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

中联重科股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1157)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN by the board (the “**Board**”) of directors (the “**Directors**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd. (the “**Company**”) that the extraordinary general meeting of the Company (the “**EGM**”) will be held at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the People's Republic of China (“**PRC**”) at 2:00 p.m. on Wednesday, 12 August 2020 by way of physical meeting. Details of the EGM are as follows:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the fulfilment of the conditions for the Proposed Non-public Issuance (as defined in the circular of the Company dated 27 July 2020).
2. To consider and approve the Proposed Non-public Issuance:
 - (1) class and nominal value of shares to be issued;
 - (2) issue method and time;
 - (3) target subscribers;
 - (4) subscription method;
 - (5) price determination date and issue price;
 - (6) subscription price and issue size;
 - (7) lock-up period;
 - (8) arrangement of accumulated profit distribution prior to completion of the issue;

* For identification purpose only

- (9) listing venue;
 - (10) use of proceeds; and
 - (11) validity period of the resolution.
- 3. To consider and approve the proposal for the Proposed Non-public Issuance.
 - 4. To consider and approve introduction of strategic investors and entry into conditional strategic cooperation agreements with the subscribers of the Proposed Non-public Issuance:
 - (1) To consider and approve introduction of Maanshan Huaijin Cornerstone Equity Investment Partnership (Limited Partnership) as the Company's strategic investor and execution by the Company with it of a conditional strategic cooperation agreement.
 - (2) To consider and approve introduction of Taiping Life Insurance Co., Ltd. as the Company's strategic investor and execution by the Company with it of a conditional strategic cooperation agreement.
 - (3) To consider and approve introduction of Hainan Chengyisheng Enterprise Management Partnership (Limited Partnership) ("**Hainan Chengyisheng**") as the Company's strategic investor and execution by the Company with it of a conditional strategic cooperation agreement.
 - (4) To consider and approve introduction of Ningbo Shituo Enterprise Management Co., Ltd. as the Company's strategic investor and execution by the Company with it of a conditional strategic cooperation agreement.
 - 5. To consider and approve entry into conditional subscription agreements with subscribers of the Proposed Non-public Issuance.
 - 6. To consider and approve entry into a related party transaction by the Company with Hainan Chengyisheng in relation to the Proposed Non-public Issuance.
 - 7. To consider and approve the feasibility analysis report on the use of proceeds of the Proposed Non-public Issuance.
 - 8. To consider and approve the statement of exemption from the preparation of a report on the use of proceeds from previous fund raising activities.
 - 9. To consider and approve the measures on making up diluted returns for the current period due to the Proposed Non-public Issuance.
 - 10. To consider and approve the undertakings in relation to the measures on making up diluted returns for the current period due to the Proposed Non-public Issuance.

11. To consider and approve the shareholders' returns plan for the next three years (2020–2022).
12. To consider and approve the authorisation to the Board and its authorised persons to handle all matters relating to the Proposed Non-public Issuance within the scope permitted by the relevant laws and regulations at their discretion.

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

Changsha, the PRC, 27 July 2020

As at the date of this notice, 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.

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Notes:

(1) Eligibility for Attending the EGM and closure of H shares register of members

The H share register of members of the Company will be closed for the purpose of determining entitlement of holders of H shares to attend and vote at the EGM, from Monday, 10 August 2020 to Wednesday, 12 August 2020 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the EGM, holders of H shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 7 August 2020.

(2) Proxy

- a. Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- b. The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- c. To be valid, for holders of H shares, the proxy form and notarised power of attorney or other authorisation document must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the EGM (proxy form for use at the EGM is attached herewith). If a shareholder appoints more than one proxy, such proxies shall only exercise the right to vote by poll.

(3) Registration procedures for attending the EGM

A shareholder or his proxy should produce proof of identity when attending the EGM. If a shareholder is a legal entity, its legal representative or other person authorised by the board of directors or other governing body of such shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

(4) Voting by poll

According to Rule 13.39(4) of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with the Articles.

(5) Miscellaneous

- a. The EGM is expected to last for no more than half a day. Shareholders (or their proxies) attending the meeting in person are responsible for their own transportation and accommodation expenses.
- b. The address of Computershare Hong Kong Investor Services Limited is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- c. The registered office of the Company is: No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC. Telephone: (86 731) 8878 8432. Fax: (86 731) 8565 1157. Email: 157@zoomlion.com.