
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your H shares in Zoomlion Heavy Industry Science and Technology Co., Ltd.*, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED DIVIDEND
- (2) PROPOSED REAPPOINTMENT OF AUDITORS FOR THE YEAR 2023
- (3) APPLICATION TO RELEVANT FINANCIAL INSTITUTIONS FOR GENERAL CREDIT FACILITIES AND AUTHORISATION TO THE CHAIRMAN OF THE BOARD TO EXECUTE RELEVANT FINANCE DOCUMENTS
- (4) APPROVAL AND AUTHORISATION TO ZOOMLION INDUSTRIAL VEHICLES TO ENGAGE IN BUSINESS SUPPORTED BY BANKER'S ACCEPTANCE SECURED BY GOODS
- (5) APPROVAL AND AUTHORISATION TO ZOOMLION AGRICULTURAL MACHINERY TO ENGAGE IN FINANCIAL BUSINESS WITH DOWNSTREAM CUSTOMERS AND PROVIDE EXTERNAL GUARANTEES
- (6) PROVISION OF GUARANTEES TO SUBSIDIARIES OF THE COMPANY
- (7) AUTHORISATION TO CARRY OUT LOW RISK INVESTMENTS AND FINANCIAL MANAGEMENT
- (8) AUTHORISATION TO INVEST IN FINANCIAL DERIVATIVES
- (9) AUTHORISATION TO HUNAN ZHICHENG TO ENGAGE IN THE BUSINESS OF PROVIDING FINANCING GUARANTEES
- (10) APPROVAL AND AUTHORISATION TO ZOOMLION AERIAL MACHINERY TO PROVIDE GUARANTEES FOR CUSTOMERS' FINANCIAL BUSINESS
- (11) APPROVAL TO ZOOMLION AERIAL MACHINERY TO APPLY TO RELEVANT FINANCIAL INSTITUTIONS FOR GENERAL CREDIT FACILITIES
- (12) APPROVAL AND AUTHORISATION TO ZOOMLION AERIAL MACHINERY TO PROVIDE GUARANTEES FOR CUSTOMERS
- (13) PROVISION OF GUARANTEES FOR MORTGAGE-FUNDED, FINANCE LEASING, BUSINESS FACTORING AND BUYERS' CREDIT BUSINESSES
- (14) REGISTRATION FOR THE "CENTRALISED REGISTRATION FOR ISSUE OF DEBT FINANCING INSTRUMENTS (DFI) OF THE NATIONAL ASSOCIATION OF FINANCIAL MARKET INSTITUTIONAL INVESTORS (NAFMII)"
- (15) PROPOSED ISSUE OF SUPER SHORT-TERM COMMERCIAL PAPER
- (16) PROPOSED ISSUE OF MEDIUM-TERM NOTES
- (17) PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES
AND
- (18) NOTICES OF AGM AND H SHARE CLASS MEETING

A notice convening the AGM to be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Thursday, 29 June 2023 at 2:30 p.m. is set out on pages 73 to 79 of this circular. A notice convening the H Share Class Meeting to be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Thursday, 29 June 2023 at 4:00 p.m. is set out on pages 80 to 82 of this circular.

Whether or not you are able to attend the AGM and/or the H Share Class Meeting, you are advised to read the notices of the AGM and the H Share Class Meeting and to complete and return the enclosed proxy forms, in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned 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 in person or by post not less than 24 hours before the time stipulated for convening the AGM and the H Share Class Meeting or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting at the AGM and/or the H Share Class Meeting or at any adjourned meeting if you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	domestic share(s) of RMB1.00 each in the share capital of the Company which are listed on the Shenzhen Stock Exchange and traded in RMB
“A Share Class Meeting”	the class meeting for holders of A Shares to be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 3:30 p.m. on Thursday, 29 June 2023
“AED”	United Arab Emirates dirham, the lawful currency of the United Arab Emirates
“AGM”	the annual general meeting of the Company to be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 2:30 p.m. on Thursday, 29 June 2023
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Class Meetings”	the A Share Class Meeting and the H Share Class Meeting
“Company”	中聯重科股份有限公司 (Zoomlion Heavy Industry Science and Technology Co., Ltd.*), a joint stock company incorporated in the PRC with limited liability
“CSDC”	China Securities Depository and Clearing Corporation
“DFI”	debt financing instrument
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Share Class Meeting”	the class meeting for holders of H Shares to be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 4:00 p.m. on Thursday, 29 June 2023
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hunan Zhicheng”	湖南至誠融資擔保有限責任公司 (Hunan Zhicheng Financing And Guarantee Co., Ltd.*), a subsidiary of the Company
“INR”	Indian rupee, the lawful currency of India
“Latest Practicable Date”	22 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Medium-term Notes”	the medium-term notes with a principal amount of not more than RMB5 billion in aggregate proposed to be issued by the Company
“NAFMII”	the National Association of Financial Market Institutional Investors
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, Macao Special Administrative Region of the PRC and Taiwan region

DEFINITIONS

“Repurchase Mandate”	the general mandate to be granted to the Board to exercise the power of the Company to repurchase H Shares, subject to the conditions set out in the relevant resolutions to be proposed at the AGM and the Class Meetings
“RMB”	Renminbi, the lawful currency of the PRC
“RUB”	Russian rouble, the lawful currency of the Russian Federation
“SCP”	the super short-term commercial paper of not more than RMB12 billion in aggregate proposed to be issued by the Company
“Share(s)”	A Share(s) and H Share(s), or the context requires, either of them
“Shareholder(s)”	holder(s) of the Shares
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States of America
“Zoomlion Aerial Machinery”	湖南中聯重科智能高空作業機械有限公司 (Hunan Zoomlion Intelligent Aerial Work Machinery Co., Ltd.*), a subsidiary of the Company
“Zoomlion Agricultural Machinery”	中聯重科農業機械股份有限公司 (Zoomlion Agricultural Machinery Co., Ltd.*), a subsidiary of the Company
“Zoomlion Finance”	中聯重科集團財務有限公司 (Zoomlion Group Finance Co., Ltd.*), a subsidiary of the Company
“Zoomlion Industrial Vehicles”	中聯重科安徽工業車輛有限公司 (Zoomlion Heavy Industry Science and Technology Anhui Industrial Vehicles Co., Ltd.*), a subsidiary of the Company
“%”	per cent.

In this circular, unless the context otherwise requires, the terms “close associate”, “core connected person” and “subsidiary” have the meanings given to them in the Hong Kong Listing Rules.

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LETTER FROM THE BOARD



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)

Members of the Board

Chairman and executive Director:
Dr. ZHAN Chunxin

Registered Office

No. 361, Yin Pen South Road, Changsha City,
Hunan Province, the PRC

Non-executive Directors:

Mr. HE Liu
Mr. ZHAO John Huan

Independent non-executive Directors:

Mr. ZHAO Songzheng
Mr. LAI Kin Keung
Ms. LIU Guiliang
Mr. YANG Changbo

Dear Shareholders,

- (1) PROPOSED DIVIDEND
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AND
- (18) NOTICES OF AGM AND H SHARE CLASS MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular, of which this letter forms part, is to give you notices of the AGM and the H Share Class Meeting and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM and the H Share Class Meeting. The notice of the AGM is set out on pages 73 to 79 of this circular, and the notice of the H Share Class Meeting is set out on pages 80 to 82 of this circular.

2. PROPOSED DIVIDEND

I. Proposed dividend

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, to approve the declaration and payment of a final dividend of RMB0.32 (inclusive of tax) for every outstanding Share held by the Shareholders whose names appear on the Company's registers of members at the close of business on the respective record dates for the holders of A Shares and H Shares, totalling RMB2,641 million (based on Shares in issue as at the Latest Practicable Date). The final dividend is expected to be paid to the Shareholders by Friday, 21 July 2023.

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 the final dividend to non-resident enterprise Shareholders which appear on the its H share register of members. Any Shares registered in the name of non-individual registered 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 the corporate income tax. Cash dividend payable to non-resident enterprise holders of H Shares after deduction of the said corporate income tax is RMB0.288 per Share (for reference only). Cash dividend payable to holders of H Shares will be paid in Hong Kong dollars.

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 who 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 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 not withhold or pay enterprise

LETTER FROM THE BOARD

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 exempt 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 disposing of H Shares for the PRC, Hong Kong and other tax effects involved.

II. Closure of the Company's H share register of members

The Company's H share register of members will be closed from Wednesday, 5 July 2023 to Monday, 10 July 2023 (both days inclusive) for the purpose of determining the entitlement of holders of H Shares to the final dividend, during which period no transfer of Shares will be registered. In order to be entitled to the final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged by the holders of H Shares 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 Tuesday, 4 July 2023.

3. PROPOSED REAPPOINTMENT OF AUDITORS FOR THE YEAR 2023

Based on the performance assessment of KPMG Huazhen Certified Public Accountants (Special General Partnership) ("KPMG Huazhen") and KPMG by the Company and after considering the combined factors such as continuity of auditing service and cost control, the reappointment of domestic auditor and international auditor will be proposed and considered at the AGM:

I. Reasons of reappointment of domestic auditor and international auditor

KPMG Huazhen was appointed as the domestic auditor and internal control auditor of the Company for the year 2022 at the annual general meeting of the Company for the year 2021. While serving as the domestic auditor and internal control auditor of the Company, KPMG Huazhen acted diligently and also fully reflected its professionalism in line with the international standards and the relevant Hong Kong Listing Rules and effectively safeguarded the legitimate interests of the Company and the Shareholders.

KPMG was appointed as the international auditor of the Company for the year 2022 at the annual general meeting of the Company for the year 2021. While serving as the international auditor of the Company, KPMG acted diligently and also fully reflected its professionalism in line with the international standards and the relevant Hong Kong Listing Rules and effectively safeguarded the legitimate interests of the Company and the Shareholders.

LETTER FROM THE BOARD

In view of the business development requirements and future auditing needs of the Company and after consideration by the Company and review by the audit committee of the Board, the Company proposes to reappoint KPMG Huazhen as the domestic auditor and internal control auditor of the Company and KPMG as the international auditor of the Company respectively, for the year 2023.

II. Audit-related fees for the year 2022

For the year 2022, the aggregate audit fees paid to KPMG Huazhen and KPMG amounted to approximately RMB11 million.

III. Proposed reappointment of domestic auditor and international auditor for the year 2023

The Company proposes to reappoint KPMG Huazhen as the domestic auditor and internal control auditor of the Company for the year 2023. KPMG Huazhen will be responsible for the auditing of the financial report prepared in accordance with the China Accounting Standards for Business Enterprises and other assurance and consultation related services.

The Company proposes to reappoint KPMG as the international auditor of the Company for the year 2023. KPMG will be responsible for the auditing of the financial report prepared in accordance with the International Financial Reporting Standards and providing other assurance and consultation related services.

It is proposed at the AGM that the audit committee of the Board be authorised to determine with KPMG Huazhen and KPMG the principles of fixing their respective remunerations and the Company's management be authorised to determine their actual remunerations based on the agreed principles.

IV. Audit-related fees for the year 2023

Audit-related fees for the year 2023 will be determined with reference to the duties and responsibilities, work complexity and requirements, working conditions and time required, and expertise and experience of participating staff of KPMG Huazhen and KPMG at different levels.

It is proposed at the AGM that the Company's management be authorised to determine the actual remunerations payable to KPMG Huazhen and KPMG respectively based on the agreed principles.

LETTER FROM THE BOARD

4. APPLICATION TO RELEVANT FINANCIAL INSTITUTIONS FOR GENERAL CREDIT FACILITIES AND AUTHORISATION TO THE CHAIRMAN OF THE BOARD TO EXECUTE RELEVANT FINANCE DOCUMENTS

In order to accelerate the digital transformation of the Company towards digitalisation, ecologicalisation and globalisation, and to create an open and harmonised industry landscape, the Company proposes to apply to relevant financial institutions for general credit facilities and financing with a total credit limit of up to RMB150 billion according to its business plan for the year 2023, including working capital loans, mortgage for industrial machinery, supply chain financing, bond and investment, letters of credit and letters of guarantee and other relevant items, and to authorise the chairman of the Board and his authorised persons 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. This authorisation is non-assignable, and the effective term of which shall commence from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

5. APPROVAL AND AUTHORISATION TO ZOOMLION INDUSTRIAL VEHICLES TO ENGAGE IN BUSINESS SUPPORTED BY BANKER'S ACCEPTANCE SECURED BY GOODS

According to the operation requirements of Zoomlion Industrial Vehicles and with a view to accelerating return of capital and mitigating operating risks, the Company proposes to approve Zoomlion Industrial Vehicles to engage in business supported by banker's acceptance secured by goods and to provide external guarantees of up to RMB30 million for a maximum term of six months, with reference to the operation plan of Zoomlion Industrial Vehicles for the year 2023. The Company also proposes to authorise the management of Zoomlion Industrial Vehicles to execute relevant cooperation agreements.

I. Overview of business supported by banker's acceptance secured by goods

Banker's acceptance secured by goods is a financial service provided by a bank to a manufacturer (a seller) and its distributor (a buyer) in a form of banker's acceptance. It is operated in the following ways: the bank receives from the distributor (the buyer) a certain percentage of deposit (where the minimum percentage is no less than 30%), and in turn issues a banker's acceptance with the distributor (the buyer) as the payer, and the manufacturer (the seller) as the payee, solely for the payment of trade payables to the manufacturer (the seller). Prior to each request for delivery of goods, the distributor (the buyer) must pay to the bank a deposit in an amount equivalent to the value of goods to be delivered. After the deposit so paid by the distributor (the buyer), the bank will issue a shipment notice in respect of an amount not exceeding the deposit. The manufacturer (the seller) can only deliver such amount of goods to the distributor (the buyer) solely according to the amount of goods set out in the shipment notice issued by the bank. After the sales of goods, the distributor (the buyer) pays further deposit to the bank which in turn issues another shipment notice. This cycle repeats until the outstanding deposit reaches or exceeds the value of the banker's acceptance issued by the bank. If the outstanding deposit is less than the value of the banker's acceptance upon its maturity, the manufacturer (seller) must pay to the bank the shortfall between the deposit and the value of the banker's acceptance.

LETTER FROM THE BOARD

II. Overview of the proposed business supported by banker's acceptance secured by goods

(1) Limit of banker's acceptance secured by goods and the limit of the guarantees

Zoomlion Industrial Vehicles proposes to engage in business with its distributors, supported by relevant financial institutions through banker's acceptance secured by goods, where it will provide joint and several guarantees of up to RMB30 million for its distributors. The term of such guarantees will be provided for in the relevant contracts.

(2) Major terms of the agreement governing the banker's acceptance secured by goods

Zoomlion Industrial Vehicles, its distributor(s) and the issuing bank(s) will enter into a tripartite co-operation agreement in respect of banker's acceptance secured by goods. Its major terms are as follows:

A. Method of financing

Upon application by a distributor and its submission of a sale and purchase agreement entered into with Zoomlion Industrial Vehicles as well as other background information, the issuing bank will provide a banker's acceptance secured by goods to the distributor solely for its payment to Zoomlion Industrial Vehicles in respect of goods purchased therefrom, after review and approval of the issuing bank.

