

中联重科股份有限公司 2015 年年度股东大会、A 股类别股东大会及 H 股类别股东大会决议公告

本公司及董事会全体成员保证信息披露内容的真实、准确、完整，没有虚假记载、误导性陈述或重大遗漏。

一、特别提示

- 1、本次会议无否决议案的情形。
- 2、本次会议不涉及变更前次股东大会决议。

二、会议的召开情况

- 1、现场会议召开时间：2016 年 6 月 29 日 14: 00
- 2、网络投票时间：2016 年 6 月 28 日-6 月 29 日

其中，通过深圳证券交易所系统进行网络投票的具体时间为：2016 年 6 月 29 日上午 9: 30-11: 30，下午 13: 00-15: 00；

通过深圳证券交易所互联网投票系统投票的具体时间为：2016 年 6 月 28 日 15: 00 至 2016 年 6 月 29 日 15: 00 期间的任意时间。

- 3、召开地点：长沙市银盆南路361号公司二楼多功能会议厅
- 4、召开方式：现场投票方式和网络投票相结合
- 5、召集人：董事会
- 6、主持人：董事长詹纯新先生
- 7、会议的召开符合《中华人民共和国公司法》、《深圳证券交易所股票上市规则》、《香港联合交易所有限公司证券上市规则》及《公司章程》等规定，会议合法有效。

三、会议的出席情况

1、现场参加 2015 年年度股东大会的股东（代理人）共计 97 人，代表股份 2469680398 股，占公司总股本的 32.2239%；参加网络投票的股东人数 82 人，代表公司股份 238,407,981 股，占公司总股本的 3.1107%。现场参加 A 股类别股东大会的股东（代理人）共计 96 人，代表股份 2210725476 股，占公司 A 股股东股份总数的 35.2255%；参加网络投票的股东人数 82 人，代表公司股份 238,407,981 股，占公司 A 股股东股份总数的 3.7988%。参加 H 股类别股东大会的股东（代理人）共计 1 人，代表股份 258302402 股，占公司 H 股股东股份总数的 18.6069 %。

2、公司部分董事、监事及高级管理人员出席了会议。见证律师、会计师、香港中央证券登记有限公司代表列席了会议。

四、2015 年年度股东大会提案审议和表决情况

1、2015 年年度股东大会、A 股类别股东大会、H 股类别股东大会全体股东表决情况

决议案		同意		反对		弃权		出席并投票
		股份投票数量	百分率	股份投票数量	百分率	股份投票数量	百分率	股份数量
1. 《2015 年度董事会工作报告》	A	2,209,754,875	99.956096%	719,101	0.032528%	251,500	0.011376%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,310,597	99.904044%	719,101	0.029117%	1,650,700	0.066839%	2,469,680,398
2. 《2015 年度监事会工作报告》	A	2,209,739,475	99.955399%	736,501	0.033315%	249,500	0.011286%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,295,197	99.903421%	736,501	0.029822%	1,648,700	0.066757%	2,469,680,398
3. 《2015 年度财务决算报告》	A	2,209,739,475	99.955399%	736,101	0.033297%	249,900	0.011304%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,295,197	99.903421%	736,101	0.029806%	1,649,100	0.066773%	2,469,680,398
4. 《A 股 2015 年年度报告及摘要》	A	2,209,739,475	99.955399%	734,101	0.033206%	251,900	0.011395%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,295,197	99.903421%	734,101	0.029725%	1,651,100	0.066854%	2,469,680,398
5. 《H 股 2015 年年度报告》	A	2,209,631,075	99.950496%	728,201	0.032939%	366,200	0.016565%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,186,797	99.899031%	728,201	0.029486%	1,765,400	0.071483%	2,469,680,398
6. 《2015 年度利润分配预案》	A	2,210,400,375	99.985294%	263,001	0.011897%	62,100	0.002809%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,956,097	99.930181%	263,001	0.010649%	1,461,300	0.059170%	2,469,680,398
7. 《关于聘请 2016 年度审计机构的议案》								
7.(1) 聘任天职国际会计师事务所为公司 2016 年度境内财务审计机构及内部控制审计机构	A	2,209,176,575	99.929937%	224,101	0.010137%	1,324,800	0.059926%	2,210,725,476
	H	247,700,339	95.653845%	9,855,383	3.805830%	1,399,200	0.540325%	258,954,922
	A+H	2,456,876,914	99.481573%	10,079,484	0.408129%	2,724,000	0.110298%	2,469,680,398
7.(2) 聘任毕马威会计师事务所为公司 2016 年度国际核数师	A	2,209,436,775	99.941707%	713,801	0.032288%	574,900	0.026005%	2,210,725,476
	H	247,700,339	95.653845%	9,855,383	3.805830%	1,399,200	0.540325%	258,954,922

