolutions to be considered at the AGM and the H Shares Class Meeting relating to the following and the amendments to the information as set out in “Appendix — Supplemental Explanatory Statement” in the Circular as mentioned below.

2. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. Yang Changbo (“**Mr. Yang**”) as an independent non-executive Director of the fifth session of the Board, in accordance with the Company Law and the Articles.

The biographical and other details of Mr. Yang required to be included in this supplemental circular under the Listing Rules are set out below:

Mr. Yang Changbo (楊昌伯), aged 61, joined Goldman Sachs Gao Hua as managing director in October 2006 and became partner at Goldman Sachs in 2010. He retired in January 2014 and remained as consultant at Goldman Sachs from January 2014 to January 2016. Prior to joining Goldman Sachs, Mr. Yang served as a senior official at the World Bank from August 1986 to August 1998. He then joined China International Capital Corporation as the managing director. Mr. Yang obtained a PhD in Economics from the University of Texas, Austin, the United States of America in 1986.

As at 8 June 2016 (the “**Latest Practicable Date**”), Mr. Yang does not hold any shares of the Company and has not been penalized by China Securities Regulatory Commission and other relevant departments or reprimanded by any stock exchange.

The appointment of Mr. Yang as an independent non-executive Director will be for a term until the expiration of the fifth session of the members of the Board, in accordance with the Company Law and the Articles. The remuneration of Mr. Yang will be determined in accordance with the relevant requirements of the Company in relation to the remuneration of its Directors. The Company will disclose the status on which the relevant Directors receive their remuneration in the Company within the reporting period in the Company’s annual report.

Mr. Yang has not held any directorships in other listed public companies and other major appointment and qualifications during the last three years preceding the Latest Practicable Date. Further, Mr. Yang does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. Mr. Yang does not have any interest in the Share or underlying Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there are no other matters relating to the election of Mr. Yang that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The relevant resolution regarding the appointment of Mr. Yang can be found under the ordinary resolution numbered 15, as provided in the supplemental notice of AGM.

3. RESOLUTION FOR THE PROPOSED GENERAL MANDATE TO REPURCHASE PART OF THE A SHARES

Pursuant to the relevant requirements, such as the Company Law, the Securities Law, the Measures on Administration of Repurchase of Public Shares by Listed Companies (Trial Implementation), the Supplementary Provisions on the Share Repurchase by Listed Companies by Means of Centralized Bidding, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Guidelines of the Shenzhen Stock Exchange on the Share Repurchase by Listed Companies by Means of Centralized Bidding, the Company has formulated a proposed general mandate to repurchase part of its A Shares (the “**A Shares Repurchase Mandate**”), and the details of which are as follows:

I. Purpose of the repurchase of A Shares

Due to the macro-economic transformation and decline in growth of investments in downstream fixed assets, the construction machinery industry of the PRC has been sluggish since the second half of 2011. However, with the steady inflation rate, the progressive development of new urbanized construction and structural change in traditional industries resulting from the elimination of excessive production capacity, it is expected that the industry will soon reach its bottom and stabilize.

As at the Latest Practicable Date, the closing price of A Shares of the Company was RMB4.09 per A Share, representing 0.79 times of the price-to-book ratio of the net assets per A Share as of the end of 2015. Due to the low valuation of the Share price of the Company, in order to increase the return for the Shareholders, booster the investors’ confidence and protect the interest of investors, the Company proposes to repurchase part of its public Shares of the Company financed by its existing funds, and reduces the ordinary share capital of the Company, taking account of the relevant factors, such as financial condition and business development of the Company as a whole.

II. Use of the repurchase of A Shares

The A Shares so repurchased will be cancelled and the ordinary share capital of the Company will be reduced in accordance with the laws.

III. Method of repurchase of A Shares

The Company proposes to repurchase its A Shares by means of centralized bidding on the Shenzhen Stock Exchange.

IV. Price range of the repurchase of A Shares

The repurchase price of A Shares of the Company shall not exceed the net assets value per A Share as of the end of 2015, being RMB5.21 per A Share. In the event of any ex-rights or ex-dividends matters of the Company during the repurchase period, such as capitalization issue, distribution of shares or cash dividends, division of shares, reduction of share, placing of shares or issuance of equity-linked warrants, the Company will adjust the maximum repurchase price accordingly from the ex-rights or ex-dividends date.

