香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

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三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3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
CONSENT SOLICITATION FOR 6.875% SENIOR NOTES DUE 2017

CHANGSHA, December 3, 2012 – Zoomlion H.K. SPV Co., Limited (the "Issuer") announced today that it is soliciting consents from holders of its outstanding 6.875% Senior Notes due 2017 (CUSIP No. 98977B AA6 / Y9896R AA9) (the "Notes") 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 Amendment becoming operative in accordance with the terms of the Supplemental Indenture.

The Issuer will make a cash payment of $2.00 per $1,000 in aggregate principal amount of the Notes held by each holder of Notes as of the Record Date (as defined below) who has validly delivered a duly executed consent at or prior to the Expiration Date (as defined below). The consent payment will be paid promptly after the Expiration Date and is subject to the conditions described in the Consent Solicitation Documents (as defined below).

Adoption of the Proposed Amendments requires the consent of the 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"). The aggregate outstanding principal amount of the Notes as of November 30, 2012 was $400,000,000. Holders may not revoke their Consents once such Consents have been delivered.

The Issuer anticipates that, promptly after receipt of the Requisite Consents prior to the Expiration Date, the Issuer will give notice to The Hongkong and Shanghai Banking Corporation Limited, as trustee (the "Trustee"), that the Requisite Consents have been obtained and the Issuer, the Guarantor, and the Trustee will execute and deliver a supplemental indenture with respect to the Indenture (the "Supplemental Indenture" and such time, the "Effective Time"). Pursuant to the terms of the Supplemental Indenture, the Proposed Amendments will become effective at the Effective Time and shall thereafter bind every holder of Notes; however, the Proposed Amendments will only become operative until the Issuer makes the consent payments to holders who have consented in the consent solicitation in accordance with the terms and conditions of the Consent Solicitation Statement.

"Record Date"), are eligible to deliver consents to the Proposed Amendments in the consent solicitation.

The consent solicitation is being made solely on the terms and subject to the conditions set forth in the Consent Solicitation Statement, dated December 3, 2012 (as it may be amended or supplemented from time to time, the "Consent Solicitation Statement"), and the accompanying Consent Letter (together, the "Consent Solicitation Documents"). The Issuer may, in its sole discretion, terminate, extend or amend the consent solicitation at any time as described in the Consent Solicitation Statement.

Copies of the Consent Solicitation Documents and other related documents may be obtained from D.F. King & Co., Inc., the Information and Tabulation Agent, at +1 (212) 269-5550 (collect) or +1 (800) 758-5880 (toll free). Holders of the Notes are urged to review the Consent Solicitation Documents for the detailed terms of the consent solicitation and the procedures for consenting to the Proposed Amendments.

This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. This announcement is also not a solicitation of consents with respect to the Proposed Amendments or any securities. No recommendation is being made as to whether holders of Notes should consent to the Proposed Amendments. The solicitation of consents is not being made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or "blue sky" laws.

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.