	A+H	2,457,137,114	99.492109%	10,569,184	0.427958%	1,974,100	0.079933%	2,469,680,398
7.(3) 提请授权管理层根据董事会审计委员会确定的原则决定具体报酬	A	2,209,415,775	99.940757%	837,201	0.037870%	472,500	0.021373%	2,210,725,476
	H	247,700,339	95.653845%	9,855,383	3.805830%	1,399,200	0.540325%	258,954,922
	A+H	2,457,116,114	99.491259%	10,692,584	0.432954%	1,871,700	0.075787%	2,469,680,398
8. 《关于向有关金融机构申请信用（授信）业务的议案》	A	2,209,754,475	99.956078%	703,201	0.031809%	267,800	0.012113%	2,210,725,476
	H	257,117,995	99.290638%	0	0.000000%	1,836,927	0.709362%	258,954,922
	A+H	2,466,872,470	99.886304%	703,201	0.028473%	2,104,727	0.085223%	2,469,680,398
9. 《关于授权中联重科融资租赁（中国）有限公司开展融资租赁业务的议案》	A	2,209,754,475	99.956078%	703,201	0.031809%	267,800	0.012113%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,310,197	99.904028%	703,201	0.028473%	1,667,000	0.067499%	2,469,680,398
10. 《关于控股公司担保相关事项的议案》	A	2,202,680,732	99.636104%	7,690,244	0.347861%	354,500	0.016035%	2,210,725,476
	H	168,922,435	65.232371%	65,561,887	25.317876%	24,470,600	9.449753%	258,954,922
	A+H	2,371,603,167	96.028748%	73,252,131	2.966057%	24,825,100	1.005195%	2,469,680,398
11. 《关于对控股公司提供担保的议案》	A	2,202,639,932	99.634258%	7,690,244	0.347861%	395,300	0.017881%	2,210,725,476
	H	179,151,852	69.182640%	55,332,470	21.367607%	24,470,600	9.449753%	258,954,922
	A+H	2,381,791,784	96.441296%	63,022,714	2.551857%	24,865,900	1.006847%	2,469,680,398
12. 《关于同意控股子公司对外提供反担保的议案》	A	2,202,654,732	99.634928%	7,696,244	0.348132%	374,500	0.016940%	2,210,725,476
	H	134,388,527	51.896495%	100,095,795	38.653753%	24,470,600	9.449752%	258,954,922
	A+H	2,337,043,259	94.629380%	107,792,039	4.364615%	24,845,100	1.006005%	2,469,680,398
13. 《关于进行低风险投资理财的议案》	A	2,209,712,875	99.954196%	722,601	0.032686%	290,000	0.013118%	2,210,725,476
	H	257,117,995	99.290638%	0	0.000000%	1,836,927	0.709362%	258,954,922
	A+H	2,466,830,870	99.884620%	722,601	0.029259%	2,126,927	0.086121%	2,469,680,398
14. 《关于开展金融衍生品业务的议案》	A	2,209,620,075	99.949998%	839,301	0.037965%	266,100	0.012037%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,175,797	99.898586%	839,301	0.033984%	1,665,300	0.067430%	2,469,680,398
15. 《关于增补第五届董事会独立董事候选	A	2,209,620,075	99.949998%	707,001	0.031980%	398,400	0.018022%	2,210,725,476