LETTER FROM THE BOARD

V. Type, amount and quantity of shares to be repurchased and the percentage to the total share capital

The Company proposes to repurchase its public Shares of Class A for an amount of not more than RMB1 billion in aggregate. Calculating at a repurchase price of not exceeding RMB5.21 per A Share, the minimum number of A Shares which can be repurchased by the Company will be 192,000,000 A Shares, representing 3.06% of the issued A Shares of the Company and 2.50% of the total share capital of the Company.

Subject to the satisfaction of the above conditions, the final amount and quantity of the repurchase of the Company shall be subject to the actual repurchase as at the expiry of the repurchase period.

VI. Implementation period of the repurchase of A Shares

The repurchase of A Shares can be implemented during the twelve months from the date of passing of the repurchase proposal at the shareholders' general meeting. If, during such period, the amount of funds used for repurchase has reached the maximum amount, the repurchase proposal shall then be completed, and the repurchase period shall be deemed to have expired earlier.

Subject to the authorisation granted at the shareholders' general meeting and the board meeting, the Company will decide and implement the repurchase according to the market condition during the repurchase period.

VII. Source of funds for the repurchase

The Company intends to fund the repurchase of A Shares by its existing funds.

IX. Authorization

The Board of Directors of the Company proposes to seek approval at the general meeting to authorize Mr. Zhan Chunxin, the Chairman, or any person authorized by him, to repurchase part of the public shares of Class A of the Company as and when appropriate at a repurchase price of not more than RMB5.21 (inclusive) per A Share for a total amount of not more than RMB1 billion (inclusive), subject to laws and regulations and the market situation. Details of the authorization include, without limitation:

- (i) formulation of a specific repurchase proposal;
- (ii) preparation of, supplement and amendment to, signing and filing and execution and submission of, the submission documents;
- (iii) determination of the timing, pricing and quantity for the repurchase according to the actual conditions, and the implementation of the repurchase proposal;
- (iv) cancellation of the repurchased shares;
- (v) amendment to the Articles of Association governing the registered capital, total share capital and shareholding structure according to the actual conditions of the repurchase, and obtaining of approval from the relevant commercial authorities and filing of the industrial and commercial registrations;

LETTER FROM THE BOARD

- (vi) notification to and communication with the creditors for the disposal of liabilities;
- (vii) adjustment to the repurchase proposal according to such provisions or requirements by the regulatory authorities and such market conditions as maybe newly promulgated by the regulatory authorities or changed prior to the implementation of the repurchase;
- (viii) handling of other matters incidental to the repurchase in accordance with relevant requirements; and
- (ix) the authorization is effective for 12 months from the date on which this resolution on the repurchase of public shares of the Company is passed at the general meeting.

In view of the proposed A Shares Repurchase Mandate, a supplemental explanatory statement containing information regarding the Repurchase Mandate (together with the A Shares Repurchase Mandate, the “**Repurchase Mandates**”) is set out in Appendix to this supplemental circular. The relevant resolution regarding the A Share Repurchase Mandate can be found under the special resolution numbered 23, as provided in the Supplemental notice of AGM.

4. PLAN FOR THE PROPOSED GENERAL MANDATE TO REPURCHASE PART OF THE A SHARES

Pursuant to the relevant requirements, such as the Company Law, the Securities Law, the Measures on Administration of Repurchase of Public Shares by Listed Companies (Trial Implementation), the Supplementary Provisions on the Share Repurchase by Listed Companies by Means of Centralized Bidding, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Guidelines of the Shenzhen Stock Exchange on the Share Repurchase by Listed Companies by Means of Centralized Bidding, the Company has formulated a proposal to repurchase part of its public Shares of Class A, and the details of which are as follows:

I. Purpose of the repurchase of A shares

Due to the macro-economic transformation and declining growth of investments in downstream fixed assets, the construction machinery industry of the PRC has been sluggish since the second half of 2011. However, with the progressive development of new urbanized construction and structural change in traditional industries resulting from the elimination of excessive production capacity, it is expected that the industry will soon reach its bottom and become stabilized.