Upon application for issuance of a banker's acceptance, the distributor must pay an initial minimum deposit to the issuing bank at a rate of no less than 30% of the face value of the banker's acceptance.

B. Rules of request for goods delivery

Prior to each request for delivery of goods under the sale and purchase agreement, the distributor is required to lodge an application to the issuing bank by completing a form of Application for Request for Delivery, and at the same time, pays such amount of deposit equivalent to the value of goods to be delivered, to a deposit account maintained with the issuing bank. After confirming the receipt of deposit so paid by the distributor, the issuing bank will issue a notice of request for delivery to Zoomlion Industrial Vehicles.

Upon receipt of the notice of request for delivery issued by the issuing bank, Zoomlion Industrial Vehicles will issue an acknowledgment of the notice of request for delivery to the issuing bank and, at the same time, deliver goods to the distributor according to the amount value so notified by the issuing bank.

LETTER FROM THE BOARD

C. Maturity of the banker's acceptance

Within 10 days prior to the maturity of each banker's acceptance, if the credit facility made available by the issuing bank to the distributor exceeds the cumulative amounts set out in the notice of request for delivery issued by the issuing bank or other delivery evidence given to the distributor, or in other words, the cumulative amounts set out in the notices of request for delivery issued by the issuing bank or other evidence of request for delivery given to the distributor is less than the face value of the banker's acceptance, the issuing bank has the right to issue a refund notice to Zoomlion Industrial Vehicles.

Upon receipt of, and according to the requirements of, the refund notice, Zoomlion Industrial Vehicles must refund to the issuing bank the shortfall between the face value of the banker's acceptance and the cumulative amount set out in the notice of request for delivery.

(3) Criteria for selecting distributors to conduct sales supported by banker's acceptance secured by goods

In order not to undermine the interests of the Company, Zoomlion Industrial Vehicles sets out the following criteria for selecting distributors to conduct business supported by banker's acceptance secured by goods:

- a. the distributor must be legally registered with a fixed place of operation;
- b. the distributor and its principal responsible persons have a good creditability with banks, and are neither dishonest person subject to enforcement in the PRC nor subject to any related legal dispute;
- c. there is neither misappropriation of funds of Zoomlion Industrial Vehicles nor conduct that would materially undermine the interest of Zoomlion Industrial Vehicles; and
- d. it has certain assets and measures in place that would allow it to provide counter-guarantee for the guarantee provided by Zoomlion Industrial Vehicles.

III. Authorisation

- (1) To authorise Zoomlion Industrial Vehicles to engage in the above business with its distributors supported by relevant financial institutions through banker's acceptance secured by goods, and to provide external guarantee with a limit of up to RMB30 million for a maximum term of six months.
- (2) To authorise the management of Zoomlion Industrial Vehicles to execute on behalf of Zoomlion Industrial Vehicles the relevant cooperation agreements in respect of the above business.

LETTER FROM THE BOARD

6. APPROVAL AND AUTHORISATION TO ZOOMLION AGRICULTURAL MACHINERY TO ENGAGE IN FINANCIAL BUSINESS WITH DOWNSTREAM CUSTOMERS AND PROVIDE EXTERNAL GUARANTEES

According to the operation requirements of Zoomlion Agricultural Machinery and with a view to accelerating return of capital and mitigating operating risks, the Company proposes to approve Zoomlion Agricultural Machinery to engage in financial business with downstream customers and provide external guarantees with a limit of up to RMB800 million for a maximum term of 36 months, with reference to the operation plan of Zoomlion Agricultural Machinery for the year 2023. The Company also proposes to authorise the management of Zoomlion Agricultural Machinery to execute relevant cooperation agreements. The guaranteed parties are downstream distributors and end customers.

I. Overview of financial business with downstream customers

(1) Distributors

In the process of purchasing the products of Zoomlion Agricultural Machinery, the distributors of Zoomlion Agricultural Machinery make the payment to Zoomlion Agricultural Machinery for products through financing methods supported by financial institutions cooperating with Zoomlion Agricultural Machinery, such as banker's acceptance secured by goods and loans for purchase of machinery. Zoomlion Agricultural Machinery provides guarantees in favour of the relevant financial institutions for the above financings of the distributors.

(2) End customers

In the process of purchasing the products of Zoomlion Agricultural Machinery, the end customers of Zoomlion Agricultural Machinery make the payment to Zoomlion Agricultural Machinery for products through financing methods supported by financial institutions cooperating with Zoomlion Agricultural Machinery, such as mortgage, finance leasing, business factoring and loans for purchase of machinery. Zoomlion Agricultural Machinery provides guarantees in favour of the relevant financial institutions for the above financings of the end customers.

II. Main scope of the external guarantees

If the distributors or the end customers fail to repay the loans or finance lease rentals in full and in a timely manner in the process of the above financing transactions, Zoomlion Agricultural Machinery shall assume the joint and several guarantee liability.

LETTER FROM THE BOARD

III. Risk control measures for provision of external guarantees

For the purpose of risk control, the Company will strictly monitor the credit rating of the financial business customers through stringent control over various aspects, including credibility review, completeness of business approval procedures, etc. to reduce its risk exposure arising from such guarantee; and strengthen supervision and management of subsidies for purchase of agricultural machineries in the PRC and conduct comprehensive analysis on actual conditions such as regional grant cycle. The main measures are as follows:

- (1) formulating management measures for its financial business to manage and supervise the procedures of financial business;
- (2) formulating and establishing pre-contract assessment procedures for financial business under the organisation and leadership of the Company. Where the feasible risk control procedures and proposals have been confirmed and in place and after the recognised counter-guarantee agreements have been executed by customers and the corresponding agreements and documents have passed the compliance review by the legal department, an authorised signatory will execute the relevant agreements with external parties;
- (3) establishing the early risk warning threshold and the management and control standards, and conducting monthly monitor and control; and facilitating and procuring the enhancement of risk control capabilities of customers through analysis of customer capabilities. If the early risk warning threshold is reached, the Company will intervene in the risk management;
- (4) specifying the proposed loan facilities to and management and control on each customer and monitor the scope, risks, efficiency of turnover, etc. of the credits granted to customers; and
- (5) pursuant to the above management and control procedures and requirements, establishing the corresponding risk control procedures and management proposals for credit facilities.

IV. Authorisation

- (1) To approve Zoomlion Agricultural Machinery to engage in financial business with relevant financial institutions and downstream customers and provide external guarantees up to RMB800 million for a maximum term of 36 months.
- (2) To authorise the management of Zoomlion Agricultural Machinery to execute on behalf of Zoomlion Agricultural Machinery the relevant cooperation agreements in respect of the above financial business.

This authorisation shall be effective from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

LETTER FROM THE BOARD

7. PROVISION OF GUARANTEES TO SUBSIDIARIES OF THE COMPANY

To enhance market development and further procure the implementation of intelligent manufacturing and global development strategies of the Company, the Company proposes to provide guarantees for 43 direct/indirect subsidiaries, including Zoomlion International Trading (H.K.) Co., Limited, Zoomlion Capital (H.K.) Co. Limited and Zoomlion Agricultural Machinery up to a total equivalent amount of RMB20.9 billion, with details as follows:

I. Summary of the guarantees

(I) Basic particulars of the guarantees

- (1) A proposed guarantee of up to RMB2.7 billion in aggregate for Zoomlion Agricultural Machinery, Zoomlion Heavy Machinery Zhejiang Co., Ltd.*, Henan Zoomlion Intelligent Agricultural Machinery Co., Ltd.* and Hunan Zoomlion Intelligent Agricultural Machinery Co., Ltd.*, primarily for domestic and international credit and financing including trade acceptances, letter of credit-based businesses and working capital loans, project loans and other related business operations.
- (2) A proposed guarantee of up to RMB400 million in aggregate for Zoomlion Industrial Vehicles, primarily for domestic credit and financing including trade acceptances, letter of credit-based businesses and working capital loans, project loans and other related business operations.
- (3) A proposed guarantee of an equivalent amount up to RMB3.7 billion in aggregate for Zoomlion New Material Technology Co., Ltd.*, Ma'anshan Zoomlion New Material Technology Co., Ltd.*, Bozhou Zoomlion New Material Technology Co., Ltd.*, Ji'an Zoomlion New Material Technology Co., Ltd.*, Xiangyin Zoomlion New Material Technology Co., Ltd.* and Tangshan Zoomlion New Material Technology Co., Ltd.*, primarily for domestic trading including trade acceptances, letter of credit and letter of guarantee-based businesses, working capital loans, project loans and other related business operations.
- (4) A proposed guarantee of an equivalent amount up to RMB500 million in aggregate for Zoomlion Business Factoring (China) Co., Ltd.*, primarily for trade receivables refactoring and other related business operations.
- (5) A proposed guarantee of an equivalent amount up to RMB1.5 billion in aggregate for Zoomlion Finance & Leasing (China) Co., Ltd.*, primarily for domestic trading including trade acceptances, letter of credit and letter of guarantee-based businesses, working capital loans, project loans and other related business operations.
- (6) A proposed guarantee of an amount up to RMB100 million in aggregate for Hunan Zoomlion Zhenxiang Modern Agricultural Development Co., Ltd.*, primarily for trading including trade acceptances, letter of credit and letter of guarantee-based businesses, working capital loans, and financing requirement relating to domestic land levelling and development businesses.

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- (7) A proposed guarantee of an equivalent amount up to RMB8.47 billion in aggregate for Zoomlion Heavy Industry Construction Machinery Co., Limited*, Changde Zoomlion Hydraulic Pressure Co., Ltd.*, Anhui Zoomlion Intelligent Infrastructure Construction Equipment and Technology Co., Ltd.*, Hunan Teli Hydraulic Co., Ltd.*, Shaanxi Zoomlion Western Earthmoving Machinery Co., Ltd*, Zoomlion Earthmoving Machinery Co., Ltd.*, Hunan Zoomlion Emergency Device Co., Ltd.*, Hunan Zoomlion Crawling Crane Co., Ltd.*, Hunan Zoomlion New Energy Development Co., Ltd.*, Hunan Zoomlion Concrete Machinery and Plant Equipment Co., Ltd.*, ZValley Technology Co., Ltd.* and Changsha Zoomlion Zhicheng Real Estate Development Co., Ltd.*, primarily for domestic trading including trade acceptances, letter of credit and letter of guarantee-based operations, working capital loans and other related business operations.
- (8) A proposed guarantee of an equivalent amount up to RMB2 billion in aggregate for Zoomlion International Trading (H.K.) Co., Limited, primarily for overseas import/export settlement, financing, provision of external guarantees, foreign exchange transaction and other related business operations.
- (9) A proposed guarantee of an amount up to RMB30 million in aggregate for Zoomlion Singapore Investment Holdings PTE. LTD., primarily for overseas import/export settlement, investments and financing, fixed asset acquisitions and other related business operations.
- (10) A proposed guarantee of an equivalent amount up to RMB640 million in aggregate for Zoomlion Capital (H.K.) Co., Limited, Zoomlion Capital (Australia) Pty Ltd, Zoomlion Capital (Italy) S.p.A., LLC Zoomlion Capital (Rus) and Zoomlion Capital (U.S.A.) Corp., primarily for overseas external financing, financial leasing and factoring, investments and other related business operations.
- (11) A proposed guarantee of an equivalent amount up to RMB860 million in aggregate for Zoomlion Heavy Industry Rus LLC, PT. Zoomlion Indonesia Heavy Industry, Zoomlion Heavy Industry (Thailand) Co., Ltd., Zoomlion Vietnam Company Limited, Zoomlion Gulf FZE, Zoomlion Cifa Makine Sanayi Ve Ticaret Anonim Sirketi, Zoomlion Philippines Co., Ltd., Zoomlion Saudi Co., Ltd., Zoomlion Brasil Industria e Comercio de Maquinas Ltda, Zoomlion India Private Limited, primarily for overseas import/export settlement, investments and financing, fixed asset acquisitions and other related business operations.

In the actual course of operation, the Company may at its discretion provide or procure its subsidiaries to provide guarantees for the aforementioned 43 direct/indirect subsidiaries. A contract of guarantee may be signed with a financial institution upon negotiation and will be disclosed accordingly.

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(II) Expected amount of guarantees for respective guaranteed parties

No.	Guaranteed parties	The Company's shareholding	The most recent debt-to-asset ratio of the guaranteed parties	Outstanding balance of guarantee amount as of 31 December 2022 (in RMB million)	Amount of guarantee proposed (in RMB million)
1	Zoomlion Agricultural Machinery	65.57%	56.48%	690	1,950
2	Zoomlion Heavy Machinery Zhejiang Co., Ltd.*	65.57%	84.15%	180	300
3	Henan Zoomlion Intelligent Agricultural Machinery Co., Ltd.*	65.57%	76.53%	—	300
4	Hunan Zoomlion Intelligent Agricultural Machinery Co., Ltd.*	65.57%	39.19%	—	150
5	Zoomlion Industrial Vehicles	60.00%	83.27%	75	400
6	Zoomlion New Material Technology Co., Ltd.*	71.00%	50.59%	100	2,500
7	Ma'anshan Zoomlion New Material Technology Co., Ltd.*	70.00%	33.90%	—	300
8	Bozhou Zoomlion New Material Technology Co., Ltd.*	70.00%	29.59%	—	200

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No.	Guaranteed parties	The Company's shareholding	The most recent debt-to-asset ratio of the guaranteed parties	Outstanding balance of guarantee amount as of 31 December 2022 (in RMB million)	Amount of guarantee proposed (in RMB million)
9	Ji'an Zoomlion New Material Technology Co., Ltd.*	70.00%	12.58%	–	100
10	Xiangyin Zoomlion New Material Technology Co., Ltd.*	70.00%	9.36%	–	400
11	Tangshan Zoomlion New Material Technology Co., Ltd.*	70.00%	Not available	–	200
12	Zoomlion Business Factoring (China) Co., Ltd.*	100.00%	13.10%	–	500
13	Zoomlion Finance & Leasing (China) Co., Ltd.*	100.00%	77.29%	–	1,500
14	Hunan Zoomlion Zhenxiang Modern Agricultural Development Co., Ltd.*	51.00%	31.61%	–	100
15	Zoomlion Heavy Industry Construction Machinery Co., Limited*	100.00%	82.99%	–	1,000

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No.	Guaranteed parties	The Company's shareholding	The most recent debt-to-asset ratio of the guaranteed parties	Outstanding balance of guarantee amount as of 31 December 2022 (in RMB million)	Amount of guarantee proposed (in RMB million)
16	Changde Zoomlion Hydraulic Pressure Co., Ltd.*	100.00%	30.08%	—	120
17	Anhui Zoomlion Intelligent Infrastructure Construction Equipment and Technology Co., Ltd.*	100.00%	33.52%	—	500
18	Hunan Teli Hydraulic Co., Ltd.*	84.43%	28.55%	—	100
19	Shaanxi Zoomlion Western Earthmoving Machinery Co., Ltd.*	100.00%	78.66%	—	500
20	Zoomlion Earthmoving Machinery Co., Ltd.*	100.00%	87.69%	—	2,000
21	Hunan Zoomlion Emergency Device Co., Ltd.*	65.00%	50.31%	150	400
22	Hunan Zoomlion Crawling Crane Co., Ltd.*	100.00%	22.31%	—	600
23	Hunan Zoomlion New Energy Development Co., Ltd.*	100.00%	Not available	—	500

