

---

# 中联重科股份有限公司 章程

(经二零一六年六月二十九日召开的2015年年度股东大会、A股类别  
股东大会及H股类别股东大会审议通过)

---

.....	1
.....	3
.....	4
.....	4
.....	8
.....	11
.....	12
.....	14
.....	19
.....	19
.....	24
.....	28
.....	31
.....	34
.....	40
.....	47
.....	50
.....	50
.....	54
.....	63
.....	66
.....	66
.....	67
.....	70
.....	77
.....	77
.....	83
.....	84
.....	87
.....	87
.....	89
.....	90
.....	90
.....	92
.....	95
.....	96
.....	97



" "

2006

" "

" "

" 3"

" 13D"

D

" "



( “ 1

)

( “ ”)

( “ ”)

“ ”

“ ”

“ ”

2006

( “ ” “

)

1

2

[1999]743

1999 8

31

430000400000198

2000 9 10

3

“ ” [2000]128

---

5,000

2000 10 12

2

4

ZOOMLION HEAVY INDUSTRY  
SCIENCE AND TECHNOLOGY CO., LTD.

361

3

410013

5

0731-88923908

0731-88923904

5

7

4

8

9

H

“

”

---

10

6 7

11

8

15

9

12

10

13



11

12

14

16

13

14

3 9

H H



15

17

H

15

10,000 1999 8 31

18

10,000

100%

7475.25

74.75%

2375.79



---

23.77%

37.24

0.37%

37.24

0.37%

37.24

0.37%

37.24

0.37%

2000 9 10

16

5,000

H

4,927,636,762

516,945,097

4,410,691,665

869,582,800 H

15%

1,000,020,200

H

16.9%

H

19

5,797,219,562

4,840,678,482

83.5% H 956,541,080

86,958,280 H

16.5%

---

H

5,927,656,962

4,827,634,742

81.4%

H 1,100,022,220

100,002,020 H

18.6%

2011 6 3 2010

2010

7,705,954,050

6,275,925,164

81.4% H

1,430,028,886

18.6%

2015 6 29 2014

H

7,664,132,250

6,275,925,164

81.9% H

1,388,207,086

18.1%



18

7,664,132,250

19

6

21

( )

( )

( )

( )

( )

( )

20

22

22

24

23

---

( )

( )

( )

( )

( )

( ) ( )

25

( )

( ) ( )

( )

5%

25

24

( )

( )

( )

( )

3 8

27

28

( )

( )

(1)

---

(2)

( )

(1)

(2)

(3)

( )

21

26

27

28



25%

29

5%

5%

29

20

( )

( )

( )

( )

( )

( )

( )



---

( )

( )

( )

32

33

3 2 1

34



H

30

( )

131

( )

( )

( )

( )

( )

35

13D

(b)

36

( )

---

( )

( )

( )

37

( )

3 1

“ ”

( )

H

( )

( )

( )

---

( )

“ ”

38

39

31

40

41

“

---

”

“

”

H

( )

( )

( )

( )

---

( )

( )

( )

42

43

44

30

3 9

---

3 12

45

( )

32

( )

( )

( )

( )

(1)

(2)

1.

2.

a

b

c

---

d

e

(3)

(4)

(5)

(6)

(7)

( )

( )

( )

( )

33

34



---

35

1%

36

37

( )

( )

( )

( )



( )

46

5%

38

39

39

47

( )

---

( )

( )

48

( )

192

( )

( )

( )

49

50

( )

40

( )

53

( )

---

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

30%

( )

( )

( )

50%

( )

30%

( )

70%

( )

10%

( )

51

81

52

42

43

( )

---

( )

( )

10%

( )

( )

( )

( )

( )

44

45

---

( )

( )

( )

( )

46

47



72

48

10%

10%

10%





49

10%

( )

( )

50

51



52

54

3%

53

3%

53

55



56

( )

55

( )

( )

( )

( )

( )

( )

---

( )

( )

( )

3:00

9:30

3:00

56

( )

( )

( )

( )



H

57

H

/

H

58

169

57

58



59

60

60

59

( )

( )

( )



61

63

61

( )

( )

---

( )

( )

( )

( )

62

62

63

64

( )

(

)

65

( )