As at the Latest Practicable Date, the closing price of A Shares of the Company was RMB4.09 per A Share, representing 0.79 times of the price-to-book ratio of the net assets per A Share as of the end of 2015. The performance of A Shares was weak and its overall valuation was low. In order to increase the return for the Shareholders, booster the investors’ confidence and improve the share price stabilizing mechanism to cope with market risk and protect the interest of investors, the Company proposes to repurchase part of its public Shares of Class A to be financed by its existing funds, and reduces the ordinary share capital of the Company, taking account of the relevant factors, such as financial condition and business development of the Company as a whole.

LETTER FROM THE BOARD

II. Use of the repurchase of A Shares

The A Shares so repurchased will be cancelled and the ordinary share capital of the Company will be reduced in accordance with the laws.

III. Method of repurchase of A Shares

The Company proposes to repurchase its A Shares by means of centralized bidding on the Shenzhen Stock Exchange.

IV. Price range of the repurchase of A Shares

The repurchase price of A Shares of the Company shall not exceed the net assets value per A Share as of the end of 2015, being RMB5.21 per A Share. In the event of any ex-rights or ex-dividends matters of the Company during the repurchase period, such as capitalization issue, distribution of shares or cash dividends, division of shares, reduction of share, placing of shares or issuance of equity-linked warrants, the Company will adjust the maximum repurchase price accordingly from the ex-rights or ex-dividends date.

V. Type, amount and quantity of shares to be repurchased and the percentage to the total share capital

The Company proposes to repurchase its public Shares of Class A for an amount of not more than RMB1 billion in aggregate. Calculating at a repurchase price of not exceeding RMB5.21 per A Share, the minimum number of A Shares which can be repurchased by the Company will be 192,000,000 A Shares, representing 3.06% of the issued A Shares of the Company and 2.50% of the total share capital of the Company.

Subject to the satisfaction of the above conditions, the final amount and quantity of the repurchase of the Company shall be subject to the actual repurchase as at the expiry of the repurchase period.

VI. Implementation period of the repurchase of A Shares

The repurchase of A Shares can be implemented during the twelve months from the date of passing of the repurchase proposal at the shareholders' general meeting. If, during such period, the amount of funds used for repurchase has reached the maximum amount, the repurchase proposal shall then be completed, and the repurchase period shall be deemed to have expired earlier.

Subject to the authorization granted at the shareholders' general meeting and the board meeting, the Company will decide and implement the repurchase according to the market condition during the repurchase period.

VII. Source of funds for the repurchase

The Company intends to fund the repurchase by its existing funds.

LETTER FROM THE BOARD

VIII.Expected change in shareholding structure of the Company upon completion of the repurchase of A Shares

As at 31 December 2015, the issued ordinary Shares of the Company were 7,664,132,250 Shares, comprising 6,275,925,164 A Shares which represents 81.89% of the total share capital of the Company, and 1,388,207,086 H Shares which represents 18.11% of the total share capital of the Company. The largest Shareholder of the Company is the State-owned Assets Supervision and Administration Commission of Hunan Province People's Government, which holds as to 16.35% of shareholdings.

On the basis of the total amounts of funds of RMB1 billion for repurchase and the repurchase price of RMB5.21 per A Share, as well as the shareholding structure of the Company as at 31 December 2015, the ordinary share capital structure of the Company after the repurchase of A Shares is as follows:

	Before repurchase	After repurchase
Total share capital (in '00,000,000 Shares)	76.64	74.72
Number of A Shares (in '00,000,000 Shares)	62.76	60.84
Proportion of A Shares	81.89%	81.42%
Number of H Shares (in '00,000,000 Shares)	13.88	13.88
Proportion of H Shares	18.11%	18.58%
Shareholdings of the largest Shareholder	16.35%	16.77%
Shareholdings of other Shareholders	83.65%	83.23%

Based on the above, the change in shareholdings of the ten largest 10 Shareholders of the Company before and after the repurchase of A Shares is as follows:

Name of Shareholder	Number of A Shares held as at 31 December 2015 (A Shares)	Shareholdings before repurchase (%)	Shareholdings after repurchase (%)
HKSCC Nominees Limited	1,385,690,083	18.08	18.54
State-owned Assets Supervision and Administration Commission of Hunan Province People's Government	1,253,314,876	16.35	16.77
Changsha Hesheng Science and Technology Investment Co., Ltd	386,517,443	5.04	5.17
China Securities Finance Corporation Limited	230,408,951	3.01	3.08
Good Excel Group Limited	168,635,680	2.20	2.26
Real Smart International Limited	168,635,602	2.20	2.26
Changsha Yifang Science and Technology Investment Co., Ltd	156,864,942	2.05	2.10
Central Huijin Asset Management Ltd.	115,849,400	1.51	1.55
Hony Capital Fund I (Tianjin), L.P.	64,600,000	0.84	0.86
China Jianyin Investment Co., Ltd.	24,340,809	0.32	0.33