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No.	Guaranteed parties	The Company's shareholding	The most recent debt-to-asset ratio of the guaranteed parties	Outstanding balance of guarantee amount as of 31 December 2022 (in RMB million)	Amount of guarantee proposed (in RMB million)
24	Hunan Zoomlion Concrete Machinery and Plant Equipment Co., Ltd.*	100.00%	71.89%	–	550
25	ZValley Technology Co., Ltd.	100.00%	86.98%	–	200
26	Changsha Zoomlion Zhicheng Real Estate Development Co., Ltd.*	100.00%	Not available	–	2,000
27	Zoomlion International Trading (H.K.) Co., Limited	100.00%	58.90%	264.65	2,000
28	Zoomlion Singapore Investment Holdings PTE. LTD.	100.00%	19.74%	–	30
29	Zoomlion Capital (H.K.) Co., Limited	100.00%	5.40%	–	500
30	Zoomlion Capital (Australia) Pty Ltd	100.00%	120.44%	–	20
31	Zoomlion Capital (Italy) S.p.A.	100.00%	79.67%	–	20
32	LLC Zoomlion Capital (Rus)	99.00%	339.83%	–	20
33	Zoomlion Capital (U.S.A.) Corp.	100.00%	24.11%	34.82	80

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No.	Guaranteed parties	The Company's shareholding	The most recent debt-to-asset ratio of the guaranteed parties	Outstanding balance of guarantee amount as of 31 December 2022 (in RMB million)	Amount of guarantee proposed (in RMB million)
34	Zoomlion Heavy Industry Rus LLC	100.00%	96.91%	–	80
35	PT. Zoomlion Indonesia Heavy Industry	100.00%	93.38%	–	80
36	Zoomlion Heavy Industry (Thailand) Co., Ltd.	100.00%	83.94%	22	80
37	Zoomlion Vietnam Company Limited	100.00%	99.70%	–	20
38	Zoomlion Gulf FZE	100.00%	101.29%	–	180
39	Zoomlion Cifa Makine Sanayi Ve Ticaret Anonim Sirketi	100.00%	99.06%	–	100
40	Zoomlion Philippines Co., Ltd	100.00%	98.49%	–	20
41	Zoomlion Saudi Co., Ltd.	100.00%	92.35%	–	90
42	Zoomlion Brasil Industria e Comercio de Maquinas Ltda	100.00%	110.34%	–	60
43	Zoomlion India Private Limited	100.00%	99.14%	–	150

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II. Particulars of the guaranteed parties

(1) Zoomlion Agricultural Machinery

- a. Name: Zoomlion Agricultural Machinery Co., Ltd.* 中聯農業機械股份有限公司
- b. Registered address: No. 16 E'Xi Road, Sanshan Economic Development Zone, Wuhu, Anhui Province
- c. Legal representative: XIONG Yanming
- d. Registered capital: RMB2,628,571,428
- e. Business nature: Manufacturing of agricultural machinery
- f. Relationship with the Company: A direct majority-owned subsidiary
- g. Date of incorporation: 8 June 2011
- h. Credit rating: A
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Agricultural Machinery were RMB5,352,780,100, its unaudited total liabilities were RMB3,023,446,000, and the total owners' equity attributable to parent was RMB2,329,334,100. For the period from January to December 2022, the operating revenue was RMB1,345,311,300 and the net profit was RMB-399,544,500.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB1.95 billion

(2) Zoomlion Heavy Machinery Zhejiang Co. Ltd.*

- a. Name: Zoomlion Heavy Machinery Zhejiang Co. Ltd.* 中聯重機浙江有限公司
- b. Registered address: Huifeng South Road, Jiangnan Street, Linhai, Zhejiang Province
- c. Legal representative: PAN Zhenyang
- d. Registered capital: RMB30 million
- e. Business nature: Manufacturing of agricultural machinery

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- f. Relationship with the Company: An indirect majority-owned subsidiary (being an indirect subsidiary of Zoomlion Agricultural Machinery)
- g. Date of incorporation: 16 November 2011
- h. Credit rating: A
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Heavy Machinery Zhejiang Co. Ltd.* were RMB670,423,700, its unaudited total liabilities were RMB564,172,200 and the total owners' equity attributable to parent was RMB106,251,500. For the period from January to December 2022, the operating revenue was RMB669,822,100 and the net profit was RMB23,491,100.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB300 million

(3) *Henan Zoomlion Intelligent Agricultural Machinery Co., Ltd.**

- a. Name: Henan Zoomlion Intelligent Agricultural Machinery Co., Ltd.* 河南中聯重科智能農機有限責任公司
- b. Registered address: No. 98, Songcheng Road, Kaifeng, Henan Province
- c. Legal representative: SU Min
- d. Registered capital: RMB553 million
- e. Business nature: Manufacturing and sales of agricultural machinery
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of Zoomlion Agricultural Machinery)
- g. Date of incorporation: 26 March 2010
- h. Credit rating: BBB+
- i. As of 31 December 2022, the unaudited total assets of Henan Zoomlion Intelligent Agricultural Machinery Co., Ltd.* were RMB1,063,917,000, its unaudited total liabilities were RMB814,245,400, and the total owners' equity attributable to parent was RMB249,671,600. For the period from January to December 2022, the operating revenue was RMB1,121,992,300 and the net profit was RMB-74,470,400.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB300 million

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(4) Hunan Zoomlion Intelligent Agricultural Machinery Co., Ltd.*

- a. Name: Hunan Zoomlion Intelligent Agricultural Machinery Co., Ltd.* 湖南中聯重科智能農機有限責任公司
- b. Registered address: No. 1, Zhonglian Avenue, Huangfu Community, Zhumushan Subdistrict, Hanshou County, Changde, Hunan Province
- c. Legal representative: WANG Xindan
- d. Registered capital: RMB50 million
- e. Business nature: Manufacturing and sales of agricultural machinery
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of Zoomlion Agricultural Machinery)
- g. Date of incorporation: 2 July 2019
- h. Credit rating: BBB+
- i. As of 31 December 2022, the unaudited total assets of Hunan Zoomlion Intelligent Agricultural Machinery Co., Ltd.* were RMB138,577,000, its unaudited total liabilities were RMB54,307,300, and the total owners' equity attributable to parent was RMB84,269,800. For the period from January to December 2022, the operating revenue was RMB49,952,000 and the net profit was RMB-14,340,200.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB150 million

(5) Zoomlion Industrial Vehicles

- a. Name: Zoomlion Heavy Industrial Science and Technology Anhui Industrial Vehicles Co., Ltd.* 中聯重科安徽工業車輛有限公司
- b. Registered address: No. 2, Nanwei First Road, South District, Wuhu Hi-tech Industrial Development Zone
- c. Legal representative: SUN Changjun
- d. Registered capital: RMB200 million
- e. Business nature: Manufacturing, sales, leasing, modification and repair of forklifts and logistics equipment

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- f. Relationship with the Company: A direct majority-owned subsidiary (being held by Zoomlion as to 60%)
- g. Date of incorporation: 24 February 2010
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Industrial Vehicles were RMB543,410,000, its unaudited total liabilities were RMB452,518,500 and the total owners' equity attributable to parent was RMB90,891,500. For the period from January to December 2022, the operating revenue was RMB418,424,800 and the net profit was RMB29,237,300.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB400 million

(6) *Zoomlion New Material Technology Co., Ltd.**

- a. Name: Zoomlion New Material Technology Co., Ltd.* 中聯重科新材料科技有限公司
- b. Registered address: 3/F, 101 Office Building of OSAINT Heavy Industry Technology Company Limited, No. 569 Dongfanghong Road, Changsha Hi-tech Industrial Development Zone
- c. Legal representative of the company: CHEN Peiliang
- d. Registered capital: RMB153,169,014
- e. Business nature: Research and development of technology for dry mortar as construction material, construction decoration material, paint, new road and bridge material, pneumatic conveying equipment, mechanical and electrical equipment and vehicles; development, consultation, exchange and transfer of new material technology; research and development, manufacturing and sales of adhesive material; design and development of environmental equipment; manufacturing of environmental equipment, construction and decoration materials, new road and bridge materials and dry mortar as construction materials; sales of environmental equipment, new road and bridge materials, pneumatic conveying equipment, construction vehicles, mechanical and electrical equipment, mechanical parts, mixers, and dry mortar as construction materials; development of machine accessories; new and hi-tech services; wholesale of construction and decoration materials; manufacturing of water-proof construction materials and construction machines; installation of pneumatic conveying equipment; repair of pneumatic conveying equipment; construction works contractor; reinforcement of construction structures; cleaning and renovation of external walls of buildings; construction works contractor of municipal facilities; construction service for historic buildings; design of construction machineries; installation services for mechanical and electrical equipment; repair and maintenance service for mechanical and

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electrical equipment; technical service for mechanical equipment; technical consultation on construction materials; operation lease of construction machines and equipment; import/export of goods or technologies (except import/export of goods and technologies prohibited by the state or otherwise subject to administrative approval). (Items subject to approval in accordance with the law shall only be conducted upon the approval by relevant departments)

- f. Relationship with the Company: A direct majority-owned subsidiary
- g. Date of incorporation: 3 January 2019
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion New Material Technology Co., Ltd.* were RMB793,229,300, its unaudited total liabilities were RMB401,270,100 and the total owners' equity attributable to parent was RMB391,959,200. For the period from January to December 2022, the operating revenue was RMB141,672,800 and the net profit was RMB-41,585,500.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB2.5 billion

(7) *Ma'anshan Zoomlion New Material Technology Co., Ltd.**

- a. Name: Ma'anshan Zoomlion New Material Technology Co., Ltd.* 馬鞍山中聯重科新材料科技有限公司
- b. Registered address: No. 30 Tonggang Road, Green Construction Material Park, Hexuan Economic Development Zone, Ma'ansha, Anhui Province
- c. Legal representative of the company: ZHANG Peng
- d. Registered capital: RMB100 million
- e. Business nature: Technology research and development of new materials; manufacturing of cement products; sales of cement product; manufacturing of new construction materials (excluding hazardous chemicals); manufacturing of water-proof rolling materials; manufacturing of light construction materials; manufacturing of non-metal and non-mineral products; processing of stones for construction purpose; manufacturing of paint (excluding hazardous chemicals); manufacturing of machinery for construction purpose; manufacturing of machinery specific for construction material manufacturing; manufacturing of special purpose equipment (excluding those required permit) (permitted to operate in accordance with law any item not prohibited or restricted by law, except those required by permit)

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- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of Zoomlion New Material Technology Co., Ltd.)
- g. Date of incorporation: 29 November 2021
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Ma'anshan Zoomlion New Material Technology Co., Ltd.* were RMB44,935,900, its unaudited total liabilities were RMB15,231,100 and the total owners' equity attributable to parent was RMB29,704,800. For the period from January to December 2022, the operating revenue was nil and the net profit was RMB-295,200.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB300 million

(8) *Bozhou New Material Technology Co., Ltd.**

- a. Name: Bozhou New Material Technology Co., Ltd.* 亳州中聯重科新材料科技有限公司
- b. Registered address: East of Gujing Avenue, west of Wangzhou Road, north of Wendi Road, south of Huoxiang Road, Qiaocheng District, Bozhou, Anhui
- c. Legal representative of the company: ZHANG Peng
- d. Registered capital: RMB100 million
- e. Business nature: Technology research and development of new materials; manufacturing of cement products; sales of cement product; manufacturing of new construction materials (excluding hazardous chemicals); manufacturing of water-proof rolling materials for construction purpose; manufacturing of light construction materials; manufacturing of non-metal and non-mineral products; processing of stones for construction purpose; manufacturing of paint (excluding hazardous chemicals); manufacturing of machinery for construction purpose; manufacturing of machinery specific for construction material manufacturing; manufacturing of special purpose equipment (excluding those required permit) (permitted to operate in accordance with law any item not prohibited or restricted by law, except those required by permit)
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of Zoomlion New Material Technology Co., Ltd.)
- g. Date of incorporation: 4 January 2022
- h. Credit rating: None

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- i. As of 31 December 2022, the unaudited total assets of Bozhou New Material Technology Co., Ltd.* were RMB41,701,500, its unaudited total liabilities were RMB12,337,900 and the total owners' equity attributable to parent was RMB29,363,600. For the period from January to December 2022, the operating revenue was nil and the net profit was RMB-636,400.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB200 million

(9) *Ji'an Zoomlion New Material Technology Co., Ltd.**

- a. Name: Ji'an Zoomlion New Material Technology Co., Ltd.* 吉安中聯重科新材料科技有限公司
- b. Registered address: East of Fuhao Road and north of Fuxing Road, Zone B, Futan Industrial Park, Jinggangshan Economic and Technological Development Zone, Ji'an, Jiangxi Province
- c. Legal representative: LIU Yi
- d. Registered capital: RMB50 million
- e. Business nature: Research and development of new materials technology; promotion of new material technology; manufacturing of cement products; sales of cement products; manufacturing of new construction materials (excluding hazardous chemicals); manufacturing of water-proof rolling materials for construction purpose; manufacturing of light construction materials; manufacturing of non-metal and non-mineral products; processing of stones for construction purpose; manufacturing of paint (excluding hazardous chemicals); manufacturing of machinery for construction purpose; manufacturing of machinery specific for construction material manufacturing; manufacturing of special purpose equipment (excluding those required permit); sales of construction materials; sales of light construction materials (permitted to operate in accordance with law any item not prohibited or restricted by law, except those required by permit)
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of Zoomlion New Material Technology Co., Ltd.)
- g. Date of incorporation: 17 June 2020
- h. Credit rating: None

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- i. As of 31 December 2022, the unaudited total assets of Ji'an Zoomlion New Material Technology Co., Ltd.* were RMB39,916,700, its unaudited total liabilities were RMB5,022,500 and the total owners' equity attributable to parent was RMB34,894,200. For the period from January to December 2022, the operating revenue was RMB94,700 and the net profit was RMB-1,604,800.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB100 million

(10) Xiangyin Zoomlion New Material Technology Co., Ltd.*

- a. Name: Xiangyin Zoomlion New Material Technology Co., Ltd.* 湘陰中聯重科新材料科技有限公司
- b. Registered address: Intersection of Yuanda Road and Xiangyang Road, and west of Xiangyang Road, Wulong Community, Wenxing Street, Xiangyin, Yueyang, Hunan Province
- c. Legal representative: LIU Yi
- d. Registered capital: RMB100 million
- e. Business nature: Research and development of new material technology; manufacturing of cement products; sales of cement product; manufacturing of water-proof rolling materials for construction purpose; manufacturing of light construction materials; manufacturing of machinery specific for construction purpose; manufacturing of special purpose equipment (excluding those required permit); manufacturing of machinery specific for construction material manufacturing; manufacturing of new construction materials (excluding hazardous chemicals); processing of stones for construction purpose; manufacturing of paint (excluding hazardous chemicals); manufacturing of non-metal and non-mineral products (permitted to operate in accordance with law any item not prohibited or restricted by law, except those required approval under law)
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of Zoomlion New Material Technology Co., Ltd.)
- g. Date of incorporation: 10 June 2022
- h. Credit rating: None