人的议案》	H	257,117,995	99.290638%	437,727	0.169036%	1,399,200	0.540326%	258,954,922
	A+H	2,466,738,070	99.880862%	1,144,728	0.046351%	1,797,600	0.072787%	2,469,680,398
16. 《关于拟发行永续中期票据的议案》								
16.(1) 发行规模	A	2,209,155,275	99.928973%	217,301	0.009829%	1,352,900	0.061198%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,116,477	99.774711%	2,811,821	0.113854%	2,752,100	0.111435%	2,469,680,398
16.(2) 发行期限	A	2,209,415,475	99.940743%	707,001	0.031980%	603,000	0.027277%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,376,677	99.785247%	3,301,521	0.133682%	2,002,200	0.081071%	2,469,680,398
16.(3) 发行利率	A	2,209,415,475	99.940743%	707,001	0.031980%	603,000	0.027277%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,376,677	99.785247%	3,301,521	0.133682%	2,002,200	0.081071%	2,469,680,398
16.(4) 募集资金用途	A	2,209,415,475	99.940743%	707,001	0.031980%	603,000	0.027277%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,376,677	99.785247%	3,301,521	0.133682%	2,002,200	0.081071%	2,469,680,398
16.(5) 决议有效期	A	2,209,415,475	99.940743%	707,001	0.031980%	603,000	0.027277%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,376,677	99.785247%	3,301,521	0.133682%	2,002,200	0.081071%	2,469,680,398
16.(6) 授权事项	A	2,209,567,475	99.947619%	707,001	0.031980%	451,000	0.020401%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,528,677	99.791401%	3,301,521	0.133682%	1,850,200	0.074917%	2,469,680,398
17. 《关于拟增加发行超短期融资券的议案》	A	2,209,631,075	99.950496%	809,501	0.036617%	284,900	0.012887%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,592,277	99.793977%	3,404,021	0.137832%	1,684,100	0.068191%	2,469,680,398
18. 《关于公司符合公司债券发行条件的议案》	A	2,209,657,175	99.951676%	815,401	0.036884%	252,900	0.011440%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922

	A+H	2,464,618,377	99.795033%	3,409,921	0.138071%	1,652,100	0.066896%	2,469,680,398
19. 《关于向合格投资者公开发行公司债券的议案》								
19.(1) 发行规模	A	2,209,162,575	99.929304%	217,301	0.009829%	1,345,600	0.060867%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,123,777	99.775006%	2,811,821	0.113854%	2,744,800	0.111140%	2,469,680,398
19.(2) 向公司股东配售安排	A	2,209,422,775	99.941074%	815,401	0.036884%	487,300	0.022042%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,383,977	99.785542%	3,409,921	0.138071%	1,886,500	0.076387%	2,469,680,398
19.(3) 票面金额和发行价格	A	2,209,422,775	99.941074%	815,401	0.036884%	487,300	0.022042%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,383,977	99.785542%	3,409,921	0.138071%	1,886,500	0.076387%	2,469,680,398
19.(4) 品种及债券期限	A	2,209,422,775	99.941074%	815,401	0.036884%	487,300	0.022042%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,383,977	99.785542%	3,409,921	0.138071%	1,886,500	0.076387%	2,469,680,398
19.(5) 利率	A	2,209,422,775	99.941074%	815,401	0.036884%	487,300	0.022042%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,383,977	99.785542%	3,409,921	0.138071%	1,886,500	0.076387%	2,469,680,398
19.(6) 担保方式	A	2,209,416,775	99.940802%	815,401	0.036884%	493,300	0.022314%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,377,977	99.785299%	3,409,921	0.138071%	1,892,500	0.076630%	2,469,680,398
19.(7) 发行对象	A	2,209,422,775	99.941074%	815,401	0.036884%	487,300	0.022042%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,383,977	99.785542%	3,409,921	0.138071%	1,886,500	0.076387%	2,469,680,398
19.(8) 赎回条款或回售条款	A	2,209,426,475	99.941241%	815,401	0.036884%	483,600	0.021875%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,387,677	99.785692%	3,409,921	0.138071%	1,882,800	0.076237%	2,469,680,398