LETTER FROM THE BOARD

IX. Effects of the repurchase on the business operation, financial position and future development of the Company; and analysis of the effect of the repurchase on the listing status of the Company

1. *Effect of the repurchase on the business operation of the Company*

The amount of funds required for the repurchase by the Company shall not exceed RMB1 billion. From 2013 to 2015, the Company recorded a profit for three consecutive years, during which the net profit attributable to the shareholders of the parent company amounted to RMB3,839 million, RMB594 million and RMB83 million respectively as shown in the consolidated statements. As at 31 December 2015, the total assets, net assets and current assets of the Company were RMB93.723 billion, RMB40.609 billion and RMB74.585 billion respectively as shown in the consolidated statements. Since the maximum amount of funds proposed for repurchase represents 1.07%, 2.46% and 1.34% of such total assets, net assets and current assets as shown above, the repurchase would not have material impact on the Company. As at 31 December 2015, the balance of cash and cash equivalents of the Company were RMB11.487 billion, which provides the Company with adequate financial protection for the purpose of the repurchase of A Shares. There is no liquidity issue arising from the repurchase of A Shares by the Company. Based on the above factors, the repurchase will not have any material impact on the normal operation activities of the Company.

2. *Effect of the repurchase on the financial position of the Company*

On the basis of the maximum amount of RMB1 billion for the repurchase of A Shares, the estimated effect on the relevant financial benchmarks of the Company before and after the repurchase is as follows:

Financial benchmarks	Before repurchase	After repurchase
Total assets (in RMB'00,000,000)	937.23	927.23
Ownership interest attributable to the shareholders of the parent company (in RMB'00,000,000)	399.37	389.37
Return on net assets	0.21%	0.21%
Debt to assets ratio	56.67%	55.60%
Current ratio	247.11%	243.80%
Quick ratio	158.56%	155.24%

Notes:

- (i) The calculation of the above figures is based on the 2015 Annual Report;
- (ii) Return on net assets = net assets attributable to the shareholders of the parent company for the current period/ownership interest attributable to the Shareholders of the parent company as of the end of the period;
- (iii) Current ratio = current assets/current liabilities;
- (iv) Quick ratio = (current assets – inventories – non-current assets due within one year)/current liabilities

LETTER FROM THE BOARD

It is expected that the repurchase of A Shares will not have any material impact on the financial position of the Company. In addition, the earning per Share of the Company will increase after the repurchase of A Shares.

3. *Effect of the repurchase on future development of the Company*

The repurchase, if smoothly implemented, will help to accelerate the value of the Company, protect the interests of the Shareholders of the Company as a whole in particular the holders of the public Shares, and strengthen the confidence of investors. This would have significant meaning to the Company in establishing a sound corporate image in the capital market and in the sustainable development of the Company in future.

4. *Analysis on the effect of the repurchase on the listing status of the Company*

In light of the fragmented shareholdings of the Company and the limited scale of the repurchase of A Shares the repurchase will not affect the listing status of the Company.

X. *Explanations on whether there is any dealings of Shares of the Company, conduct of inside dealing and market manipulation by the Directors, supervisors and senior management of the Company individually or jointly with others*

Mr. He Wenjin, the current vice president of the Company, was appointed as vice president at the third meeting of the fifth session of the Board on 30 March 2016. Prior to such appointment, Mr. He Wenjin was a vice president of the Company from 22 July 2010 to 31 October 2014. On 4 June 2013, Mr. He Wenjin purchased 706,900 A Shares of the Company. On 30 March 2016, he subsequently sold 3,000 A Shares. As at the Latest Practicable Date, he did not hold any Share of the Company.

The disposal of the Shares by Mr. He Wenjin was solely based on his personal judgment on investment. His dealings in Shares were in compliance with the relevant laws and regulations.

Ms. Huang Qun, the current vice president of the Company, was appointed as vice president at the second extraordinary meeting of the fourth session of the Board on 11 June 2014. On 15 January 2016, Mr. Xie Bin, the spouse of Ms. Huang Qun, sold 8,500 A Shares of the Company. As at the Latest Practicable Date, he held 83,100 Shares of the Company.

