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# ZOOMLION 中 联 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)

## **POLL RESULTS OF ANNUAL GENERAL MEETING, H SHARE CLASS MEETING AND A SHARE CLASS MEETING**

The board (the “**Board**”) of directors (the “**Directors**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd.\* (the “**Company**”) is pleased to announce that the annual general meeting of the Company (the “**AGM**”), the class meeting for holders of H shares of the Company (the “**H Share Class Meeting**”) and the class meeting for holders of A shares of the Company (the “**A Share Class Meeting**”), together with the AGM and the H Share Class Meeting, the “**Meetings**”) were held on Thursday, 2 June 2022 at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the People's Republic of China.

For details of the resolutions considered at the Meetings, please refer to the notices of the AGM (the “**AGM Notice**”) and the H Share Class Meeting (the “**Class Meeting Notice**”) and the circular of the Company dated 28 April 2022 (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement below have the same meanings as those defined in the Circular.

As at the date of this announcement, the total number of issued Shares is 8,677,992,236 Shares, comprising 1,581,964,548 H Shares and 7,096,027,688 A Shares. Dr. Zhan Chunxin, Mr. He Liu, Mr. Zhao John Huan, Mr. Zhao Songzheng, Mr. Lai Kin Keung, Ms. Liu Guiliang and Mr. Yang Changbo attended all of the Meetings.

## **POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE AGM**

At the AGM, the proposed resolutions set out in the AGM Notice were voted by poll. The poll results in respect of such resolutions are as follows:

<b>Ordinary resolutions</b>		<b>Number of valid votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstained</b>
1.	To consider and approve the report of the Board for the year 2021.	3,462,730,782 (99.923630%)	696,100 (0.020087%)	1,950,406 (0.056283%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
2.	To consider and approve the report of the Company's supervisory board for the year 2021.	3,462,719,882 (99.923316%)	701,600 (0.020246%)	1,955,806 (0.056438%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the report of the Company's settlement accounts for the year 2021.	3,462,712,482 (99.923102%)	703,900 (0.020312%)	1,960,906 (0.056586%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the full text and the summary of the annual report of the A Shares for the year 2021.	3,462,719,782 (99.923313%)	696,600 (0.020102%)	1,960,906 (0.056586%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the annual report of the H Shares for the year 2021.	3,462,700,982 (99.922770%)	703,900 (0.020312%)	1,972,406 (0.056917%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the Company's profit distribution plan for the year 2021, and to approve the declaration and distribution of a final dividend in the amount of RMB0.32 per share (inclusive of tax).	3,464,474,588 (99.973951%)	774,800 (0.022358%)	127,900 (0.003691%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the change of the Company's domestic auditors and re-appointment of the Company's international auditors for the year 2022.			
	(1) To consider and approve the appointment of KPMG Huazhen Certified Public Accountants (Special General Partnership) as the Company's domestic auditors and internal control auditors for the year ending 31 December 2022.	3,343,547,121 (96.484361%)	45,595,350 (1.315740%)	76,234,817 (2.199899%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
	(2) To consider and approve the re-appointment of KPMG as the Company's international auditors for the year ending 31 December 2022.	3,317,824,907 (95.742098%)	71,317,564 (2.058003%)	76,234,817 (2.199899%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
(3)	To authorise the Company's management to determine the actual remuneration payable to the Company's domestic and international auditors based on agreed principles.	3,330,081,007 (96.095771%)	52,491,564 (1.514743%)	82,804,717 (2.389486%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8.	To consider and approve the application by the Company to relevant financial institutions for general credit facilities and financing with a total credit limit up to RMB150 billion and to authorise the chairman of the Board to execute on behalf of the Company the facility contracts and other relevant finance documents with relevant financial institutions, and to allocate the credit limit available to the Company to its branches or subsidiaries for their respective uses within the effective term.	3,464,470,488 (99.973833%)	861,500 (0.024860%)	45,300 (0.001307%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.	To consider and approve Zoomlion Industrial Vehicles, a subsidiary of the Company, to engage in business with its distributors supported by financial institutions through banker's acceptance secured by goods and to provide external guarantees with a limit of up to RMB40 million and for a maximum term of six months, and to authorise the management of Zoomlion Industrial Vehicles to execute on behalf of Zoomlion Industrial Vehicles the relevant cooperation agreements in respect of the such business within the effective term.	3,433,666,433 (99.084923%)	31,665,655 (0.913772%)	45,200 (0.001304%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
10.	To consider and approve Zoomlion Agricultural Machinery, a subsidiary of the Company, to engage in financial business with relevant financial institutions and downstream customers and to provide external guarantees with a limit of up to RMB800 million, and to authorise the management of Zoomlion Agricultural Machinery to execute on behalf of Zoomlion Agricultural Machinery the relevant cooperation agreements in respect of such business within the effective term.	3,464,539,788 (99.975832%)	792,300 (0.022863%)	45,200 (0.001304%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
11.	To consider and approve the provision of guarantees up to a maximum aggregate amount of RMB19.7 billion by the Company in favour of 49 subsidiaries, and to authorise the Board or any person authorised by the Board to adjust the available guarantee amount between the guaranteed parties.	2,787,303,753 (80.432909%)	672,461,674 (19.405150%)	5,611,861 (0.161941%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
12.	To consider and approve the carrying out of low risk investments and financial management by the Company up to a maximum amount of RMB12 billion, and to authorise the chairman of the Board to make all investment decisions (subject to the aforesaid limit) and to execute relevant contracts and agreements within the effective term.	2,872,808,520 (82.900310%)	591,412,517 (17.066324%)	1,156,251 (0.033366%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
13.	To consider and approve the Company's investment in financial derivatives with a principal amount of not more than RMB6 billion, and to authorise the chairman of the Board and his authorised persons to make all investment decisions (subject to the aforesaid limit) and to execute relevant contracts and agreements within the effective term.	3,464,403,788 (99.971908%)	928,200 (0.026785%)	45,300 (0.001307%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
14.	To consider and approve the authorisation to Hunan Zhicheng Financing and Guarantee Co., Ltd.*, a subsidiary of the Company, to engage in the financing guarantee business up to a maximum outstanding balance of RMB2 billion within the effective term.	3,433,594,533 (99.082849%)	31,737,455 (0.915844%)	45,300 (0.001307%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
15.	To consider and approve the authorisation to Zoomlion Aerial Machinery, a subsidiary of the Company, to provide external guarantees with a limit of up to RMB5 billion in favour of customers for the purpose of finance leasing, and to authorise the management of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the relevant cooperation agreements in respect of such business within the effective term.	3,433,596,433 (99.082903%)	31,735,655 (0.915792%)	45,200 (0.001304%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
16.	To consider and approve the authorisation to the Board or its authorised persons to determine and deal with matters in connection with the issue of asset-backed securities.	3,433,554,333 (99.081689%)	31,776,155 (0.916961%)	46,800 (0.001351%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
17.	To consider and approve the continuing development by the Company of its mortgage-funded, finance leasing and buyer's credit businesses and to provide buy-back guarantees of up to a maximum amount of RMB47 billion in respect of such businesses within the effective term.	3,261,635,907 (94.120658%)	203,694,581 (5.877991%)	46,800 (0.001351%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
18.	To consider and approve amendments to the Articles set out in the Circular.	3,464,630,288 (99.978444%)	701,700 (0.020249%)	45,300 (0.001307%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
19.	To grant a general mandate to the Directors to repurchase H Shares not exceeding 10% of the number of issued H Shares as at the date of passing of this resolution.*	3,451,952,635 (99.612606%)	13,347,653 (0.385172%)	77,000 (0.002222%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