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- i. As of 31 December 2022, the unaudited total assets of Xiangyin Zoomlion New Material Technology Co., Ltd.* were RMB54,437,000, its unaudited total liabilities were RMB5,094,800 and the total owners' equity attributable to parent was RMB49,342,200. For the period from January to December 2022, the operating revenue was nil and the net profit was RMB-599,600.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB400 million

(11) Tangshan Zoomlion New Material Technology Co., Ltd.*

- a. Name: Tangshan Zoomlion New Material Technology Co., Ltd.* 唐山中聯重科新材料科技有限公司
- b. Registered address: No. 18 Linyin Road, Fengrun District, Tangshan, Hebei Province
- c. Legal representative: LIU Yi
- d. Registered capital: RMB70 million
- e. Business nature: Research and development of new material technology; manufacturing of cement products; sales of cement product; manufacturing of water-proof rolling materials for construction purpose; manufacturing of light construction materials; manufacturing of machinery specific for construction purpose; manufacturing of special purpose equipment (excluding those required permit); manufacturing of machinery specific for construction material manufacturing; manufacturing of new construction materials (excluding hazardous chemicals); processing of stones for construction purpose; manufacturing of paint (excluding hazardous chemicals); manufacturing of non-metal and non-mineral products (permitted to operate with its business licence, except those required approval under law)
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of Zoomlion New Material Technology Co., Ltd.)
- g. Date of incorporation: 4 November 2022
- h. Credit rating: None
- i. As of 31 December 2022, there was no available financial information of Tangshan New Material Technology Co., Ltd.*.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB200 million

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(12) Zoomlion Business Factoring (China) Co., Ltd.*

- a. Name: Zoomlion Business Factoring (China) Co., Ltd. 中聯重科商業保理(中國)有限公司
- b. Registered address: Room 217, Level Two, Block D, Office Building, Integrated Service Area, Tianjin Development Zone (Nangang Industrial Zone)
- c. Legal representative: ZHAN Chunxin
- d. Registered capital: US\$100 million
- e. Business nature: Trade receivables financing; settlement, management and recovery of receivables; maintenance of the sales ledger; non-commercial guarantees against bad debts related to the business of the Company; client status enquiries and evaluation; and other advisory services. (Items subject to approval in accordance with the law shall only be conducted upon the approval by relevant departments)
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a wholly-owned subsidiary of Zoomlion Capital (H.K.) Co. Limited)
- g. Date of incorporation: 2 April 2014
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Business Factoring (China) Co., Ltd.* were RMB787,920,700, its unaudited total liabilities were RMB103,181,100 and the total owners' equity attributable to parent was RMB684,739,600. For the period from January to December 2022, the operating revenue was RMB15,326,600 and the net profit was RMB5,339,100.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB500 million

(13) Zoomlion Finance & Leasing (China) Co., Ltd.*

- a. Name: Zoomlion Finance & Leasing (China) Co., Ltd. 中聯重科融資租賃(中國)有限公司
- b. Registered address: Room 316, Block D, Office Building, Comprehensive Service Area, Nangang Industrial Zone, Tianjin Development Zone
- c. Legal representative: ZHAN Chunxin

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- d. Registered capital: US\$280 million
- e. Business nature: Financial lease
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a subsidiary of Zoomlion Capital (H.K.) Co., Limited)
- g. Date of incorporation: 2 February 2009
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Finance & Leasing (China) Co., Ltd.* were RMB11,360,135,700, its unaudited total liabilities were RMB8,780,742,600 and the total owners' equity attributable to parent was RMB2,579,393,100. For the period from January to December 2022, the operating revenue was RMB614,165,600 and the net profit was RMB93,737,700.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB1.5 billion

(14) Hunan Zoomlion Zhenxiang Modern Agricultural Development Co., Ltd.*

- a. Name: Hunan Zoomlion Zhenxiang Modern Agricultural Development Co., Ltd.* 湖南中聯振湘現代農業發展有限公司
- b. Registered address: 3/F, Office Building, No. 677 Lugu Avenue, Changsha Hi-Tech Industry Development Zone
- c. Legal representative of the company: SUN Changjun
- d. Registered capital: RMB100 million
- e. Business nature: Development of modern agriculture
- f. Relationship with the Company: A direct 51%-owned subsidiary
- g. Date of incorporation: 23 November 2018
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Hunan Zoomlion Zhenxiang Modern Agricultural Development Co., Ltd.* were RMB37,206,600, its unaudited total liabilities were RMB11,762,700, and the total owners' equity attributable to parent was RMB25,443,900. For the period from January to December 2022, the operating revenue was RMB45,987,700 and the net profit was RMB12,904,800.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB100 million

LETTER FROM THE BOARD

(15) Zoomlion Construction and Crane Machinery Co., Ltd.*

- a. Name: Zoomlion Construction and Crane Machinery Co., Ltd.* 中聯重科建築起重機械有限責任公司
- b. Registered address: No. 2, Fuyao Road, Changde High-Tech Industrial Park, Guanxi, Changde, Hunan Province
- c. Legal representative: ZHAN Chunxin
- d. Registered capital: RMB800 million
- e. Business nature: Research and development, manufacturing, sales, installation and repair of, and after-sale technical service for, construction machinery, other machinery and spare parts and components
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 21 September 2018
- h. Credit rating: A
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Construction and Crane Machinery Co., Ltd. were RMB18,913,232,700, its unaudited total liabilities were RMB15,695,431,600 and the total owners' equity attributable to parent was RMB3,217,801,100. For the period from January to December 2022, the operating revenue was RMB7,427,482,500 and the net profit was RMB388,393,900.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB1 billion

(16) Changde Zoomlion Hydraulic Pressure Co. Ltd.*

- a. Name: Changde Zoomlion Hydraulic Pressure Co. Ltd.* 常德中聯重科液壓有限公司
- b. Registered address: Division 6, Chongde Residential Committee, Deshan Town, Changde Economic and Technological Development Zone (Qingshan East Road)
- c. Legal representative of the company: LUO Kai
- d. Registered capital: RMB21,632,300

LETTER FROM THE BOARD

- e. Business nature: Manufacturing, sales and repair of hydraulic power machinery and components
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 6 July 1992
- h. Credit rating: A
- i. As of 31 December 2022, the unaudited total assets of Changde Zoomlion Hydraulic Pressure Co. Ltd. were RMB778,186,300, its unaudited total liabilities were RMB234,045,000 and the total owners' equity attributable to parent was RMB544,141,300. For the period from January to December 2022, the operating revenue was RMB218,637,200 and the net profit was RMB94,200.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB120 million

(17) Anhui Zoomlion Intelligent Infrastructure Construction Equipment and Technology Co., Ltd.*

- a. Name: Anhui Zoomlion Intelligent Infrastructure Construction Equipment and Technology Co., Ltd.* 安徽中聯重科基礎施工智能裝備科技有限公司
- b. Registered address: Room 309, Building 6, Modern Industry Incubation Park, No. 277 Zhongfei Avenue, Zhengpu Port New Zone, Ma'anshan, Anhui Province
- c. Legal representative: CHEN Gang
- d. Registered capital: RMB500 million
- e. Business nature: Research and development of machinery and equipment; manufacturing of general equipment (excluding manufacturing of special equipment); leasing of construction machinery and equipment; import/export of goods; import/export of technologies
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 23 June 2021
- h. Credit rating: None

LETTER FROM THE BOARD

- i. As of 31 December 2022, the unaudited total assets of Anhui Zoomlion Intelligent Infrastructure Construction Equipment and Technology Co., Ltd.* were RMB71,858,100, its unaudited total liabilities were RMB24,086,300 and the total owners' equity attributable to parent was RMB47,771,800. For the period from January to December 2022, the operating revenue was nil and the net profit was RMB11,300.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB500 million

(18) Hunan Teli Hydraulic Pressure Co. Ltd.*

- a. Name: Hunan Teli Hydraulic Pressure Co. Ltd.* 湖南特力液壓有限公司
- b. Registered address: Zhonglian Street, Xiyan Community, Guanxi Town, Dingcheng District, Changde (100 metres to the right of Zhangshu Bay Police Station)
- c. Legal representative of the company: ZHAN Chunxin
- d. Registered capital: RMB240,058,300
- e. Business nature: Engaging in the research, design, manufacturing, sales, heat treating and electroplating of hydraulic oil tanks and hydraulic valves
- f. Relationship with the Company: A direct majority-owned subsidiary
- g. Date of incorporation: 28 April 2004
- h. Credit rating: A
- i. As of 31 December 2022, the unaudited total assets of Hunan Teli Hydraulic Pressure Co. Ltd.* were RMB2,588,523,100, its unaudited total liabilities were RMB738,932,700 and the total owners' equity attributable to parent was RMB1,849,590,400. For the period from January to December 2022, the operating revenue was RMB996,326,000 and the net profit was RMB142,939,100.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB100 million

LETTER FROM THE BOARD

(19) Shaanxi Zoomlion West Earthmoving Machinery Co., Ltd.*

- a. Name: Shaanxi Zoomlion West Earthmoving Machinery Co., Ltd.* 陝西中聯西部土方機械有限公司
- b. Registered address: No. 86, Chaoyang Street West, Weinan Economic and Technological Development Zone, Shaanxi Province
- c. Director: SHEN Ke
- d. Registered capital: RMB1.35 billion
- e. Business nature: Manufacturing and sales of machinery for construction purpose
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 30 July 2020
- h. Credit rating: BB
- i. As of 31 December 2022, the unaudited total assets of Shaanxi Zoomlion West Earthmoving Machinery Co., Ltd.* were RMB6,586,539,700, its unaudited total liabilities were RMB5,180,651,900, and the total owners' equity attributable to parent was RMB1,405,887,800. For the period from January to December 2022, the operating revenue was RMB3,362,618,900 and the net profit was RMB36,465,700.
- j. Amount of guarantee: Not exceeding RMB500 million

(20) Zoomlion Earthmoving Machinery Co., Ltd.*

- a. Name: Zoomlion Earthmoving Machinery Co., Ltd.* 中聯重科土方機械有限公司
- b. Registered address: Room 4015, Office Building, No. 677 Lugu Avenue, Changsha Hi-Tech Development Zone
- c. Director: SHEN Ke
- d. Registered capital: RMB800 million
- e. Business nature: Manufacturing and sales of machinery for construction purpose
- f. Relationship with the Company: A direct wholly-owned subsidiary

LETTER FROM THE BOARD

- g. Date of incorporation: 1 August 2019
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Earthmoving Machinery Co., Ltd.* were RMB4,147,289,700, its unaudited total liabilities were RMB3,636,962,100, and the total owners' equity attributable to parent was RMB510,327,600. For the period from January to December 2022, the operating revenue was RMB972,234,900 and the net profit was RMB3,911,000.
- j. Amount of guarantee: Not exceeding RMB2 billion

(21) Hunan Zoomlion Emergency Device Co., Ltd.*

- a. Name: Hunan Zoomlion Emergency Device Co., Ltd.* 湖南中聯重科應急裝備有限公司
- b. Registered address: No. 997, Tengfei Road Section 2, Wangcheng District, Changsha
- c. Legal representative of the company: ZHOU Lei
- d. Registered capital: RMB50 million
- e. Business nature: Research and development, manufacturing, sales and repair of emergency device, fire trucks and its specific chassis, special equipment, special purpose robots and intelligent robots; research and development, manufacturing and sales of firefighting equipment, safety and hygiene equipment, safety and firefighting purpose products; design, manufacturing, processing and sales of mechanic parts and components; research and development of new material technology; technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion; business training (excluding those training where permit is required, such as educational training and vocational training); research and development and trial of construction and technology; development, sales and operation and maintenance of software; technology development of and service relating to Internet of Things; import/export of technology; import/export of goods; import/export agency
- f. Relationship with the Company: A direct majority-owned subsidiary
- g. Date of incorporation: 20 April 2004
- h. Credit rating: A

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- i. As of 31 December 2022, the unaudited total assets of Hunan Zoomlion Emergency Device Co., Ltd.* were RMB1,228,124,600, its unaudited total liabilities were RMB617,825,400 and the total owners' equity attributable to parent was RMB610,299,200. For the period from January to December 2022, the operating revenue was RMB681,181,500 and the net profit was RMB64,260,000.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB400 million

(22) Hunan Zoomlion Crawling Crane Co., Ltd.*

- a. Name: Hunan Zoomlion Crawling Crane Co., Ltd.* 湖南中聯重科履帶起重機有限公司
- b. Registered address: Lugu Zoomlion Industry Park, Changsha Hi-Tech Development Zone
- c. Legal representative of the company: LUO Kai
- d. Registered capital: RMB360 million
- e. Business nature: Sales of machinery and equipment; sales of renewable resources; manufactory of batteries; research and development of energy recovery systems; research and development, manufacturing, sales, installation, repair of and after-sale technical service for other machinery, equipment and spare parts and components
- f. Relationship with the Company: A wholly-owned subsidiary
- g. Date of incorporation: 9 July 2009
- h. Credit rating: B
- i. As of 31 December 2022, the unaudited total assets of Hunan Zoomlion Crawling Crane Co., Ltd.* were RMB3,445,989,100, its unaudited total liabilities were RMB768,957,700 and the total owners' equity attributable to parent was RMB2,677,031,400. For the period from January to December 2022, the operating revenue was RMB1,668,603,800 and the net profit was RMB144,823,600.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB600 million

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(23) Hunan Zoomlion New Energy Development Co., Ltd.*

- a. Name: Hunan Zoomlion New Energy Development Co., Ltd.* 湖南中聯重科新
能源開發有限公司
- b. Registered address: Room 401-01, Office Building, No. 677 Lugu Avenue,
Xiangjiang New District, Hunan Province
- c. Legal representative: SUN Changjun
- d. Registered capital: RMB500 million
- e. Business nature: Power generation, transmission, supply (distribution)
business
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 10 October 2022
- h. Credit rating: A
- i. As of 31 December 2022, there was no available financial information of
Hunan Zoomlion New Energy Development Co., Ltd.*.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB500 million

(24) Hunan Zoomlion Concrete Machinery and Plant Equipment Co., Ltd.*

- a. Name: Hunan Zoomlion Concrete Machinery and Plant Equipment Co., Ltd.*
湖南中聯重科混凝土機械站類設備有限公司
- b. Registered address: No. 1, Zhonglian Avenue, Huangfu Community, Hanshou
Hi-Tech Industry Development Zone, Changde, Hunan Province
- c. Legal representative: TIAN Bing
- d. Registered capital: RMB451,636,363
- e. Business nature: Manufacturing and sales of concrete machinery and plant
equipment
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 27 September 2013