The disposal of the Shares by Mr. Xie Bin was solely based on his personal judgment on investment. His dealings in Shares were in compliance with the relevant laws and regulations.

Within the six months before the resolution of the repurchase is made by the Board, there was no dealings in Shares of the Company, inside dealing and market manipulation by other Directors, supervisors and senior management individually or jointly with others.

LETTER FROM THE BOARD

XI. Opinion from the independent Directors

The repurchase of A Shares by the Company is in compliance with the laws and regulations and regulatory documents such as the Measures on Administration of Repurchase of Public Shares by Listed Companies (Trial Implementation), the Supplementary Provisions on the Share Repurchase by Listed Companies by Means of Centralized Bidding, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and the Guidelines of the Shenzhen Stock Exchange on the Share Repurchase by Listed Companies by Means of Centralized Bidding. The convening of the Board meetings and the voting procedures thereat was legal and valid.

Affected by factors such as local and international macro-economic environment and securities market fluctuations, the performance of the share price of the Company has been relatively weak, deviating from the long-term inherent value of the Company. The repurchase of A Shares will help to protect the interest of the Shareholders as a whole, including holders of the public Shares, strengthen the confidence of investors, accelerate corporate value, protect the sound corporate image and promote long-term sustainable development of the Company.

The Company proposes to repurchase A public Shares for an amount of not more than RMB1 billion, to be financed by its own funds. The repurchase will not have any material impact on the business operation, financial position and future development of the Company, and will not affect its listing status. The repurchase proposal is feasible and practicable.

XII. Effective term of the resolution at the shareholders' meeting

This resolution shall be tabled at the shareholders' meeting and the Class Meeting for consideration, and shall take effect within twelve months from date of passing of the relevant resolution at the shareholders' meeting.

The relevant resolution on the proposed general mandate to repurchase A Shares is set out in the special resolution numbered 24 in the supplemental notice of AGM.

5. ANNUAL GENERAL MEETING, H SHARES CLASS MEETING AND NEW PROXY FORMS

A supplemental notice of AGM, which will be held as originally scheduled at the Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Wednesday, 29 June 2016 at 2:00 p.m. is set out on pages 16 to 18 of this supplemental circular. A supplemental notice of the H Shares Class Meeting, which will be held as originally scheduled at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Wednesday, 29 June 2016 at 3:30 p.m., is set out on pages 19 to 21 of this circular.

Please refer to the notice of AGM and notice of H Shares Class Meeting, all dated 12 May 2016 (the “**Notices**”) for details of other resolutions to be tabled before the AGM and H Shares Class Meeting, closure of register of members, eligibility for attending the AGM and H Shares Class Meeting, registration procedures for attending the AGM and H Shares Class Meeting, and other relevant matters.

LETTER FROM THE BOARD

Since the proxy form for the AGM (the “**Old AGM Proxy Form**”) and the proxy form for the H Shares Class Meeting (the “**Old H Shares Class Meeting Proxy Form**”, together with the Old AGM Proxy Form, the “**Old Proxy Forms**”) sent together with the Notices do not contain the newly added resolutions as set out in this supplemental circular to be approved at the AGM and the H Shares Class Meeting respectively, a new proxy form for the AGM (the “**New AGM Proxy Form**”) and a new proxy form for the H Shares Class Meeting (the “**New H Shares Class Meeting Proxy Form**”, together with the New AGM Proxy Form, the “**New Proxy Forms**”) have been prepared and are enclosed with this supplemental circular.

You are requested to complete and return the New Proxy Forms in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 24 hours before the time appointed for holding the AGM and the H Shares Class Meeting, respectively, or any adjournment thereof (the “**Closing Time**”).

A holder of H Shares who has not yet lodged the Old Proxy Forms with the Company’s H Share registrar is requested to lodge the New Proxy Forms if he or she wishes to appoint proxies to attend the AGM and/or the H Shares Class Meeting on his or her behalf. In this case, the Old Proxy Forms should not be lodged with the Company’s H Share registrar.