19.(9) 募集资金用途	A	2,209,426,475	99.941241%	815,401	0.036884%	483,600	0.021875%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,387,677	99.785692%	3,409,921	0.138071%	1,882,800	0.076237%	2,469,680,398
19.(10) 决议的有效期	A	2,209,426,475	99.941241%	707,001	0.031980%	592,000	0.026779%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,387,677	99.785692%	3,301,521	0.133682%	1,991,200	0.080626%	2,469,680,398
19.(11) 发行债券的上市	A	2,209,426,475	99.941241%	815,401	0.036884%	483,600	0.021875%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,387,677	99.785692%	3,409,921	0.138071%	1,882,800	0.076237%	2,469,680,398
19.(12) 偿债保障措施	A	2,209,426,475	99.941241%	707,001	0.031980%	592,000	0.026779%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540326%	258,954,922
	A+H	2,464,387,677	99.785692%	3,301,521	0.133682%	1,991,200	0.080626%	2,469,680,398
20. 《关于提请股东大会授权公司董事会及董事会授权人士全权办理本次公开发行公司债券相关事宜的议案》	A	2,209,660,675	99.951835%	809,501	0.036617%	255,300	0.011548%	2,210,725,476
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	2,464,621,877	99.795175%	3,404,021	0.137832%	1,654,500	0.066993%	2,469,680,398
21. 《关于回购公司部分 H 股一般性授权的议案》	A	2,210,181,175	99.975379%	319,801	0.014466%	224,500	0.010155%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,736,897	99.921306%	319,801	0.012949%	1,623,700	0.065745%	2,469,680,398
22. 《关于修改《公司章程》的议案》	A	2,210,184,275	99.975519%	211,401	0.009563%	329,800	0.014918%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,739,997	99.921431%	211,401	0.008560%	1,729,000	0.070009%	2,469,680,398
23. 《关于回购部分 A 股社会公众股的议案》								
23.(1) 回购股份的目的	A	2,209,304,375	99.935718%	248,001	0.011218%	1,173,100	0.053064%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,466,860,097	99.885803%	248,001	0.010042%	2,572,300	0.104155%	2,469,680,398
23.(2) 回购股份的用途	A	2,210,054,275	99.969639%	248,001	0.011218%	423,200	0.019143%	2,210,725,476

	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,609,997	99.916167%	248,001	0.010042%	1,822,400	0.073791%	2,469,680,398
23.(3) 回购股份的方式	A	2,210,050,575	99.969472%	248,001	0.011218%	426,900	0.019310%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,606,297	99.916017%	248,001	0.010042%	1,826,100	0.073941%	2,469,680,398
23.(4) 回购股份的价格区间	A	2,210,062,575	99.970014%	356,401	0.016121%	306,500	0.013865%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,618,297	99.916503%	356,401	0.014431%	1,705,700	0.069066%	2,469,680,398
23.(5) 拟回购股份的种类、金额、数量及占总股本的比例	A	2,209,990,175	99.966739%	248,001	0.011218%	487,300	0.022043%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,545,897	99.913572%	248,001	0.010042%	1,886,500	0.076386%	2,469,680,398
23.(6) 回购股份的实施期限	A	2,209,990,175	99.966739%	248,001	0.011218%	487,300	0.022043%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,545,897	99.913572%	248,001	0.010042%	1,886,500	0.076386%	2,469,680,398
23.(7) 拟用于回购的资金来源	A	2,209,988,175	99.966649%	248,001	0.011218%	489,300	0.022133%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,543,897	99.913491%	248,001	0.010042%	1,888,500	0.076467%	2,469,680,398
23.(8) 股东大会决议有效期	A	2,209,975,975	99.966097%	248,001	0.011218%	501,500	0.022685%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,531,697	99.912997%	248,001	0.010042%	1,900,700	0.076961%	2,469,680,398
23.(9) 授权事宜	A	2,209,988,175	99.966649%	250,001	0.011309%	487,300	0.022042%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,543,897	99.913491%	250,001	0.010123%	1,886,500	0.076386%	2,469,680,398
24. 《关于回购部分 A 股社会公众股份的预案》	A	2,210,368,575	99.983856%	248,001	0.011218%	108,900	0.004926%	2,210,725,476
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	2,467,924,297	99.928894%	248,001	0.010042%	1,508,100	0.061064%	2,469,680,398