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- h. Credit rating: A
- i. As of 31 December 2022, the unaudited total assets of Hunan Zoomlion Concrete Machinery and Plant Equipment Co., Ltd.* were RMB4,145,020,800, its unaudited total liabilities were RMB2,979,976,200 and the total owners' equity attributable to parent was RMB1,165,044,600. For the period from January to December 2022, the operating revenue was RMB1,442,392,300 and the net profit was RMB77,713,900.
- j. Amount of guarantee: Not exceeding an amount of RMB550 million

(25) ZValley Technology Co.,. Ltd.*

- a. Name: ZValley Technology Co., Ltd.* 中科雲谷科技有限公司
- b. Registered address: Building C, No. 888 Huanhu West 2nd Road, Lingang New Area, Shanghai Free Trade Pilot Zone, China
- c. Legal representative: FU Ling
- d. Registered capital: RMB50 million
- e. Business nature: Business information consultation; corporate management consultation; corporate management; supply chain management; internet technology; computer system integration; computer and network engineering; computer software development; software and information technology service; new emerging software and service; big data service; sales of internet and information security hardware; development of internet and information security software; IA public service platform; IA public data platform; IA infrastructure resources and technology platform; IA mass entrepreneurship and mass innovation service platform; development of IA theory and computation software; development of IA infrastructure software; development of IA application software; sales of IA hardware; development of IA general application software; IA industry application systems and IA-controlled system integration; sales of intelligent agricultural machinery and equipment; standard technical service; data processing service; proprietary equipment leasing; integrated circuit chip design and service (except service relating to game software, audio and video products, value-added telecommunication business, online news and information service, online publication, online audio-video programme service, online cultural business (except music) and online information dissimulation service)
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 17 September 2018

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- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of ZValley Technology Co., Ltd.* were RMB293,707,900, its unaudited total liabilities were RMB255,463,500, and the total owners' equity attributable to parent was RMB38,244,400. For the period from January to December 2022, the operating revenue was RMB301,529,100 and the net profit was RMB4,423,500.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB200 million

(26) Changsha Zoomlion Zhicheng Real Estate Development Co., Ltd.*

- a. Name: Changsha Zoomlion Zhicheng Real Estate Development Co., Ltd.* 長沙中聯至誠房地產開發有限責任公司
- b. Registered address: Room 401-24, Office Building, No. 677 Lugu Avenue, Changsha Hi-Tech Development Zone
- c. Legal representative: HU Keman
- d. Registered capital: RMB10 million
- e. Business nature: Real estate development and operation
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 29 June 2022
- h. Credit rating: None
- i. As of 31 December 2022, there was no available financial information of Changsha Zoomlion Zhicheng Real Estate Development Co., Ltd.*.
- j. Amount of guarantee: Not exceeding an amount of RMB2 billion

(27) Zoomlion International Trading (H.K.) Co., Limited

- a. Name: Zoomlion International Trading (H.K.) Co., Limited 中聯重科國際貿易(香港)有限公司
- b. Registered address: 6/F, The Annex, Central Plaza, 18 Harbour Road, HK
- c. Director: SHEN Ke
- d. Registered capital: US\$293,152,000.00

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- e. Business nature: Trading company
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a subsidiary of Zoomlion H.K. Holding Co., Ltd.)
- g. Date of incorporation: 28 May 2008
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion International Trading (H.K.) Co., Limited were RMB6,263,523,300, its unaudited total liabilities were RMB3,689,288,200, and the total owners' equity attributable to parent was RMB2,574,235,100. For the period from January to December 2022, the operating revenue was RMB1,443,452,200 and the net profit was RMB203,436,100.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB2 billion

(28) Zoomlion Singapore Investment Holdings PTE. LTD.

- a. Name: Zoomlion Singapore Investment Holdings PTE. LTD. 中聯重科新加坡控股公司
- b. Registered address: 112 Robinson Road #03-01 Robinson 112 Singapore
- c. Director: SHEN Ke
- d. Registered capital: US\$13,612,000
- e. Business nature: Holding company
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. As of 31 December 2022, the unaudited total assets of Zoomlion Singapore Investment Holdings PTE. LTD. were RMB112,675,900, its unaudited total liabilities were RMB22,236,700, and the total owners' equity attributable to parent was RMB90,439,200. For the period from January to December 2022, the operating revenue was 0 and the net profit was RMB-64,700.
- h. Date of incorporation: 4 October 2012
- i. Credit rating: None
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB30 million

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(29) Zoomlion Capital (H.K.) Co., Limited

- a. Name: Zoomlion Capital (H.K.) Co., Limited 中聯重科金融(香港)公司
- b. Registered address: 6/F, The Annex, Central Plaza, 18 Harbour Road, HK
- c. Director: DU Yigang
- d. Registered capital: US\$414,900,000.00
- e. Business nature: Financial leasing
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a wholly-owned subsidiary of Zoomlion H.K. Holding Co., Limited)
- g. Date of incorporation: 28 May 2008
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Capital (H.K.) Co. Limited were RMB3,826,301,800, its unaudited total liabilities were RMB206,464,100, and the total owners' equity attributable to parent was RMB3,619,837,700. For the period from January to December 2022, the operating revenue was RMB8,097,400 and the net profit was RMB-14,001,400.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB500 million

(30) Zoomlion Capital (Australia) Pty Ltd

- a. Name: Zoomlion Capital (Australia) Pty Ltd 中聯重科金融(澳大利亞)公司
- b. Registered address: Unit 14, 20 Duerdin Street, Clayton, VIC 3168
- c. Directors: WANG Furong, DU Yigang and LI Kai
- d. Registered capital: Australian dollars 1,000.00
- e. Business nature: Financial leasing and mortgage loans
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a wholly-owned subsidiary of Zoomlion Capital (H.K.) Co., Limited)
- g. Date of incorporation: 10 December 2008

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- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Capital (Australia) Pty Ltd were RMB56,463,700, its unaudited total liabilities were RMB68,003,600, and the total owners' equity attributable to parent was RMB-11,539,900. For the period from January to December 2022, the operating revenue was RMB1,290,000 and the net profit was RMB-2,254,800.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB20 million

(31) Zoomlion Capital (Italy) S.p.A.

- a. Name: Zoomlion Capital (Italy) S.p.A. 中聯重科金融(意大利)公司
- b. Registered address: Via Stati Uniti d'America 26 20030 Senago (Mi), Italy
- c. Directors: WANG Furong, DU Yigang, Alessandro Lacono, Eugenio Maria Mastropaolo and Lilia Gattuso
- d. Registered capital: Euro 14,000,000
- e. Business nature: Financial leasing
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a wholly-owned subsidiary of Zoomlion Capital (H.K.) Co., Limited)
- g. Date of incorporation: 22 July 2009
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Capital (Italy) S.p.A. were RMB630,862,100, its unaudited total liabilities were RMB502,587,700, and the total owners' equity attributable to parent was RMB128,274,600. For the period from January to December 2022, the operating revenue was RMB24,109,600 and the net profit was RMB5,703,400.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB20 million

(32) LLC Zoomlion Capital (Rus)

- a. Name: LLC Zoomlion Capital (Rus) 中聯重科金融(俄羅斯)公司
- b. Registered address: Building 1, 30, Selskokhozayistvennaya Street, Moscow, 129226, Russia

LETTER FROM THE BOARD

- c. General manager: Malysheva Yulia Genrikhovna
- d. Registered capital: RUB2,500,000.00
- e. Business nature: Financial leasing
- f. Relationship with the Company: An indirect majority-owned subsidiary (being held by Zoomlion Capital (H.K.) Co., Limited and SU Yongzhuan as to 99% and 1% of the equity interest respectively)
- g. Date of incorporation: 27 March 2009
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of LLC Zoomlion Capital (Rus) were RMB36,686,100, its unaudited total liabilities were RMB124,668,800 and the total owners' equity attributable to parent was RMB-87,987,700. For the period from January to December 2022, the operating revenue was RMB350,000 and the net profit was RMB4,712,100.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB20 million

(33) Zoomlion Capital (U.S.A.) Corp.

- a. Name: Zoomlion Capital (U.S.A.) Corp. 中聯重科金融(美國)公司
- b. Registered address: 550 W Duarte Rd #6, Arcadia, CA 91007, USA
- c. Directors: WANG Furong, DU Yigang and SUN Changjun
- d. Registered capital: US\$5,047,500.00
- e. Business nature: Financial leasing
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a wholly-owned subsidiary of Zoomlion Capital (H.K.) Co., Limited)
- g. Date of incorporation: 17 September 2009
- h. Credit rating: None

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- i. As of 31 December 2022, the unaudited total assets of Zoomlion Capital (U.S.A.) Corp. were RMB46,150,700, its unaudited total liabilities were RMB11,125,900, and the total owners' equity attributable to parent was RMB35,024,700. For the period from January to December 2022, the operating revenue was RMB7,848,300 and the net profit was RMB582,700.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB80 million

(34) Zoomlion Heavy Industry Rus LLC

- a. Name: Zoomlion Heavy Industry Rus LLC 中聯重科俄羅斯有限公司
- b. Registered address: 143441 Московская область, Красногорский район, п/о Путилково, 69 км МКАД, офисно-общественный комплекс ЗАО "Гринвуд", строение 17
- c. Director: LIU Yina
- d. Registered capital: RUB32 million
- e. Business nature: Sales and import/export of construction machinery and their parts
- f. Relationship with the Company: An indirect wholly-owned subsidiary
- g. Date of incorporation: 24 March 2014
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Heavy Industry Rus LLC were RMB1,065,397,200, its unaudited total liabilities were RMB1,032,429,000, and the total owners' equity attributable to parent was RMB32,968,200. For the period from January to December 2022, the operating revenue was RMB1,373,580,200 and the net profit was RMB29,828,300.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB80 million

(35) PT. Zoomlion Indonesia Heavy Industry

- a. Name: PT. Zoomlion Indonesia Heavy Industry 中聯印尼公司
- b. Registered address: Kirana Two Building 18th floor Unit C, Jl. Boulevard Timur No. 88, Pegangsaan Dua, Kelapa Gading, North of Jakarta
- c. Directors: CHEN Wei, LI Bin and Lolita Citta Nirmala

LETTER FROM THE BOARD

- d. Registered capital: Indonesian rupiah 40,001,159,969
- e. Business nature: Sales and import/export of construction machinery and their parts
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a subsidiary jointly invested by a Luxembourgian company and a Singaporean company)
- g. Date of incorporation: 20 May 2014
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of PT. Zoomlion Indonesia Heavy Industry were RMB937,536,800, its unaudited total liabilities were RMB875,453,700, and the total owners' equity attributable to parent was RMB62,083,000. For the period from January to December 2022, the operating revenue was RMB849,283,400 and the net profit was RMB23,675,000.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB80 million

(36) Zoomlion Heavy Industry (Thailand) Co., Ltd.

- a. Name: Zoomlion Heavy Industry (Thailand) Co., Ltd. 中聯重科泰國公司
- b. Registered address: No. 1, MD Tower Building, Room C1, 8th Floor, Soi Bangna-Trad 25, Debaratna Road, Bangna Nuea, Bangna, Bangkok 10260
- c. Director: TAO Jiude
- d. Registered capital: Thai baht 203 million
- e. Business nature: Sales and import/export of construction machinery and their parts
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a subsidiary jointly owned by a Hong Kong international trading company, a Luxembourgian company and a Singaporean company)
- g. Date of incorporation: 11 December 2015
- h. Credit rating: None

LETTER FROM THE BOARD

- i. As of 31 December 2022, the unaudited total assets of ZOOMLION HEAVY INDUSTRY (THAILAND) CO.,LTD. were RMB196,264,400, its unaudited total liabilities were RMB164,738,300, and the total owners' equity attributable to parent was RMB31,526,100. For the period from January to December 2022, the operating revenue was RMB144,105,800 and the net profit was RMB-4,001,000.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB80 million

(37) Zoomlion Vietnam Company Limited

- a. Name: Zoomlion Vietnam Company Limited 中聯重科越南公司
- b. Registered address: 9th Floor, Center Building, No 1 Nguyen Huy Tuong Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi, Vietnam
- c. Director: YI Luwei
- d. Registered capital: Vietnamese dong 12,750,000,000
- e. Business nature: Sales and import/export of construction machinery and their parts
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a subsidiary of a Hong Kong international trading company)
- g. Date of incorporation: 5 March 2010
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of ZOOMLION VIETNAM COMPANY LIMITED were RMB110,689,900, its unaudited total liabilities were RMB110,353,900, and the total owners' equity attributable to parent was RMB336,000. For the period from January to December 2022, the operating revenue was RMB59,497,100 and the net profit was RMB-1,079,200.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB20 million

(38) Zoomlion Gulf FZE

- a. Name: Zoomlion Gulf FZE 中聯重科海灣公司
- b. Registered address: Plot No. S21505, Jebel Ali, Dubai, United Arab Emirates
- c. General manager: FAN Zhide

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- d. Registered capital: AED8,000,000
- e. Business nature: Sales and import/export of construction machinery and their parts
- f. Relationship with the Company: A direct wholly-owned subsidiary
- g. Date of incorporation: 3 April 2007
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Gulf FZE were RMB562,444,800, its unaudited total liabilities were RMB569,678,200, and the total owners' equity attributable to parent was RMB-7,233,400. For the period from January to December 2022, the operating revenue was RMB530,712,600 and the net profit was RMB-11,285,500.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB180 million

(39) ZOOMLION CIFA MAKINE SANAYI VE TICARET ANONIM SIRKETI

- a. Name: ZOOMLION CIFA MAKINE SANAYI VE TICARET ANONIM SIRKETI 中聯-Cifa機械工業與貿易股份有限公司
- b. Registered address: Yenisehir Mahallesi Osmanli Bulvari B Blok A Girisi 4/A D35 34912 Pendik Istanbul
- c. Board representative: FAN Zhide
- d. Registered capital: Turkish lira TRY2,500,000
- e. Business nature: Manufacturing, sales and import/export of construction machinery and their parts
- f. Relationship with the Company: An indirect wholly-owned subsidiary
- g. Date of incorporation: 25 July 2018
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Cifa Makine Sanayi Ve Ticaret Anonim Sirketi were RMB389,987,400, its unaudited total liabilities were RMB386,314,400, and the total owners' equity attributable to parent was RMB3,673,000. For the period from January to December 2022, the operating revenue was RMB288,222,700 and the net profit was RMB779,900.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB100 million

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(40) Zoomlion Heavy Industry Philippines Inc.