For holders of H Shares who have already lodged the Old Proxy Forms with the Company’s H Share registrar should note that:

- (i) **If the Old Proxy Forms are lodged with the Company’s H Share registrar, the Old Proxy Forms will be treated as invalid.**

A holder of H Shares is requested to lodge the New Proxy Forms if he or she wishes to appoint proxies to attend the AGM and/or the H Shares Class Meeting on his or her behalf.

- (ii) **If the New Proxy Forms are lodged with the Company’s H Share registrar before Closing Time, the New Proxy Forms will revoke and supersede the Old Proxy Forms previously lodged by him or her. The New Proxy Forms will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed.**
- (iii) **If the New Proxy Forms is lodged with the Company’s H Share registrar after the Closing Time, the New Proxy Forms will be invalid. However, it will revoke the Old Proxy Forms previously lodged by the holders of H Shares, and any vote that may be cast by the purported proxy (whether appointed under the Old Proxy Forms or the New Proxy Forms) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, holders of H Shares are advised not to lodge the New Proxy Forms after the Closing Time.**

If such holders of H Shares wish to vote at the AGM and/or the H Shares Class Meeting, they will have to attend in person and vote at the AGM and/or the H Shares Class Meeting themselves. Holders of H Shares are reminded that completion and delivery of the Old Proxy Forms and/or the New Proxy Forms will not preclude holders of H Shares from attending and voting in person at the AGM and/or the H Shares Class Meeting or at any adjournment thereof should they so wish.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board considers that the proposals set out in the Letter of the Board are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the additional resolutions to be proposed at the AGM and the H Shares Class Meeting.

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

Changsha, the PRC, 13 June 2016

* *For identification purpose only*

In accordance with the Listing Rules, the following explanatory statement contains all information required by the Listing Rules to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the AGM and the Class Meetings for the grant of the Repurchase Mandate to the Board.

REGISTERED CAPITAL

As at the Latest Practicable Date, the total authorised share capital of the Company was RMB7,664,132,250 comprising 1,388,207,086 H Shares with a nominal value of RMB1.00 each and 6,275,925,164 A Shares with a nominal value of RMB1.00 each.

REASONS FOR THE REPURCHASE SHARES

The Board believes that the repurchase of the Shares would be beneficial to and in the best interests of the Company and the Shareholders as a whole. It can manage investors' investment expectations, safeguard the investors' interests and strengthen investors' confidence in investing in the Company. The Board will decide the number of Shares to be repurchased on each occasion and the price and other terms upon which the same are repurchased at the relevant time having regard to the circumstances then pertaining.

FUNDING OF REPURCHASE

It is envisaged that any repurchase of Shares would be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. Under PRC laws, Shares so repurchased should be cancelled and the Company's registered capital should be reduced by amount equivalent to the aggregate nominal value of the Shares so cancelled.

The Board considers that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the Repurchase Mandates are exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2015). However, the Directors do not propose to exercise the Repurchase Mandates to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Repurchase Mandates in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

SHARES REPURCHASED BY THE COMPANY

No repurchase of Shares (whether on the Hong Kong Stock Exchange, the Shenzhen Stock Exchange or otherwise) has been made by the Company within the six months preceding the Latest Practicable Date.

CONNECTED PERSONS AND DIRECTORS' UNDERTAKING

None of the Directors nor (to their best knowledge and having made all reasonable enquiries) any of their close associates (as defined in the Listing Rules) presently intend to sell Shares to the Company in the event that the Repurchase Mandates are granted by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company with a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandates are granted by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

EFFECT OF TAKEOVERS CODE

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obligated to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the State-owned Assets Supervision and Administration Commission of Hunan Province People's Government held directly or indirectly approximately 16.35% of the Company's total registered capital. In the event that the Board exercises in full the power to repurchase Shares in accordance with the terms of the Repurchase Mandates proposed at the AGM and the Class Meetings, the increase in the total interests of the State-owned Assets Supervision and Administration Commission of Hunan Province People's Government in the total registered capital of the Company to approximately 17.09% will not give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the Repurchase Mandates. In addition, the Board does not intend to make share repurchase on the Hong Kong Stock Exchange if the result of the repurchase would be less than 25% of the total registered capital of the Company would be in the public hands.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
June	6.880	4.760
July	5.030	3.300
August	4.590	3.000
September	3.210	2.690
October	3.460	2.910
November	3.250	2.910
December	3.230	2.800
2016		
January	2.920	1.950
February	2.350	1.990
March	3.320	2.100
April	3.420	2.600
May	2.750	2.230
June (up to and including the Latest Practicable Date)	2.680	2.420