截至二零一六年六月二十九日的已发行 A 股股份为:6,275,925,164 股							
截至二零一六年六月二十九日的已发行 H 股股份为: 1,388,207,086 股							

2、2015 年年度股东大会、A 股类别股东大会、H 股类别股东大会持股 5%以下股东表决情况

决议案		同意		反对		弃权		出席并投票
		股份投票数量	百分率	股份投票数量	百分率	股份投票数量	百分率	股份数量
1. 《2015 年度董事会工作报告》	A	244,421,934	99.604470%	719,101	0.293041%	251,500	0.102489%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,977,656	99.530125%	719,101	0.142580%	1,650,700	0.327295%	504,347,457
2. 《2015 年度监事会工作报告》	A	244,406,534	99.598194%	736,501	0.300132%	249,500	0.101674%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,962,256	99.527072%	736,501	0.146030%	1,648,700	0.326898%	504,347,457
3. 《2015 年度财务决算报告》	A	244,406,534	99.598194%	736,101	0.299969%	249,900	0.101837%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,962,256	99.527072%	736,101	0.145951%	1,649,100	0.326977%	504,347,457
4. 《A 股 2015 年年度报告及摘要》	A	244,406,534	99.598194%	734,101	0.299154%	251,900	0.102652%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,962,256	99.527072%	734,101	0.145555%	1,651,100	0.327374%	504,347,457
5. 《H 股 2015 年年度报告》	A	244,298,134	99.554020%	728,201	0.296749%	366,200	0.149231%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,853,856	99.505579%	728,201	0.144385%	1,765,400	0.350036%	504,347,457
6. 《2015 年度利润分配预案》	A	245,067,434	99.867518%	263,001	0.107176%	62,100	0.025306%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,623,156	99.658112%	263,001	0.052147%	1,461,300	0.289741%	504,347,457
7. 《关于聘请 2016 年度审计机构的议案》								