\* Full text of this resolution is set out in the AGM Notice.

The total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 8,677,992,236 Shares. There were no Shares entitling the holders to attend and abstain from voting in favour at the AGM pursuant to Rule 13.40 of the Hong Kong Listing Rules and no holder of Shares was required under the Hong Kong Listing Rules to abstain from voting at the AGM. No parties had stated their intention in the Circular to vote against any of the resolutions proposed at the AGM or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 3,465,377,288 Shares were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC (the “**Company Law**”) and the Articles. The AGM was chaired by Dr. Zhan Chunxin, the chairman of the Board. In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, acted as scrutineer for the vote-taking at the AGM.

## **POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE H SHARE CLASS MEETING**

At the H Share Class Meeting, the proposed resolutions set out in the Class Meeting Notice were voted by poll. The poll results in respect of such resolutions are as follows:

<b>Special resolutions</b>		<b>Number of valid votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstained</b>
1.	To consider and approve amendments to the Articles set out in the Circular.	640,095,699 (100%)	0 (0%)	0 (0%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	To grant a general mandate to the Directors to repurchase H Shares not exceeding 10% of the number of issued H Shares as at the date of passing of this resolution.*	639,985,498 (99.982784%)	52,801 (0.008249%)	57,400 (0.008967%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

\* Full text of this resolution is set out in the Class Meeting Notice.