A SHARES PRICES

The highest and lowest prices at which the A Shares have been traded on the Shenzhen Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>RMB</i>	Lowest <i>RMB</i>
2015		
June	10.75	7.11
July	8.16	4.95
August	7.64	4.90
September	5.85	4.82
October	5.58	5.10
November	5.72	4.94
December	5.87	5.04
2016		
January	5.37	4.04
February	4.78	4.02
March	4.74	4.08
April	4.92	4.26
May	4.38	4.01
June (up to and including the Latest Practicable Date)	4.16	4.07



Zoomlion Heavy Industry Science and Technology Co., Ltd.*

中联重科股份有限公司

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

(Stock Code: 1157)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting dated 12 May 2016 (the “**Notice**”) which sets out the venue of the annual general meeting (the “**AGM**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd.* (the “**Company**”) and contains resolutions to be tabled before the AGM for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled at the Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 2:00 p.m. on Wednesday, 29 June 2016 will consider and, if thought fit, pass the following resolutions in compliance with the laws and the Articles of Association of the Company, in addition to the resolutions set out in the Notice:

ORDINARY RESOLUTIONS

15. To consider and approve the appointment of Mr. Yang Changbo as an independent non-executive director of the Company for a term until the expiration of the fifth session of the members of the board of directors of the Company.

SPECIAL RESOLUTION

23. To consider and approve the resolution for the general mandate to repurchase a portion of A Shares of the Company, including:
 - (i) Purpose of the repurchase of A Shares;
 - (ii) Use of the repurchase of A Shares;
 - (iii) Method of repurchase of A Shares;
 - (iv) Price range of the repurchase of A Shares;
 - (v) Type, amount, quantity of Shares to be repurchased and the percentage to the total share capital;
 - (vi) Implementation period of the repurchase of A Shares;
 - (vii) Source of funds for the repurchase;
 - (viii) Effective period of the resolutions passed at the shareholders’ meeting; and

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (ix) authorize the Board of Directors to, upon consent of the Board, authorize Mr. Zhan Chunxin, the Chairman, or any person authorized by him, to repurchase part of the public shares of Class A of the Company as and when appropriate at a repurchase price of not more than RMB5.21 (inclusive) per A Share for a total amount of not more than RMB1 billion (inclusive), subject to laws and regulations and the market situation. Details of the authorization include, without limitation:
- a) formulation of a specific repurchase proposal;
 - b) preparation of, supplement and amendment to, signing and filing and execution and submission of, the submission documents;
 - c) determination of the timing, pricing and quantity for the repurchase according to the actual conditions, and the implementation of the repurchase proposal;
 - d) cancellation of the repurchased shares;
 - e) amendment to the Articles of Association governing the registered capital, total share capital and shareholding structure according to the actual conditions of the repurchase, and obtaining of approval from the relevant commercial authorities and filing of the industrial and commercial registrations;
 - f) notification to and communication with the creditors for the disposal of liabilities;
 - g) adjustment to the repurchase proposal according to such provisions or requirements by the regulatory authorities and such market conditions as maybe newly promulgated by the regulatory authorities or changed prior to the implementation of the repurchase;
 - h) handling of other matters incidental to the repurchase in accordance with relevant requirements; and
 - i) the authorization is effective for 12 months from the date on which this resolution on the repurchase of public shares of the Company is passed at the general meeting.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

24. To consider and approve the plan for the general mandate to repurchase a portion of A Shares of the Company.

Note: The English version of this announcement is an unofficial translation and is for reference only. In case of inconsistency between the English and Chinese versions, the Chinese version shall prevail.

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

Changsha, the PRC, 13 June 2016

As at the date of this notice, the executive directors 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 and Ms. Liu Guiliang.

* For identification purpose only

Notes:

1. Details of the above resolutions are set out in the “Letter from the Board” in the circular of the Company dated 13 June 2016 (the “**Circular**”). Unless otherwise defined in this notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular.
2. A supplemental proxy form for the AGM in respect of the resolutions above is enclosed with the Circular.
3. Please refer to the notice of AGM and H Shares Class Meeting dated 12 May 2016 for details of the other resolutions to be tabled before the AGM and H Shares Class Meeting, closure of register of members, eligibility for attending the AGM and/or H Shares Class Meeting, registration procedures for attending the AGM and/or the H Shares Class Meeting, appointment of proxy and other relevant matters.