7.(1) 聘任天职国际会计师事务所为公司2016年度境内财务审计机构及内部控制审计机构	A	243,843,634	99.368807%	224,101	0.091323%	1,324,800	0.539870%	245,392,535
	H	247,700,339	95.653845%	9,855,383	3.805830%	1,399,200	0.540325%	258,954,922
	A+H	491,543,973	97.461376%	10,079,484	1.998520%	2,724,000	0.540104%	504,347,457
7.(2) 聘任毕马威会计师事务所为公司2016年度国际核数师	A	244,103,834	99.474841%	713,801	0.290881%	574,900	0.234278%	245,392,535
	H	247,700,339	95.653845%	9,855,383	3.805830%	1,399,200	0.540325%	258,954,922
	A+H	491,804,173	97.512968%	10,569,184	2.095616%	1,974,100	0.391416%	504,347,457
7.(3) 提请授权管理层根据董事会审计委员会确定的原则决定具体报酬	A	244,082,834	99.466283%	837,201	0.341168%	472,500	0.192549%	245,392,535
	H	247,700,339	95.653845%	9,855,383	3.805830%	1,399,200	0.540325%	258,954,922
	A+H	491,783,173	97.508804%	10,692,584	2.120083%	1,871,700	0.371113%	504,347,457
8. 《关于向有关金融机构申请信用(授信)业务的议案》	A	244,421,534	99.604307%	703,201	0.286562%	267,800	0.109131%	245,392,535
	H	257,117,995	99.290638%	0	0.000000%	1,836,927	0.709362%	258,954,922
	A+H	501,539,529	99.443255%	703,201	0.139428%	2,104,727	0.417317%	504,347,457
9. 《关于授权中联重科融资租赁(中国)有限公司开展融资租赁业务的议案》	A	244,421,534	99.604307%	703,201	0.286562%	267,800	0.109131%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,977,256	99.530046%	703,201	0.139428%	1,667,000	0.330526%	504,347,457
10. 《关于控股公司担保相关事项的议案》	A	237,347,791	96.721683%	7,690,244	3.133854%	354,500	0.144463%	245,392,535
	H	168,922,435	65.232371%	65,561,887	25.317876%	24,470,600	9.449753%	258,954,922
	A+H	406,270,226	80.553638%	73,252,131	14.524140%	24,825,100	4.922222%	504,347,457
11. 《关于对控股公司提供担保的议案》	A	237,306,991	96.705057%	7,690,244	3.133854%	395,300	0.161089%	245,392,535
	H	179,151,852	69.182640%	55,332,470	21.367607%	24,470,600	9.449753%	258,954,922
	A+H	416,458,843	82.573797%	63,022,714	12.495892%	24,865,900	4.930311%	504,347,457
12. 《关于同意控股子公司对外提供反担保的议案》	A	237,321,791	96.711088%	7,696,244	3.136299%	374,500	0.152613%	245,392,535
	H	134,388,527	51.896495%	100,095,795	38.653753%	24,470,600	9.449752%	258,954,922
	A+H	371,710,318	73.701238%	107,792,039	21.372575%	24,845,100	4.926187%	504,347,457
13. 《关于进行低风险投资理财的议案》	A	244,379,934	99.587355%	722,601	0.294467%	290,000	0.118178%	245,392,535
	H	257,117,995	99.290638%	0	0.000000%	1,836,927	0.709362%	258,954,922

	A+H	501,497,929	99.435007%	722,601	0.143274%	2,126,927	0.421719%	504,347,457
14. 《关于开展金融衍生品业务的议案》	A	244,287,134	99.549538%	839,301	0.342024%	266,100	0.108438%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,842,856	99.503398%	839,301	0.166413%	1,665,300	0.330189%	504,347,457
15. 《关于增补第五届董事会独立董事候选人的议案》	A	244,287,134	99.549538%	707,001	0.288110%	398,400	0.162352%	245,392,535
	H	257,117,995	99.290638%	437,727	0.169036%	1,399,200	0.540326%	258,954,922
	A+H	501,405,129	99.416607%	1,144,728	0.226972%	1,797,600	0.356421%	504,347,457
16. 《关于拟发行永续中期票据的议案》								
16.(1) 发行规模	A	243,822,334	99.360127%	217,301	0.088552%	1,352,900	0.551321%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	498,783,536	98.896808%	2,811,821	0.557517%	2,752,100	0.545675%	504,347,457
16.(2) 发行期限	A	244,082,534	99.466161%	707,001	0.288110%	603,000	0.245729%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,043,736	98.948399%	3,301,521	0.654612%	2,002,200	0.396989%	504,347,457
16.(3) 发行利率	A	244,082,534	99.466161%	707,001	0.288110%	603,000	0.245729%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,043,736	98.948399%	3,301,521	0.654612%	2,002,200	0.396989%	504,347,457
16.(4) 募集资金用途	A	244,082,534	99.466161%	707,001	0.288110%	603,000	0.245729%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,043,736	98.948399%	3,301,521	0.654612%	2,002,200	0.396989%	504,347,457
16.(5) 决议有效期	A	244,082,534	99.466161%	707,001	0.288110%	603,000	0.245729%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,043,736	98.948399%	3,301,521	0.654612%	2,002,200	0.396989%	504,347,457
16.(6) 授权事项	A	244,234,534	99.528103%	707,001	0.288110%	451,000	0.183787%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,195,736	98.978537%	3,301,521	0.654612%	1,850,200	0.366851%	504,347,457