- a. Name: Zoomlion Heavy Industry Philippines Inc. 中聯重科菲律賓有限公司
- b. Registered address: Unit D/9th Floor Triumph Square Building 1618, Quezon Avenue South Tria Quezon City, Second District, National Capital Region (NCR), 1103
- c. Director: LI Bin
- d. Registered capital: Philippine peso 10 million
- e. Business nature: Sales and import/export of construction machineries and their parts
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a subsidiary invested by a Singaporean company)
- g. Date of incorporation: 11 June 2021
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Heavy Industry Philippines Inc. were RMB57,455,200, its unaudited total liabilities were RMB56,588,700, and the total owners' equity attributable to parent was RMB866,600. For the period from January to December 2022, the operating revenue was RMB7,609,400 and the net profit was RMB-374,300.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB20 million

(41) Zoomlion International Trading Saudi

- a. Name: Zoomlion International Trading Saudi 中聯重科沙特貿易公司
- b. Registered address: AI Mishaal Dist,Riyadh 7064, kSA
- c. Director: FAN Zhide and ZENG Chuizhong
- d. Registered capital: Saudi riyal 30 million
- e. Business nature: Sales and import/export of construction machineries and their parts
- f. Relationship with the Company: An indirect wholly-owned subsidiary being a subsidiary of a Hong Kong international trading company)

LETTER FROM THE BOARD

- g. Date of incorporation: 23 December 2021
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion International Trading Saudi were RMB796,810,000, its unaudited total liabilities were RMB735,840,000, and the total owners' equity attributable to parent was RMB60,970,000. For the period from January to December 2022, the operating revenue was RMB506,630,000 and the net profit was RMB1,740,000.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB90 million

(42) Zoomlion Brasil Industria e Comercio de Maquinas Ltda

- a. Name: Zoomlion Brasil Industria e Comercio de Maquinas Ltda 中聯重科巴西子公司 (formerly known as 中聯巴西工業貿易機械公司)
- b. Registered address: Alameda Venus, 694, Distrito Industrial American Park, Indaiatuba, Sao Paulo, Brazil
- c. Director: ZHONG Qirui
- d. Registered capital: US\$25,106,717.52
- e. Business nature: Manufacturing, sales and import/export of concrete machinery and their parts and components
- f. Relationship with the Company: An indirect majority-owned subsidiary (being a subsidiary of a Luxembourgian company and a Singaporean company respectively)
- g. Date of incorporation: 10 October 2012
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion Brasil Industria e Comercio de Maquinas Ltda were RMB498,641,000, its unaudited total liabilities were RMB550,203,700, and the total owners' equity attributable to parent was RMB-51,562,700. For the period from January to December 2022, the operating revenue was RMB420,869,700 and the net profit was RMB-50,345,300.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB60 million

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(43) Zoomlion India Private Limited

- a. Name: Zoomlion India Private Limited 中聯重科印度公司
- b. Registered address: Plot No. 49, Panvel Industrial Co-operative Estate Ltd, Panvel, Raigarh, Pin Code-410206, Maharashtra Mumbai
- c. Directors: HUANG Qun, SHEN Ke and MUKESH KUMAR JHA
- d. Registered capital:
Paid-up capital: INR813,228,204.15
Share premium: INR6,315,800
- e. Business nature: Trading company, sales of and after-sale service for construction machinery and products, including concrete machinery, piling machinery, earthmoving machinery and crane machinery
- f. Relationship with the Company: An indirect wholly-owned subsidiary (being a subsidiary jointly owned by a Singaporean holding company and a Hong Kong international trading company)
- g. Date of incorporation: 3 December 2009
- h. Credit rating: None
- i. As of 31 December 2022, the unaudited total assets of Zoomlion India Private Limited were RMB741,712,100, its unaudited total liabilities were RMB735,340,200, and the total owners' equity attributable to parent was RMB6,371,900. For the period from January to December 2022, the operating revenue was RMB476,382,400 and the net profit was RMB-17,504,000.
- j. Amount of guarantee: Not exceeding an equivalent amount of RMB150 million

III. Principal terms of the guarantees

The guarantees are joint liability guarantees. The guarantor provides each guarantee for no more than three years from the date on which the performance of the obligation is due according to the relevant agreement.

In the event that the borrower does not repay any amounts utilised when due in accordance with the relevant credit agreement or does not perform its obligations thereunder, the guarantor undertakes to repay the bank immediately upon calling up by the bank in writing or by teletype the principal amount actually utilised and the interest accrued thereon for which the guarantee is given by the guarantor, together with any legal fees, expenses, compensations, fines, and collection costs incurred, regardless of any disputes between the Company and its direct/indirect controlled subsidiaries.

LETTER FROM THE BOARD

IV. Authorisation

Approval will be sought from the Shareholders at the AGM to authorise the Board or any person authorised by the Board to adjust the available guarantee amount between the guaranteed parties if any of the following conditions is fulfilled:

- (1) a single guarantee amount for a concerned party shall not exceed 10% of the latest audited net assets of the Company;
- (2) where a guaranteed party has a debt-to-asset ratio exceeding 70% at the time of adjustment, additional guarantee amount can only be obtained from another guaranteed party with a debt-to-asset ratio exceeding 70% (as at the time when the Shareholders consider the guarantee amount at the AGM);
- (3) where a guaranteed party is an external entity outside the consolidated statements of the Company at the time of adjustment, additional guarantee amount can only be obtained from another external guaranteed party falling outside the consolidated statements;
- (4) at the time of adjustment, a concerned party has no outstanding liability; or
- (5) the Company provides guarantee to a concerned party based on its proportion of capital contribution, and the concerned party or other entities should have adopted the counter-guarantee and other related risk control measures.

8. AUTHORISATION TO CARRY OUT LOW RISK INVESTMENTS AND FINANCIAL MANAGEMENT

Under the premise of safeguarding its normal business operation, funds security and risk control, and in order to reasonably utilise idle funds and enhance the efficiency of capital utilisation, the Company proposes to engage in low risk investment and wealth management by utilising its idle funds in accordance with the following principles:

I. Investment objective

To reasonably utilise idle funds generated from capital turnover of the Company, enhance the efficiency of capital utilisation, further preserve and enhance the capital value of the Company and safeguard the interest of the Shareholders without affecting the normal operation of the Company.

II. Investment limit

Not exceeding RMB12 billion. The funds can be used on a rolling basis within such limit.

LETTER FROM THE BOARD

III. Type of investment

- (1) Investment in bonds and money market funds
- (2) Entrusted wealth management (including wealth management products, trust products, asset management plans and public funds offered by financial institutions) etc.

IV. Term of investment

The term of each single investment shall not exceed two years.

V. Source of funds

It is funded by the Company's idle funds. No fund generated from capital raising or bank financing will be used for investment.

VI. Risk analysis and control measures

(1) Risk analysis

- (i) Although wealth management products are a kind of low risk investment products, the financial market is likely to be affected by macro-economy and thus the possibility that such investment may be affected by market fluctuation cannot be ruled out.
- (ii) The Company will intervene to such extent as and when appropriate, taking account of the economic situation and changes in financial market, and the actual gain of investment is therefore unpredictable.

(2) Control measures

- (i) Zoomlion Finance is an operating unit that mainly deals with wealth management. Zoomlion Finance is responsible for reviewing the coverage of wealth management business, assessing risk and formulating wealth management plans for submission to the person-in-charge of finance of the Company for approval based on the financial and cash flow positions of the Company, movements in interest rate and other conditions. In addition, Zoomlion Finance is also responsible for dealing with formalities relating to wealth management, conducting bookkeeping for wealth management on a monthly basis and filing and safekeeping relevant files.

LETTER FROM THE BOARD

- (ii) The legal department of the Company is responsible for reviewing and seeking legal advice on contracts and legal documents relating to wealth management in order to ensure that the wealth management is in compliance with the requirements of laws and regulations as well as policies of the Company and to safeguard the legal interest of the Company.
- (iii) The audit department of the Company is a department that supervises the wealth management. It is responsible for supervising, controlling and auditing the wealth management of the Company, reviewing the approval, actual operation, capital utilisation, profit and loss, etc. of wealth management, procuring prompt and timely bookkeeping by accounting personnel and checking the condition of bookkeeping.

The Company shall disclose in its periodic report the investment in wealth management products and the corresponding gains generated therefrom during the reporting period.

VII. Effect on the Company

- (i) The low risk investment and wealth management funded by its own idle funds is only implemented by the Company where the normal operation and security of funds of the Company are safeguarded without affecting the normal capital turnover requirements for daily operation and the normal development of the principal businesses of the Company.
- (ii) The Company is able to obtain gains from low risk investment and wealth management at an appropriate scale, which will help to improve the overall results of the Company and achieve better investment return for the Shareholders.

VIII. Authorisation

To authorise the chairman of the Board to exercise the power to make any such investment decisions within the abovementioned limit and execute the relevant contracts and agreements. This authorisation shall be effective from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

LETTER FROM THE BOARD

9. AUTHORISATION TO INVEST IN FINANCIAL DERIVATIVES

In order to fulfil the needs of the Company and its controlling subsidiaries to conduct hedging for value preservation, establish an effective risk prevention mechanism and procure stable and sound operation, the Company proposes to invest in financial derivatives in accordance with the following principles:

I. Objectives

The objectives of financial derivatives investment of the Company are hedging and value preservation so as to lock costs and circumvent risks, including risks relating to interest and exchange rates. It involves basic financial derivatives that are closely related to the principal business and in alignment with the underlying business in terms of product type, scope, direction and term, etc., and thus the prudent and sound risk control principles of the Company are well-observed.

II. Limit

Nominal principal shall not exceed RMB9 billion on a revolving basis within such limit.

III. Type of derivatives

The proposed investment of the Company in derivatives products mainly include products such as forward contracts, options, swaps or futures and their portfolios, and the corresponding underlying assets include interest, exchange rates, currencies or commodities and their portfolios.

IV. Term of investment

Any single financial derivative shall not have a term exceeding the term of its corresponding underlying business.

V. Necessity for trading of foreign exchange derivatives

The import and export businesses of the Company are mainly settled in currencies such as US dollars, Euro, Indonesian rupiah and Indian rupee. In recent years, due to the Company's reinforcement of global "localisation" strategy and its further participation in the "Belt and Road" initiative, overseas sales have gradually increased and trade payables in local currencies have increased correspondingly. Besides, there is a necessity for trading foreign exchange derivatives to cope with the increasing number of overseas investment projects conducted by the Company.

LETTER FROM THE BOARD

In order to avoid interest and exchange rates exposures, minimise their impact on profits of the Company, reduce loss from foreign exchange and minimise finance expenses, the Company and its controlling subsidiaries are required to engage in trading of financial derivatives to reduce the foreseeable risks relating to substantial interest and exchange rate fluctuation.

VI. Risk analysis

- (i) Market risk: The financial derivative investment to be engaged in by the Group and its members is of the type of hedging which is relevant to their principal businesses. There is the risk of loss arising from changes in prices of financial derivatives caused by market price fluctuation, such as that of the underlying interest and exchange rates.
- (ii) Liquidity risk: As the derivative investment will be in a form of over-the-counter trading operated by financial institutions and relate to its import and export payables and receivables in foreign currencies and local and foreign currencies, no available funds will be applied. However, there is the risk of loss due to payment of any margin to banks upon closing a position for whatever reasons.
- (iii) Other risks: In the actual course of implementation, the Company may suffer loss in the course of trading of financial derivatives for reasons, such as incomprehensive internal control procedures, employees' operation, systems, etc. In addition, if any personnel who is responsible for trading fails to fully understand the terms of the relevant trading contracts and product information, the Company is subject to legal risk and trading loss so incurred.

VII. Risk control measures

- (1) Zoomlion Finance is responsible for the centralised management of financial derivative investment of the member companies of the Group, real-time tracking of changes and trends in international foreign exchange market, enhancing analysis of foreign exchange and interest rates information, operating in strict compliance with requirements of the Regulations on Internal Control for Financial Derivative Investment, ensuring the effective implementation of those regulations and preventing loss from foreign exchange to the greatest extent.
- (2) The Company has formulated the Regulations on Internal Control for Financial Derivative Investment and other relevant procedures and policies, and put in place specific regulations concerning the financial derivative investment of the Company that relate to the amount of transactions, type and scope of products, approval and authorisations, internal procedures, responsible departments, information segregation measures, regulations on internal risk reporting and risk control procedures, information disclosure and file management, etc.

LETTER FROM THE BOARD

- (3) Management of trading counterparties: In the course of investing in financial derivatives, large-scale international and local commercial banks with good standing shall be prudently and carefully selected for financial derivative investment, and the development of the relevant laws and regulations will be kept abreast so as to avoid any potential legal risks.
- (4) Management on bank accounts and funds will be strengthened, and the approval procedures for fund allocation and utilisation will be strictly observed.
- (5) In the event of material market change or any material unrealised loss, a special task group will be formed and a contingency system must be promptly established to pro-actively deal with and properly resolve the issue.
- (6) A proper risk assessment model and a supervising and control system will be selected. All types of risks will be continually monitored, controlled and reported. The frequency of reporting will be increased and proposed solutions will be promptly formulated where there is severe market fluctuation or escalation of risk.

VIII. Authorisation

To authorise the chairman of the Board and his authorised persons to exercise the power to make any decision on financial derivative investment within the abovementioned limit and execute the relevant contracts and agreements. This authorisation shall be effective from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

10. AUTHORISATION TO HUNAN ZHICHENG TO ENGAGE IN THE BUSINESS OF PROVIDING FINANCING GUARANTEES

In order to promote the smooth development of the production and sales of products of the Company, open up the upstream and downstream financing channels in the industrial chain and acquire mutual benefits through cooperation, and according to the business plan of the Company for the year 2023 and subject to management and effective assets risk control, the Company proposes to authorise Hunan Zhicheng to engage in the business of providing financing guarantees with a maximum outstanding balance of RMB1 billion. Each guarantee shall have the same term as the relevant loan.

I. Basic requirement of the guaranteed party

A guaranteed party must be a supplier, agent or end user of the Company which is not connected to the Company or it must be a subsidiary controlled by the Company, in each case in good standing and satisfying the conditions for grant of guarantees after review by a financial institution and Hunan Zhicheng.

LETTER FROM THE BOARD

II. Main scope of the guarantee

Financing guarantee, performance guarantee and provision of intermediary services such as financing consultancy or financial advisory services relating to the provision of guarantees.

III. Risk control measures for the guaranteed facilities

For the purpose of risk control, Hunan Zhicheng will strictly monitor the credit rating of the customers through stringent control over various aspects, including credibility review, completeness of business approval procedures, etc. to reduce its risk exposure arising from such guarantee. Major measures are as follows:

- (1) formulating management measures for its financing guarantee business to manage and supervise the procedures of the business and requiring its customers to provide counter-guarantee in favour of Hunan Zhicheng;
- (2) based on the above management measures, specifying the proposed loan facilities to and management and control on its customers and monitor the scope, risks, efficiency of turnover, etc. of the credits granted to customers;
- (3) establishing the early risk warning threshold and the management and control standards, conducting monthly monitor and control; and facilitating and procuring the enhancement of risk control capabilities through analysis of repayment capabilities of customers; and
- (4) in the event of breach of agreements by customers, promptly taking loss mitigation measures by Hunan Zhicheng, such as demanding for repayment through phone calls, sending solicitor's demand letter and taking legal proceedings or actions.

IV. Execution of agreement

Upon commencement of guarantee business, Hunan Zhicheng will enter into relevant agreements in accordance with the authorisation granted by the Board in connection with the business of financing guarantees.