SUPPLEMENTAL NOTICE OF H SHARES CLASS MEETING



Zoomlion Heavy Industry Science and Technology Co., Ltd.*

中联重科股份有限公司

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

(Stock Code: 1157)

SUPPLEMENTAL NOTICE OF H SHARES CLASS MEETING

Reference is made to the notice of the H Shares Class Meeting dated 12 May 2016 (the “**Notice**”) which sets out the venue of the H Shares Class Meeting (the “**H Shares Class Meeting**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd.* (the “**Company**”) and contains resolutions to be tabled before the H Shares Class Meeting for H Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the H Shares Class Meeting, which will be held as originally scheduled at the 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 Wednesday, 29 June 2016 will consider and, if thought fit, pass the following resolution in compliance with the laws and the Articles of Association of the Company, in addition to the resolutions set out in the Notice:

SPECIAL RESOLUTION

3. To consider and approve the resolution for the general mandate to repurchase a portion of A Shares of the Company, including:
 - (i) Purpose of the repurchase of A Shares;
 - (ii) Use of the repurchase of A Shares;
 - (iii) Method of the repurchase of A Shares;
 - (iv) Price range of the repurchase of A Shares;
 - (v) Type, amount, quantity and the proportion to the total share capital for the proposed repurchase;
 - (vi) Implementation period of the repurchase of A Shares;
 - (vii) Source of funds proposed to be used for the repurchase;
 - (viii) Effective term of the resolutions at the shareholders’ meeting; and

SUPPLEMENTAL NOTICE OF H SHARES CLASS MEETING

- (ix) Authorize to the Board to agree on the authorization of Mr. Zhan Chunxin, the Chairman, or his authorized person, to decide on the repurchase of a portion of A public shares on the condition that the total repurchase amount shall not exceed RMB1 billion (inclusive) and the repurchase price shall not exceed RMB5.21 per A Share (inclusive) in accordance with the laws and regulations and also the market condition. The details of the mandate includes, without limitation, to the followings:
- a) formulating the specific repurchase proposal;
 - b) preparing, supplementing, amending, signing, delivery, executing and filing of any documents required for filing;
 - c) determining the time, price and quantity of repurchase in accordance with the actual condition, and the specific repurchase proposal;
 - d) canceling the repurchased Shares;
 - e) amending the terms relating to the amount of registered capital, total share capital and shareholding structure under the Articles of Association in accordance with the actual condition of the repurchase, and handling the formalities such as filing and approval procedures with the relevant department of the Ministry of Commerce and the industrial and commercial registration;
 - f) notifying, liaising and making any composition with creditor(s);
 - g) if there is any new regulation or requirement of the regulatory authority relating to the repurchase or any change in market condition before the implementation of the repurchase, adjusting the repurchase proposal in accordance with such new regulation or requirement of the regulatory authority or such change in market condition;
 - h) handling other matters relating to the repurchase in accordance with the relevant requirements; and
 - i) effective term of the mandate. The effective term of the mandate shall be twelve months before the date of passing of the resolution for the repurchase of public shares at the shareholders' meeting.

SUPPLEMENTAL NOTICE OF H SHARES CLASS MEETING

4. To consider and approve the plan for the general mandate to repurchase a portion of A Shares of the Company.

Note: The English version of this announcement is an unofficial translation and is for reference only. In case of inconsistency between the English and Chinese versions, the Chinese version shall prevail.

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

Changsha, the PRC, 13 June 2016

As at the date of this notice, 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 and Ms. Liu Guiliang.

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Notes:

1. Details of the above resolutions are set out in the “Letter from the Board” in the circular of the Company dated 13 June 2016 (the “**Circular**”). Unless otherwise defined in this notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular.
2. A supplemental proxy form for the H Shares Class Meeting in respect of the resolutions above is enclosed with the Circular.
3. Please refer to the notice of AGM and H Shares Class Meeting dated 12 May 2016 for details of the other resolutions to be tabled before the AGM and H Shares Class Meeting, closure of register of members, eligibility for attending the AGM and/or H Shares Class Meeting, registration procedures for attending the AGM and/or the H Shares Class Meeting, appointment of proxy and other relevant matters.