17.《关于拟增加发行超短期融资券的议案》	A	244,298,134	99.554020%	809,501	0.329880%	284,900	0.116100%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,259,336	98.991148%	3,404,021	0.674936%	1,684,100	0.333916%	504,347,457
18.《关于公司符合公司债券发行条件的议案》	A	244,324,234	99.564656%	815,401	0.332284%	252,900	0.103060%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,285,436	98.996323%	3,409,921	0.676106%	1,652,100	0.327571%	504,347,457
19.《关于向合格投资者公开发行公司债券的议案》								
19.(1) 发行规模	A	243,829,634	99.363102%	217,301	0.088552%	1,345,600	0.548346%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	498,790,836	98.898255%	2,811,821	0.557517%	2,744,800	0.544228%	504,347,457
19.(2) 向公司股东配售安排	A	244,089,834	99.469136%	815,401	0.332284%	487,300	0.198580%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,051,036	98.949847%	3,409,921	0.676106%	1,886,500	0.374047%	504,347,457
19.(3) 票面金额和发行价格	A	244,089,834	99.469136%	815,401	0.332284%	487,300	0.198580%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,051,036	98.949847%	3,409,921	0.676106%	1,886,500	0.374047%	504,347,457
19.(4) 品种及债券期限	A	244,089,834	99.469136%	815,401	0.332284%	487,300	0.198580%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,051,036	98.949847%	3,409,921	0.676106%	1,886,500	0.374047%	504,347,457
19.(5) 利率	A	244,089,834	99.469136%	815,401	0.332284%	487,300	0.198580%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,051,036	98.949847%	3,409,921	0.676106%	1,886,500	0.374047%	504,347,457
19.(6) 担保方式	A	244,083,834	99.466691%	815,401	0.332284%	493,300	0.201025%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,045,036	98.948657%	3,409,921	0.676106%	1,892,500	0.375237%	504,347,457
19.(7) 发行对象	A	244,089,834	99.469136%	815,401	0.332284%	487,300	0.198580%	245,392,535

	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,051,036	98.949847%	3,409,921	0.676106%	1,886,500	0.374047%	504,347,457
19.(8) 赎回条款或回售条款	A	244,093,534	99.470644%	815,401	0.332284%	483,600	0.197072%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,054,736	98.950580%	3,409,921	0.676106%	1,882,800	0.373314%	504,347,457
19.(9) 募集资金用途	A	244,093,534	99.470644%	815,401	0.332284%	483,600	0.197072%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,054,736	98.950580%	3,409,921	0.676106%	1,882,800	0.373314%	504,347,457
19.(10) 决议的有效期	A	244,093,534	99.470644%	707,001	0.288110%	592,000	0.241246%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,054,736	98.950580%	3,301,521	0.654612%	1,991,200	0.394808%	504,347,457
19.(11) 发行债券的上市	A	244,093,534	99.470644%	815,401	0.332284%	483,600	0.197072%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,054,736	98.950580%	3,409,921	0.676106%	1,882,800	0.373314%	504,347,457
19.(12) 偿债保障措施	A	244,093,534	99.470644%	707,001	0.288110%	592,000	0.241246%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,054,736	98.950580%	3,301,521	0.654612%	1,991,200	0.394808%	504,347,457
20. 《关于提请股东大会授权公司董事会及董事会授权人士全权办理本次公开发行公司债券相关事宜的议案》	A	244,327,734	99.566083%	809,501	0.329880%	255,300	0.104037%	245,392,535
	H	254,961,202	98.457755%	2,594,520	1.001920%	1,399,200	0.540325%	258,954,922
	A+H	499,288,936	98.997017%	3,404,021	0.674936%	1,654,500	0.328047%	504,347,457
21. 《关于回购公司部分 H 股一般性授权的议案》	A	244,848,234	99.778192%	319,801	0.130322%	224,500	0.091486%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,403,956	99.614650%	319,801	0.063409%	1,623,700	0.321941%	504,347,457
22. 《关于修改《公司章程》的议案》	A	244,851,334	99.779455%	211,401	0.086148%	329,800	0.134397%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,407,056	99.615265%	211,401	0.041916%	1,729,000	0.342819%	504,347,457