V. Aggregate amount of external guarantees provided by Hunan Zhicheng

As at 31 December 2022, the outstanding total amount of guarantees provided by Hunan Zhicheng amounted to RMB310 million. No external guarantee has been provided in breach of applicable laws.

LETTER FROM THE BOARD

VI. Authorisation

- (1) To authorise Hunan Zhicheng to engage in the financing guarantee business and to approve the outstanding limit for such external guarantees.
- (2) The effective term of such authorisation shall commence from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

11. APPROVAL AND AUTHORISATION TO ZOOMLION AERIAL MACHINERY TO PROVIDE GUARANTEES FOR CUSTOMERS' FINANCIAL BUSINESS

According to the operation requirements of Zoomlion Aerial Machinery and with a view to accelerating return of capital and mitigating operating risks, the Company proposes to approve Zoomlion Aerial Machinery to provide external guarantees up to RMB5 billion for customers for the purpose of financial business and each guarantee shall have the same term as the respective business facilities, with reference to the operation plan of Zoomlion Aerial Machinery for the year 2023. The Company also proposes to authorise the management of Zoomlion Aerial Machinery to execute relevant cooperation agreements.

I. Basic requirement of the guaranteed party

A guaranteed party must be a customer of Zoomlion Aerial Machinery in good standing which satisfies the financing conditions after review by a cooperative financial institution, and is not connected with Zoomlion Aerial Machinery.

II. Main scope of the external guarantee

The guarantee is provided in the form of a buy-back guarantee for equipment (subject matter) under finance leasing, bank mortgage, business factoring or other financial business.

III. Risk control measures for the external guarantee

For the purpose of risk control, Zoomlion Aerial Machinery will strictly monitor the credit rating of the financial business customers through stringent control over various aspects, including credibility review, completeness of business approval procedures, etc. to reduce its risk exposure arising from such guarantee. The main measures are as follows:

- (1) formulating and improving relevant business regulations and management measures and also internal control procedures;
- (2) pursuant to the above management measures, specifying the rules concerning loan facilities to and management and control on customers and monitor the scope, risks, efficiency of turnover, etc. of the credits granted to customers;

LETTER FROM THE BOARD

- (3) establishing the early risk warning threshold and the management and control standards, conducting monthly monitor and control; and facilitating and procuring the enhancement of risk control capabilities of customers through analysis of customer capabilities. If the early risk warning threshold is reached, Zoomlion Aerial Machinery will intervene in the risk management;
- (4) pursuant to the above management and control procedures and requirements, establishing the corresponding risk control procedures and management proposals for credit facilities, which will be organised and coordinated by the credit control department of Zoomlion Aerial Machinery; and
- (5) formulating and establishing pre-contract assessment procedures for financial business under the organisation and leadership of Zoomlion Aerial Machinery. Where the feasible risk control procedures and proposals have been confirmed and in place and after the recognised counter-guarantee agreements have been executed by customers and the corresponding agreements and documents have passed the compliance review by the legal department, an authorised signatory will execute the relevant agreements with external parties.

IV. Execution of agreement

No agreement has been executed in relation to any guarantee. An agreement will be executed upon the provision of such guarantee, subject to review and approval according to the relevant procedures of Zoomlion Aerial Machinery.

V. Authorisation

- (1) To authorise Zoomlion Aerial Machinery to provide external guarantees with a limit of up to RMB5 billion for customers for the purpose of financial business and each guarantee shall have the same term as the respective business facilities.
- (2) 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.
- (3) The effective term of such authorisation shall commence from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

LETTER FROM THE BOARD

12. APPROVAL TO ZOOMLION AERIAL MACHINERY TO APPLY TO RELEVANT FINANCIAL INSTITUTIONS FOR GENERAL CREDIT FACILITIES

In order to accelerate the digital transformation of Zoomlion Aerial Machinery towards digitalisation, ecologicalisation and globalisation, and to create an open and harmonised industry landscape, Zoomlion Aerial Machinery proposes to apply to relevant financial institutions for general credit facilities and financing with a total credit limit of up to RMB20 billion according to its business plan for the year 2023, including working capital loans, mortgage, supply chain financing, bond and investment, letters of credit and letters of guarantee and other relevant items, and to authorise the chairman of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the facility contracts and other relevant finance documents with relevant financial institutions. This authorisation is non-assignable, and the effective term of which shall commence from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

13. APPROVAL AND AUTHORISATION TO ZOOMLION AERIAL MACHINERY TO PROVIDE GUARANTEES FOR CUSTOMERS

To further strengthen the competitiveness of end products in the market, Zoomlion Aerial Machinery proposes to engage in the provision of guarantees to customers for the year 2023, the terms of the cooperation agreements in relation to which will be determined at a later stage.

I. Overview of business model

Zoomlion Aerial Machinery will provide products to third party equipment leasing companies through finance leasing, instalment payments or standard payment and such companies will lease the products to designated customers under operating leases on terms that the designated customers shall either renew the leases of, or upon lease expiration purchase, the equipment. Zoomlion Aerial Machinery will provide guarantees in favour of the equipment leasing company in respect of the long-term lease renewals or purchases of the products by such customers. For each sale transaction, Zoomlion Aerial Machinery will provide to the equipment leasing company a proportionate guarantee.

II. Details of guarantees

Zoomlion Aerial Machinery proposes to apply for external guarantees with a limit of up to RMB1 billion and each guarantee shall have a term as agreed between Zoomlion Aerial Machinery and the equipment leasing company, and to authorise the management of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the cooperation agreements in respect of the above business.

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III. Risk control measures

In the course of actual operation, Zoomlion Aerial Machinery will prioritise customers who are financially strong and have a low risk profile and sound record of cooperation, and gradually extend to other customers, and will strictly follow the operation mode of the existing financing business and strengthen risk management by enhancing customer access, tracking and monitoring repayment and other measures, strictly supervise customers' assets, mortgages and guarantees, control risks before sales, pick out "good customers" and reduce the risk of default. The specific measures are as follows:

- (1) formulating and improving relevant business regulations and management measures and also internal control procedures; specifying the rules concerning guarantees for and management and control on customers and monitor the scope of the credits granted to customers; and
- (2) establishing the corresponding risk control procedures and management proposals for guarantees, which will be organised and coordinated by the credit control department of Zoomlion Aerial Machinery.

IV. Execution of agreement

No agreement has been executed in relation to any guarantee. An agreement will be executed upon the provision of such guarantee, subject to review and approval according to the relevant procedures of Zoomlion Aerial Machinery.

V. Authorisation

- (1) To authorise Zoomlion Aerial Machinery to provide external guarantees of up to RMB1 billion for customers and each guarantee shall have a term as agreed between Zoomlion Aerial Machinery and the relevant equipment leasing company.
- (2) To authorise the management of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the cooperation agreements in respect of the above business.
- (3) The effective term of such authorisation shall commence from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

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14. PROVISION OF GUARANTEES FOR MORTGAGE-FUNDED, FINANCE LEASING, BUSINESS FACTORING AND BUYERS' CREDIT BUSINESSES

In order to fully enhance our customer service and experience, develop a “win-win” new industry landscape, provide finance support for customers in purchasing the products of the Company, procure sales return and reduce business risks, according to the business plan of the Company for the year 2023 and subject to management and effective assets risk control, the Company proposes to continue to develop its mortgage-funded sales business, finance leasing and sales business, and buyers' credit and sales business, and provide buy-back guarantees for mortgage-funded sales business, finance leasing, business factoring and buyers' credit and sales businesses with a maximum limit of RMB47 billion in total. Each guarantee shall have the same term as the respective business facility.

I. Basic requirement of the guaranteed party

A guaranteed party must be a customer of the Company in good standing which satisfies the financing conditions after review by a cooperative financial institution, and is not connected with the Company.

II. Main scope of the guarantee

The guarantee is provided in the form of a buy-back guarantee for equipment (subject matter) under mortgage-funded, finance leasing, business factoring and buyers' credit businesses (including joint loans).

III. Risk control measures for the guaranteed facilities

For the purpose of risk control, the Company will strictly monitor the credit rating of the customers of mortgage-funded, finance leasing, business factoring and buyers' credit and sales businesses through stringent control over various aspects, including credibility review, completeness of business approval procedures, etc. to reduce its risk exposure arising from such guarantee. The main measures are as follows:

- (1) formulating management measures for its mortgage-funded, finance leasing, business factoring and buyers' credit and sales businesses to manage and supervise the procedures of respective businesses;
- (2) pursuant to the above management measures, specifying the proposed loan facilities to and management and control on each customer and monitor the scope, risks, efficiency of turnover, etc. of the credits granted to customers;

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- (3) establishing the early risk warning threshold and the management and control standards, conducting monthly monitor and control; and facilitating and procuring the enhancement of risk control capabilities of customers through analysis of customer capabilities. If the early risk warning threshold is reached, the Company will intervene in supervising risk management;
- (4) pursuant to the above management and control procedures and requirements, establishing the corresponding risk control procedures and management proposals for credit facilities, which will be organised and coordinated by the credit control department of the Company; and
- (5) formulating and establishing pre-contract assessment procedures for mortgage-funded, finance leasing, business factoring and buyers' credit businesses under the organisation and leadership of the Company. Where the feasible risk control procedures and proposals have been confirmed and in place and after the recognised counter-guarantee agreements have been executed by customers and the corresponding agreements and documents have passed the compliance review by the legal department, an authorised signatory will execute the relevant agreements with external parties.

IV. Execution of agreement

No agreement has been executed in relation to any guarantee. An agreement will be executed upon the provision of such guarantee, subject to review and approval according to the relevant procedures of the Company.

V. Outstanding amount of external guarantees under mortgage-funded, finance leasing, business factoring and buyers' credit businesses

As at 31 December 2022, the outstanding amount of guarantees provided by the Company to customers of mortgage-funded, finance lease, business factoring and buyers' credit businesses amounted to RMB6.061 billion. No external guarantee has been provided in breach of applicable laws.

VI. Authorisation

- (1) To authorise the Company to continue to develop its mortgage-funded, finance leasing, business factoring and buyers' credit businesses, and provide buy-back guarantees for such businesses.
- (2) The effective term of such authorisation shall commence from the date on which it is considered and approved at the AGM and end on the date on which the annual general meeting of the Company for the year 2023 is held.

LETTER FROM THE BOARD

15. REGISTRATION FOR THE “CENTRALISED REGISTRATION FOR ISSUE OF DFI OF THE NAFMII”

In order to enhance the efficiency of registration and issue in the interbank market, broaden the scope of financing products available in the interbank market, the Company proposes to apply for registration for the “centralised registration for issue of DFI of the NAFMII”. Relevant details are as follows:

I. Proposed registration for DFI

- (1) Registrant: The Company
- (2) Types of DFI: Including super short-term commercial paper, short-term commercial paper, medium-term notes, perpetual notes, asset-backed notes, green debt financing and poverty alleviation debt instruments.
- (3) Registered amount: No registration limit will be set at registration stage. Factors such as type, size and term to be registered under DFI will be determined at the time of issue.
- (4) Effective period of the resolution: 36 months from the date on which it is passed by the Shareholders at the AGM.
- (5) Credit enhancement measures: In respect of asset-backed securities (including asset backed notes in the interbank market, asset-backed securities in the exchange market and debt financing plan for accounts receivables on Beijing Financial Assets Exchange), the Company will issue the Shortfall Payment Undertaking and assume the obligation to settle the shortfall for the principal and interests of the senior asset-backed securities.

II. Authorisation

- (1) To authorise the chairman of the Board or his authorised persons to determine, at his sole discretion, matters in connection with the registration of DFI under the proposed registration above, including but not limited to signing necessary documents if required; appointing intermediaries such as registration agencies, credit rating agencies, accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.
- (2) To authorise the chairman of the Board or his authorised persons to determine and deal with, at his sole discretion, matters in connection with the issue of debt securities under the above DFI within the limit approved by the NAFMII, including but not limited to determining the timing of the issue; form of issue; underwriter; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.

LETTER FROM THE BOARD

16. PROPOSED ISSUE OF THE SCP

In order to improve the debt structure and reduce finance costs, the Company proposes to apply for and register a further issue of super short-term commercial paper in an aggregate amount of not more than RMB12 billion. Relevant details are as follows:

I. Proposed further issue of the SCP

(1) Issue size

The size of the proposed further issue of the SCP will not exceed RMB12 billion. Subject to the market conditions and the actual capital requirements of the Company, the SCP will be issued in one or multiple tranches during the effective term as and when appropriate.

(2) Term of issue

The term of the SCP will not exceed 270 days.

(3) Issue price

The actual issue price will be determined with reference to the prevailing indicative prices and market conditions at the time of issuance.

(4) Use of proceeds

The proceeds will be used mainly for replenishment of the Company's working capital, repayment of borrowings from financial institutions and any other purpose as approved by other trader associations.

(5) Effective term of the resolution

The resolution approving the issue of the SCP will be effective for 36 months from the date on which it is passed by the Shareholders at the AGM.

II. Authorisation

Approval will be sought from the Shareholders at the AGM to grant authorisation to the chairman of the Board or his authorised persons to determine and deal with, at his sole discretion, matters in connection with the issue of the SCP, including but not limited to determining the timing of the issue; form of issue; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.

17. PROPOSED ISSUE OF MEDIUM-TERM NOTES

Reference is made to the Company's announcement dated 30 March 2023. In order to improve the debt structure, broaden financing channels and reduce finance costs, the Company proposes to apply for and register the issue of the Medium-term Notes in an aggregate amount of not more than RMB5 billion with the NAFMII in accordance with the requirements under the relevant laws and regulations (including the PRC Company Law and the Administrative Rules on Debt Financing Instruments of Non-Financial Enterprises in the Interbank Bond Market). Relevant details are as follows:

I. Proposed issue of the Medium-term Notes

(1) Issue size

The size of the proposed issue of the Medium-term Notes will not exceed RMB5 billion. Subject to the market conditions and the actual capital requirements of the Company, the Medium-term Notes will be issued in one or multiple tranches during the effective term as and when appropriate.

(2) Term of issue

The term of the Medium-term Notes will not exceed 5 years (inclusive).

(3) Issue price

The actual issue price will be determined with reference to the prevailing guide prices and market conditions at the time of issuance.

(4) Target of issue

The issue will be targeted at institutional investors in the national interbank bond market.

(5) Use of proceeds

The proceeds will be used mainly for replenishment of the Company's working capital, repayment of borrowings from financial institutions and any other purpose as approved by other trader associations.

(6) Effective term of the resolution

The resolution approving the issue of the Medium-term Notes will be effective for 36 months from the date on which it is passed by the Shareholders at the AGM.

LETTER FROM THE BOARD

II. Authorisation

Approval will be sought from the Shareholders at the AGM to grant authorisation to the chairman of the Board or his authorised persons to determine and deal with, at his sole discretion, matters in connection with the issue of the Medium-term Notes, including but not limited to determining the timing of the issue; form of issue; lead underwriter; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.

III. Approval procedures

The final proposal of the issue is subject to the notice of registration to be issued by the NAFMII.

