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

中聯重科股份有限公司

(於中華人民共和國註冊成立的股份有限公司)

(股份代號：1157)

海外監管公告

本海外監管公告乃根據《香港聯合交易所有限公司證券上市規則》(「上市規則」)第13.09(2)條而刊發。

請參閱隨附之公告(「本公告」)。本公告已於二零一二年十二月十四日在新加坡證券交易所有限公司網站(www.sgx.com)刊載。

在香港交易所網站刊載本公告純粹以便向香港的投資者同步發放信息，以及遵守上市規則第13.09(2)條的規定，並不用作其他用途。

承董事會命
中聯重科股份有限公司
董事長
詹純新

中國長沙
2012年12月14日

於本公告刊發日期，本公司執行董事為詹純新博士及劉權先生；非執行董事為邱中偉先生；以及獨立非執行董事為劉長琨先生、錢世政博士、王志樂先生及連維增先生。

* 僅供識別



**ZOOMLION H.K. SPV CO., LIMITED ANNOUNCES RECEIPT OF
REQUISITE CONSENTS AND EXPIRATION OF ITS CONSENT SOLICITATION
RELATING TO THE 6.875% SENIOR NOTES DUE 2017**

CHANGSHA, December 14, 2012 – Zoomlion H.K. SPV Co., Limited (the “Issuer”) announced today that, pursuant to its previously announced consent solicitation of holders of its outstanding 6.875% Senior Notes due 2017 (CUSIP No. 98977B AA6 / Y9896R AA9) (the “Notes”), the Issuer has received the Requisite Consents (as defined below) to approve amendments (the “Proposed Amendments”) to the indenture relating to the Notes (the “Indenture”) to Section 7.03 (“Covenants – Issuer”) of the Indenture to allow the Issuer to incur indebtedness in addition to the existing Notes. The Proposed Amendments provide that the Issuer shall not carry on any business activities other than the offering, sale or issuance of indebtedness and the advance of the proceeds thereof to Zoomlion Heavy Industry Science and Technology Co., Ltd., the Issuer’s indirect parent (the “Guarantor”), any of the Guarantor’s Subsidiaries or a company otherwise controlled by the Guarantor and any other activities in connection therewith. The Issuer may engage in financing activities at any time from and after the Effective Time (as defined below), subject to general market conditions and the Proposed Amendments becoming operative in accordance with the terms of the Supplemental Indenture.

The consent solicitation expired at 11:00 p.m., New York City time, on December 13, 2012. The Issuer has received consents from holders of at least a majority of the aggregate principal amount of all outstanding Notes, voting as a single class (such consent, the “Requisite Consents”). Accordingly, on December 14, 2012, the Issuer, the Guarantor and The Hongkong and Shanghai Banking Corporation Limited, as trustee, entered into a supplemental indenture with respect to the Indenture reflecting the Proposed Amendments (the “Supplemental Indenture” and such time, the “Effective Time”). The Supplemental Indenture became effective at the Effective Time and binds every holder of Notes; however, the Proposed Amendments will only become operative after the consent payments to holders who have consented in the consent solicitation are made in accordance with the terms and conditions of the Consent Solicitation Statement dated December 3, 2012 (the “Consent Solicitation Statement”).

The complete terms and conditions of the consent solicitation were set forth in the Consent Solicitation Statement and other related documents that were sent to holders of the Notes.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. Any statements made in this press release that are not statements of historical fact, including statements about our beliefs and expectations, are forward-looking statements. Forward looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plans and strategies. These statements often include words

such as “anticipate,” “expect,” “suggest,” “plan,” “believe,” “intend,” “estimate,” “target,” “project,” “forecast,” “should,” “could,” “would,” “may,” “will” and other similar expressions.

We base these forward-looking statements on our current expectations, plans and assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances and at the time such statements were made. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those expressed in the forward-looking statements.

Many of these factors are beyond our control. The forward-looking statements contained in this press release speak only as of the date of this press release. We undertake no obligation to publicly release the result of any revisions to these forward-looking statements, to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.