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# ZOOMLION 中 聯 重 科

**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)**

**(1) CHANGE OF COMPANY SECRETARY  
AND AUTHORISED REPRESENTATIVE  
(2) APPOINTMENT OF COMPANY SECRETARY ASSISTANT  
(3) WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.28 AND 8.17 OF THE LISTING RULES  
AND  
(4) PROPOSED FURTHER ISSUE OF SUPER  
SHORT-TERM NOTES**

## **CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that Mr. Shen Ke (“**Mr. Shen**”) has tendered his resignation as the Company’s company secretary and authorised representative for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) due to other business commitments, with effect from 29 March 2019.

Mr. Shen has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company’s shareholders (the “**Shareholders**”).

The Board is pleased to announce that Mr. Yang Duzhi (“**Mr. Yang**”) has been appointed as the Company’s company secretary and authorised representative in place of Mr. Shen, with effect from 29 March 2019.

Mr. Yang was the manager of the listing department of The National Equities Exchange and Quotations Company Limited between September 2013 and April 2017, the senior investment manager of Zoomlion Capital Company Limited between April 2017 and May 2018, the secretary to the board of directors of Beijing Junlai Capital Management Company Limited between June 2018 and January 2019, and has been the Company's assistant president since January 2019. Mr. Yang graduated and obtained a bachelor of business administration in June 2011 and a master of business administration in June 2014, respectively, from the Beijing Technology and Business University. Since September 2017, he has been studying a master of public administration at the Renmin University of China.

## **APPOINTMENT OF COMPANY SECRETARY ASSISTANT**

The Board is also pleased to announce that Ms. Tai Chi Shan Psyche (“**Ms. Tai**”) has been appointed as the assistant to Mr. Yang in the discharge of his duties as the Company's company secretary, with effect from 29 March 2019.

Ms. Tai is a partner based in the Hong Kong office of Norton Rose Fulbright, an international law firm headquartered in the United Kingdom. She has over 20 years of legal experience in the equity capital market in Hong Kong, including mergers and acquisitions, public company takeovers, IPOs, reverse takeovers, joint ventures, convertibles and corporate restructuring of corporations listed on the Stock Exchange and stock exchanges in the People's Republic of China (“**PRC**”). She is now a member of the Company Law Committee of the Law Society of Hong Kong. Ms. Tai obtained her bachelor of law (honours) degree from the University of Hong Kong in 1993 and qualified as a solicitor in 1995. In 2002, she obtained a bachelor's degree in Chinese law from the Peking University.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary of the listed issuer.

Mr. Yang has accumulated a wealth of knowledge regarding the Group's operations and relevant company laws and regulations of the PRC through the aforesaid work experiences and as such, the Company believes that he is capable of discharging the functions of the Company's company secretary. Nevertheless, Mr. Yang currently does not possess the qualifications stipulated under Rule 3.28 of the Listing Rules. As such, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in relation to his appointment as the Company's company secretary, for an initial period of three years commencing from his date of appointment (being 29 March 2019) (the “**Waiver Period**”), on the conditions that (i) Mr. Yang will be assisted by Ms. Tai, who possesses the requisite qualifications under Rule 3.28 of the Listing Rules, during the Waiver Period, (ii) such waiver will be revoked immediately if and when Ms. Tai ceases to assist Mr. Yang, (iii)

the Company will notify the Stock Exchange at the end of the Waiver Period for it to revisit the situation and it is expected that after the end of the Waiver Period, the Company will be able to demonstrate to the Stock Exchange that Mr. Yang, having had the benefit of Ms. Tai's assistance, can satisfy Rule 3.28 of the Listing Rules such that a further waiver will not be necessary; and (iv) the details of such waiver, including its reasons and conditions, will be announced by the Company.

## **PROPOSED FURTHER ISSUE OF SUPER SHORT-TERM NOTES**

In order to improve the corporate debt structure and reduce financing cost, the Company proposes to make an application for and registration of further issue of super short-term notes in a principal amount of not more than RMB5 billion in aggregate in the PRC, particulars of which are as follows:

### **I. Proposed Further Issue Of The Super Short-Term Notes**

#### **1. Offer size**

The size of the proposed further issue of the super short-term notes will be not more than RMB5 billion. Subject to market conditions and actual capital requirements of the Company, the super short-term notes will be issued in single tranche or multiple tranches during the registered term as and when appropriate.

#### **2. Term of issue**

The term of the proposed issue of the super short-term notes will not exceed 270 days.

#### **3. Interest rate**

The actual issue price will be determined with reference to the guided price and market conditions upon issuance.

#### **4. Use of proceeds**

The proceeds will be used for replenishment of working capital, repayment of borrowings from financial institutions and any other purposes approved by other associations of institutional investors.

#### **5. Effective period of the resolution**

The resolution approving the proposed issue of the super short-term notes will be effective for 36 months from the date of passing such resolution at the forthcoming shareholders' meeting.

## **II. Authorisation**

Approval will be sought from the Shareholders at the forthcoming shareholders' meeting to grant authorisation to the Chairman and/or any of his authorised persons to determine and deal with at his sole discretion all matters in connection with the aforementioned issue, including but not limited to determining the issue time, issue method, size of issue, tranches of issue, interest rate and use of proceeds of the super short-term notes, signing the necessary documents if required, appointing intermediaries such as underwriters, credit rating institutions, certified public accounting firms and law firms, and completing the necessary formalities and taking other relevant actions if required.

## **III. Approval Procedures**

The proposed issue will be finalised subject to the registration notice to be issued by the National Association of Financial Market Institutional Investors. The proposed issue is subject to approval of the Shareholders at the forthcoming shareholders' meeting.

The Company will disclose information on the proposed issue of the super short-term notes in a timely manner in accordance with the relevant laws and regulations.

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

Changsha, PRC, 29 March 2019

*As at the date of this announcement, the executive Director is Dr. Zhan Chunxin; the non-executive Directors are Mr. He Liu and Mr. Zhao John Huan; and the independent non-executive Directors are Mr. Zhao Songzheng, Mr. Lai Kin Keung, Ms. Liu Guiliang and Mr. Yang Changbo.*

\* *For identification purpose only*