---

66

73

67

68

69

---

70

71

72

( )

( )

( )

( )

( )

( )

( )

73



74

64

( )

75

(

)

70

( )

76

( )

( )

( )

( )

( )



		71
( )		77
( )		
( )		
( )		
( )		
( )		
	30%	
( )		
( )		
	( )	65
		78

1

2

3



80

81

82

3%

3%

83



84

85

66

( )

( )

( )

67



68

69

87

88

89



---

“ ”

3 14

90

75

76

77

91



92

93

94

78

79

80

( )

( )

( )

---

( )

( )

( )

( )

( )

( )

( )

( )

( )

---

( )

“ ”

( )

“ ”

( )

“ ”

82

83



84

85

13D

f

95

96

3 4(2)

(3) (4)

( )

( )

( )

( )



( )

( )

( )

( )

( )

( )

115

( )

98

( )

( )

( )

;

---

( )

;

( )

( )

( )

99

100

101





102

103

104

105

106

88

---

( )

( )

107

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

( )

---

( )

( )

( )

( )

( ) ( ) ( )

108

109

110

( )

(1)

---

(2)

( )

(1)

(2)

154

( )

(1)

3000

5%

(2)

300

300

3000

3000

0.5%

0.5%

5%

5%

(3)

(1)

(2)



/

( )

(1)

(2)

(3)

(4)

(5)

"

"

1

86 87

111

90

( )

( )

112

( )

( )

---

( )

( )

( )

( )

( )

113

91

114

115

92

( )

116

---

( )

117

( )

( )

( )

93

118

119

3 4(1)

3



---

120

94

121

95

122

( )

123

( )

(

)

( )

( )

( )

(

---

)

1

99

124

( ) ( )

102

125

126

127

( )

100

( )

128

( )

( )

( )

( )

( )

---

( )

( )

( )

101

129

( )

130

( )

( )

( )

131

132

---

133

97

( )

( )

( )

98

134



106

135

136

104

137

138

139



140

141

142

1

103 104

105

143

13D

(d) (i)

---

( ) 108

( ) 144

( )

( )

( )

( )

( )

( )

( )

( )

145



107 109

13D

(d) (ii)

146

147

( )

148

( )

( )

110





112

( )

95

( )

( )

( )

( )

( )

( )

( )

( )

( )

113



114

( )

( )

( )

( )

115

116

97

( )

( )

( )

( )

---

( )

( )

( )

( )

( )

( )

( )

( )

(1)

(2)

(3)



“ ”

117

( )

( )

( )

( )

( )

118

119



120

121



122

123

( )

( )

( )

124

125

( )

( )

---

126

127

( )

( )

( )

( )

( )

128

( )

( )

( )

---

( )

129

( )

( )

130 131

149

120

150



---

60

136

132

133

3 5

134

---

135

137

151

( )

138

( )

10%

152

50%

---

153

25%

( )

154

H

H

3 3

140



13D

(c)

3 3(2)

13

1

2

( )

155

( )

139

---

30%

1

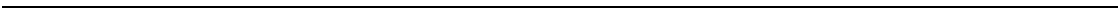
80%

2

40%

3

20%



)

$2/3$

( )

( )



157

141

158

141

142

147

159

( )

13D

(e) (i)

---

( )

(1)

(2)

( )

( )

(1)

(2)

(3)

( )

143

( )



---

( )

160

146

161

144

145

148

162

---

( )

13D

(e) (ii)

( )

(e) (iii)

(e) (iv)

( )

( )

163

( )

( )

( )



H

H

H

1

2

3

4

5

6

164 170

3 7(1)

(3)



24

165

166

167

( )

168



149

150

171

150

172

150



173

151

174

151

175

176

23

152

177



( ) 153

( ) 178

( )

( )

( )

( )

10%

( )

179

( )

( ) ( ) ( ) 154

180

( )



) ( 155

( ) 157

( )

( ) 181

( )

( )

( )

( )

156



---

182

158

183

( )

( )

( )

( )

159

184



160

185

186

187

( )

188

( )

( )

189

162



190

191

( )

163

( )

---

( )

( )

193

194

“ ” “ ” “ ”

“ ” “ ” “ ” “ ” “ ” “ ”

195

196

197