The total number of H Shares entitling the holders to attend and vote for or against the resolutions proposed at the H Share Class Meeting was 1,581,964,548 H Shares. There were no H Shares entitling the holders to attend and abstain from voting in favour at the H Share Class Meeting pursuant to Rule 13.40 of the Hong Kong Listing Rules and no holder of H Shares was required under the Hong Kong Listing Rules to abstain from voting at the H Share Class Meeting. No parties had stated their intention in the Circular to vote against the resolutions proposed at the H Share Class Meeting or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 640,095,699 H Shares were present at the H Share Class Meeting. The holding of the H Share Class Meeting was in compliance with the requirements of the Company Law and the Articles. The H Share Class Meeting was chaired by Dr. Zhan Chunxin, the chairman of the Board. In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as scrutineer for the vote-taking at the H Share Class Meeting.

## **POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE A SHARE CLASS MEETING**

At the A Share Class Meeting, the proposed resolutions set out in the Class Meeting Notice were voted by poll. The poll results in respect of such resolutions are as follows:

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve amendments to the Articles set out in the Circular.	2,822,071,495 (99.973537%)	701,700 (0.024858%)	45,300 (0.001605%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	To grant a general mandate to the Directors to repurchase H Shares not exceeding 10% of the number of issued H Shares as at the date of passing of this resolution.*	2,809,504,043 (99.528328%)	13,294,852 (0.470978%)	19,600 (0.000694%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

\* Full text of this resolution is set out in the Class Meeting Notice.

The total number of A Shares entitling the holders to attend and vote for or against the resolutions proposed at the A Share Class Meeting was 7,096,027,688 A Shares. There were no A Shares entitling the holders to attend and abstain from voting in favour at the A Share Class Meeting pursuant to Rule 13.40 of the Hong Kong Listing Rules and no holder of A Shares was required under the Hong Kong Listing Rules to abstain from voting at the A Share Class Meeting. No parties had stated their intention in the Circular to vote against the resolutions proposed at the A Share Class Meeting or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 2,822,818,495 A Shares were present at the A Share Class Meeting. The holding of the A Share Class Meeting was in compliance with the requirements of the Company Law and the Articles. The A Share Class Meeting was chaired by Dr. Zhan Chunxin, the chairman of the Board. In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as scrutineer for the vote-taking at the A Share Class Meeting.

## DIVIDEND

Through the votes and approval of the Shareholders at the AGM, the Company will distribute a final dividend of RMB0.32 (inclusive of tax) per Share. Such dividend payable to the holders of H Shares will be paid in Hong Kong dollars (“HKD”) by the Company and the relevant exchange rate between RMB and HKD shall be calculated with reference to the average middle exchange rates of HKD as announced by The People’s Bank of China for the five business days prior to the date of AGM (RMB0.8523 equivalent to HKD1.00). Based on this exchange rate, the final dividend payment per H Share in HKD is HK\$0.3755. The final dividend is expected to be paid by Friday, 8 July 2022 to the holders of H Shares whose names appear on the Company’s H share register of members at the close of business on Tuesday, 14 June 2022. According to the Law on Corporate Income Tax of the PRC and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold 10% corporate income tax before distributing dividend to non-resident enterprise Shareholders which appear on its H share register of members. Any Shares registered in the name of non-individual Shareholders, including HKSCC Nominees, other nominees, trustees or other groups and organisations, will be treated as being held by non-resident enterprise Shareholders and therefore subject to the withholding of corporate income tax. Cash dividend payable to non-resident enterprise holders of H Shares after the deduction of the said corporate income tax is RMB0.288 per Share (for reference only).

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for domestic individual Shareholders who invest in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares being registered in the name of HKSCC Nominees and held by CSDC as nominee Shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic Shareholders which are securities investment funds investing in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares being registered in the name of HKSCC Nominees and held by CSDC as nominee Shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic enterprise Shareholders which invest in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares being registered in the name of HKSCC Nominees and held by CSDC as nominee Shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the final dividend, and the domestic enterprise Shareholders shall report and pay the relevant taxes payable themselves. Any dividend received in respect of H Shares which have been continuously held by a domestic enterprise Shareholder for 12 months shall be exempted from enterprise income tax.

The Company assumes no responsibility and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any dispute over the mechanism of withholding. Shareholders are recommended to consult their taxation advisers regarding their holding and disposal of H Shares for the PRC, Hong Kong and other tax effects involved.

The Company will appoint Bank of China (Hong Kong) Trustees Ltd. as payment agent in Hong Kong who will pay the final dividend net of the applicable tax to the holders of H Shares by Friday, 8 July 2022. Relevant cheques will be despatched on or before that day to holders of H Shares entitled to receive the final dividend by ordinary post and at their own risk.

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

Changsha, PRC, 2 June 2022

*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*