23. 《关于回购部分 A 股社会公众股的议案》								
23.(1) 回购股份的目的	A	243,971,434	99.420887%	248,001	0.101063%	1,173,100	0.478050%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	501,527,156	99.440802%	248,001	0.049173%	2,572,300	0.510025%	504,347,457
23.(2) 回购股份的用途	A	244,721,334	99.726479%	248,001	0.101063%	423,200	0.172458%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,277,056	99.589489%	248,001	0.049173%	1,822,400	0.361338%	504,347,457
23.(3) 回购股份的方式	A	244,717,634	99.724971%	248,001	0.101063%	426,900	0.173966%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,273,356	99.588756%	248,001	0.049173%	1,826,100	0.362071%	504,347,457
23.(4) 回购股份的价格区间	A	244,729,634	99.729861%	356,401	0.145237%	306,500	0.124902%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,285,356	99.591135%	356,401	0.070666%	1,705,700	0.338199%	504,347,457
23.(5) 拟回购股份的种类、金额、数量及占总股本的比例	A	244,657,234	99.700357%	248,001	0.101063%	487,300	0.198580%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,212,956	99.576780%	248,001	0.049173%	1,886,500	0.374047%	504,347,457
23.(6) 回购股份的实施期限	A	244,657,234	99.700357%	248,001	0.101063%	487,300	0.198580%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,212,956	99.576780%	248,001	0.049173%	1,886,500	0.374047%	504,347,457
23.(7) 拟用于回购的资金来源	A	244,655,234	99.699542%	248,001	0.101063%	489,300	0.199395%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,210,956	99.576383%	248,001	0.049173%	1,888,500	0.374444%	504,347,457
23.(8) 股东大会决议有效期	A	244,643,034	99.694571%	248,001	0.101063%	501,500	0.204366%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,198,756	99.573964%	248,001	0.049173%	1,900,700	0.376863%	504,347,457
23.(9) 授权事宜	A	244,655,234	99.699542%	250,001	0.101878%	487,300	0.198580%	245,392,535

	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,210,956	99.576383%	250,001	0.049569%	1,886,500	0.374048%	504,347,457
24. 《关于回购部分 A 股社会公众股份的预案》	A	245,035,634	99.854559%	248,001	0.101063%	108,900	0.044378%	245,392,535
	H	257,555,722	99.459674%	0	0.000000%	1,399,200	0.540326%	258,954,922
	A+H	502,591,356	99.651807%	248,001	0.049173%	1,508,100	0.299020%	504,347,457
截至二零一六年六月二十九日的已发行 A 股股份为:6,275,925,164 股								
截至二零一六年六月二十九日的已发行 H 股股份为: 1,388,207,086 股								

3、表决结果

以上议案同意票均占出席会议的股东及股东代表所持表决权股份总数的三分之二以上，议案获得通过。

4、在本次会议上，独立董事黎建强先生、赵嵩正先生、刘桂良女士提交并宣读了《2015 年度独立董事述职报告》；香港中央证券登记有限公司代表、股东代表担任本次股东大会的监票人。

五、律师出具的法律意见

1、律师事务所名称：上海市方达（北京）律师事务所

2、律师姓名：丁继栋律师、肖晋卿律师

3、结论意见：公司 2015 年年度股东大会、A 股类别股东大会、H 股类别股东大会的召集、召开程序符合有关法律、行政法规、《股东大会规则》以及《公司章程》的规定；出席会议人员资格、召集人资格合法有效；会议表决程序及表决结果合法有效。

六、备查文件

1、经与会董事和记录人签字确认并加盖董事会印章的《2015 年年度股东大会、A 股类别股东大会及 H 股类别股东大会决议》；

2、《2015 年年度股东大会、A 股类别股东大会、H 股类别股东大会的法律意见书》。

特此公告。

中联重科股份有限公司
董 事 会
二〇一六年六月三十日