The Company will disclose information on the issue of the Medium-term Notes in a timely manner in accordance with the requirements of the relevant laws and regulations.

18. PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES

Reference is made to the Company's announcement dated 30 March 2023. To stabilise investors' investment expectations, safeguard their general interests and strengthen their confidence in investing the Company, taking into account its financial position and operation condition, the Company proposes to repurchase a portion of its H Shares for the purpose of boosting confidence for corporate growth, protecting share prices and practically enhancing the investment return of the Shareholders through increasing the profit per Share. The Board therefore proposes to seek approval from the Shareholders at the AGM and the Class Meetings to authorise the Board and any of its authorised persons to deal with all matters in connection with the Repurchase Mandate. Details of the Repurchase Mandate are as follows:

- (1) Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Hong Kong Stock Exchange of nominal value of RMB1 each within the Effective Term (as defined in paragraph 3 below) in accordance with all applicable laws, regulations, rules and/or requirements of the governmental or regulatory authorities of the PRC in charge of securities matters, the Hong Kong Stock Exchange, the Shenzhen Stock Exchange or any other governmental or regulatory authorities.
- (2) The Board shall be authorised to repurchase H Shares in an amount not exceeding 10% of the total number of H Shares in issue as at the date of passing of the relevant resolutions at the AGM and the Class Meetings within the Effective Term (as defined below), and the repurchase price on any date of repurchase shall not be equal to or higher than 105% of the average closing price for the five preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.

LETTER FROM THE BOARD

- (3) The Repurchase Mandate shall include, without limitation, authority to:
- (i) determine the timing, the number of shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;
 - (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the place of listing of the Company, and make the necessary filings with the relevant regulatory authorities; and
 - (iv) cancel the repurchased shares, and execute and deal with any relevant documents and matters in connection with the repurchase.

The effective term of the Repurchase Mandate (the “**Effective Term**”) will expire on the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of a period of 12 months following the passing of the special resolutions approving the Repurchase Mandate; and
 - (iii) the date on which the authority given under the special resolutions is revoked or varied by a special resolution of the Shareholders in general meeting.
- (4) The Board shall be authorised to:
- (i) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares as described in paragraphs 1 and 2 above, and as are expedient, necessary or desirable to give effect to such repurchase as it thinks fit, in accordance with the relevant laws, regulations and rules; and
 - (ii) make such amendments to the Articles as it thinks fit to reduce the registered capital and reflect the new capital structure of the Company, and to deal with the relevant statutory registration and filing formalities both within and outside the PRC.

Subject to the approval and authorisation of the Repurchase Mandate being granted to the Board at the AGM and the Class Meetings, the Board proposes to authorise the chairman of the Board and any of his authorised persons to exercise the authority granted to it to deal with the Repurchase Mandate.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the appendix to this circular.

LETTER FROM THE BOARD

19. AGM AND H SHARE CLASS MEETING

A notice convening the AGM to be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Thursday, 29 June 2023 at 2:30 p.m. is set out on pages 73 to 79 of this circular. A notice convening the H Share Class Meeting to be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC on Thursday, 29 June 2023 at 4:00 p.m. is set out on pages 80 to 82 of this circular.

If you intend to appoint a proxy to attend and vote at the AGM and/or the H Share Class Meeting, you are required to complete and return the accompanied proxy forms in accordance with the instructions printed thereon 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 in person or by post not less than 24 hours before the time appointed for holding the AGM and the H Share Class Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and/or the H Share Class Meeting or at any adjourned meeting should you so wish.

20. VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the AGM and the H Share Class Meeting will demand a poll in relation to all the proposed resolutions at the AGM and the H Share Class Meeting in accordance with the Articles.

21. RECOMMENDATIONS

The Board considers that all resolutions to be proposed at the AGM and the H Share Class Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions to be proposed at the AGM and the H Share Class Meeting.

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

Changsha, the PRC, 25 May 2023

* For identification purpose only

In accordance with the Hong Kong Listing Rules, the following explanatory statement contains all information required by the Hong Kong Listing Rules to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the AGM and the H Share Class Meeting for the grant of the Repurchase Mandate to the Board.

REGISTERED CAPITAL

As at the Latest Practicable Date, the total authorised share capital of the Company was RMB8,677,992,236 comprising 1,581,964,548 H Shares with a nominal value of RMB1.00 each and 7,096,027,688 A Shares with a nominal value of RMB1.00 each.

It is proposed that pursuant to the Repurchase Mandate, up to a maximum of 10% of the number of issued H Shares as at the date of passing of the relevant resolutions at the AGM and the Class Meetings may be repurchased by the Directors. Subject to the passing of the relevant resolutions, on the basis that no further H Shares are issued prior to the AGM and the Class Meetings, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 158,196,454 H Shares.

REASONS FOR THE REPURCHASE OF H SHARES

The Board believes that the repurchase of H Shares would be beneficial to and in the best interests of the Company and the Shareholders as a whole. It can boost confidence for corporate growth, protect share prices and practically enhance the investment return of the Shareholders through increasing the profit per Share, and thereby manage investors' investment expectations, safeguard the investors' interests and strengthen investors' confidence in investing in the Company. The Board will decide the number of H Shares to be repurchased on each occasion and the price and other terms upon which the same are repurchased at the relevant time having regard to the prevailing circumstances.

FUNDING OF REPURCHASE

Any repurchase of H Shares would be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws, rules and regulations of the PRC. Under PRC laws, repurchased H Shares should be cancelled and the Company's registered capital should be reduced by amount equivalent to the aggregate nominal value of the H Shares so cancelled.

The Board considers that there would not be a material adverse impact on the working capital or the gearing position of the Company (as compared with the position disclosed in the latest published accounts of the Company for the year ended 31 December 2022) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period.

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Hong Kong Listing Rules and the applicable laws, rules and regulations of the PRC.

SHARES REPURCHASED BY THE COMPANY

During the six months prior to and up to the Latest Practicable Date, the Company repurchased a total of 164,093,583 A Shares on the Shenzhen Stock Exchange as follows:

Month/year	Number of A Shares	Highest price paid per A Share (RMB)	Lowest price paid per A Share (RMB)	Aggregate consideration paid (RMB)
March 2023	58,461,358	6.85	6.34	389,583,248.04
February 2023	105,632,225	6.85	5.82	694,769,887.65
Total	164,093,583	–	–	1,084,353,135.69

Save as disclosed, no repurchase of Shares (whether on the Hong Kong Stock Exchange or otherwise) had been made by the Company within the six months preceding the Latest Practicable Date.

CORE CONNECTED PERSONS AND DIRECTORS' UNDERTAKING

None of the Directors nor (to their best knowledge having made all reasonable enquiries) any of their close associates presently intend to sell H Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell H Shares to the Company and no such persons have undertaken not to sell any H Shares held by them to the Company, in the event that the Repurchase Mandate is granted by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of the Codes on Takeovers and Mergers and Share Buy-backs (the "Takeovers Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obligated to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the State-owned Assets Supervision and Administration Commission of Hunan Provincial People's Government ("**Hunan SASAC**"), whose interest in the Company is notifiable under Part XV of the Securities and Futures Ordinance (Cap. 571), indirectly held approximately 14.44% of the Company's total registered capital. In the event that the Board exercises in full the power to repurchase H Shares in accordance with the terms of the Repurchase Mandate, the increase in the interest of Hunan SASAC in the total registered capital of the Company to approximately 14.71% will not give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law of which the Directors are aware, as a result of any purchases to be made under the Repurchase Mandate.

H SHARE PRICES

The highest and lowest prices at which the H Shares have traded on the Hong Kong Stock Exchange during each of the 12 months preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	4.68	4.28
June	4.86	3.99
July	4.49	3.90
August	4.10	3.52
September	3.61	2.65
October	2.98	2.52
November	3.88	2.50
December	4.05	3.55
2023		
January	4.64	3.61
February	5.18	4.08
March	4.89	3.93
April	4.41	4.03
May (up to the Latest Practicable Date)	4.74	3.93

NOTICE OF AGM



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 ANNUAL 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 annual general meeting of the Company (the “**AGM**”) will be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 2:30 p.m. on Thursday, 29 June 2023 by way of physical meeting. Details of the AGM are as follows:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year 2022.
2. To consider and approve the report of the Company’s supervisory board for the year 2022.
3. To consider and approve the report of the Company’s settlement accounts for the year 2022.
4. To consider and approve the full text and the summary of the annual report of the Company’s A shares for the year 2022.
5. To consider and approve the annual report of the Company’s H shares for the year 2022.
6. To consider and approve the Company’s profit distribution plan for the year 2022, and to approve the declaration and distribution of a final dividend in the amount of RMB0.32 per share (inclusive of tax).
7. To consider and approve the reappointment of the Company’s auditors for the year 2023.
 - (1) To consider and approve the reappointment of KPMG Huazhen Certified Public Accountants (Special General Partnership) as the Company’s domestic auditor and internal control auditor for the year ending 31 December 2023.

NOTICE OF AGM

- (2) To consider and approve the reappointment of KPMG as the Company's international auditor for the year ending 31 December 2023.
 - (3) To authorise the audit committee of the Board to determine the principles of fixing the respective remunerations of the Company's domestic and international auditors and to authorise the Company's management to determine the actual remuneration payable to the Company's domestic and international auditors based on the agreed principles.
- 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 and his authorised persons 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 subsidiaries for their respective uses.
 - 9. To consider and approve Zoomlion Heavy Industry Science and Technology Anhui Industrial Vehicles Co. Ltd.* ("**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 RMB30 million 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 such business.
 - 10. To consider and approve Zoomlion Agricultural Machinery Co., Ltd.* ("**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.
 - 11. To consider and approve the provision of guarantees up to a maximum aggregate amount of RMB20.9 billion by the Company in favour of 43 subsidiaries, and to authorise the Board or any person authorised by the Board to adjust the available guarantee amount between the guaranteed parties.
 - 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.

NOTICE OF AGM

13. To consider and approve the Company's investment in financial derivatives with a principal amount of not more than RMB9 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.
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 RMB1 billion.
15. To consider and approve the authorisation to Hunan Zoomlion Intelligent Aerial Work Machinery Co., Ltd.* ("**Zoomlion Aerial Machinery**"), a subsidiary of the Company, to provide external guarantees with a limit of up to RMB5 billion for customers for the purpose of financial business, 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.
16. To consider and approve the application by Zoomlion Aerial Machinery to relevant financial institutions for general credit facilities and financing with a total credit limit up to RMB20 billion and to authorise the chairman of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the facility contracts and other relevant finance documents with relevant financial institutions.
17. To consider and approve the authorisation to Zoomlion Aerial Machinery to provide external guarantees with a limit of up to RMB1 billion for equipment leasing customers, 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.

SPECIAL RESOLUTIONS

18. To consider and approve the continuing development by the Company of its mortgage-funded, finance leasing, business factoring and buyer's credit businesses and to provide buy-back guarantees for such businesses of up to a maximum amount of RMB47 billion.
19. To consider and approve the authorisation to the chairman of the Board or his authorised persons to determine, at his sole discretion, matters in connection with:
 - (a) the registration of debt financing instrument under the registration for the "centralised registration for issue of debt financing instrument ("**DFI**") of the National Association of Financial Market Institutional Investors ("**NAFMII**")", including but not limited to signing necessary documents if required; appointing intermediaries such as registration agencies, credit rating agencies, accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required; and

NOTICE OF AGM

- (b) the issue of debt securities under the above DFI within the limit approved by the NAFMII, including but not limited to determining the timing of the issue; form of issue; underwriter; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.
20. To consider and approve the authorisation to the chairman of the Board or his authorised persons to determine and deal with, at his sole discretion, matters in connection with the issue by the Company of super short-term commercial paper of not more than RMB12 billion in aggregate, including but not limited to determining the timing of the issue; form of issue; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.
21. To consider and approve the authorisation to the chairman of the Board or his authorised persons to determine and deal with, at his sole discretion, matters in connection with the issue by the Company of medium-term notes with a principal amount of not more than RMB5 billion in aggregate, including but not limited to determining the timing of the issue; form of issue; lead underwriter; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.
22. The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the Company's H shares ("**H Shares**");

"THAT:

- (a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the AGM and of the relevant resolutions at class meetings of shareholders of the Company (the "**Shareholders**") and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**");

NOTICE OF AGM

- (b) the Board be authorised to (including but not limited to the following):
 - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;
 - (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the place of listing of the Company, and make the necessary filings with the relevant regulatory authorities; and
 - (iv) cancel the repurchased shares, and execute and deal with any relevant documents and matters in connection with the repurchase.
- (c) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of a period of 12 months following the passing of this special resolution; and
 - (iii) the date on which the authority given under this special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.”

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

Changsha, the PRC, 25 May 2023

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.

* For identification purpose only

NOTICE OF AGM

Notes:

(1) Eligibility for attending the AGM and closure of H share 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 AGM, from Monday, 26 June 2023 to Thursday, 29 June 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the AGM, 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, 23 June 2023.

(2) Recommendation of final dividend distribution, withholding and payment of corporate income tax for non-resident enterprise Shareholders, and closure of H share register of members

The Company intends to distribute a final dividend of RMB0.32 per share (inclusive of tax), amounting to in aggregate approximately RMB2,641 million. If the dividend is declared to be distributed upon the approval of ordinary resolution no. 6 by the Shareholders at the AGM, the final dividend is expected to be paid and issued on or about Friday, 21 July 2023 to the holders of H shares whose names appear on the Company's H share register of members at the close of business on Monday, 10 July 2023.

According to the Law on Corporate Income Tax of the People's Republic of China 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 the final dividend to non-resident enterprise Shareholders which appear on the Company's H share register of members. Any shares registered in the name of non-individual Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organisations, will be treated as being held by non-resident enterprise Shareholders and therefore will be subject to the withholding of the corporate income tax. Cash dividend payable to H share non-resident enterprise Shareholders after the deduction of the said corporate income tax is RMB0.288 per share (for reference only). Cash dividend payable to the holders of H shares will be paid in Hong Kong dollars. 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 disposing of H shares for the PRC, Hong Kong and other tax effects involved. The Company's H share register of members will be closed from Wednesday, 5 July 2023 to Monday, 10 July 2023 (both days inclusive) for the purpose of determining entitlement of holders of H shares to the final dividend, during which period no transfer of shares will be registered. In order to be entitled to the dividend, 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 Tuesday, 4 July 2023.

(3) Proxy

- a. Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a Shareholder.
- 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 AGM (proxy form for use at the AGM is attached herewith). If a Shareholder appoints more than one proxy, such proxies shall only exercise the right to vote by poll.

NOTICE OF AGM

(4) Registration procedures for attending the AGM

A Shareholder or his proxy should produce proof of identity when attending the AGM. 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 AGM 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.

(5) Voting by poll

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

(6) Miscellaneous

- a. The AGM 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) 88788432. Fax: (86 731) 85651157. Email: 157@zoomlion.com.

NOTICE OF H SHARE CLASS MEETING



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)

NOTICE OF H SHARE CLASS 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 a class meeting of the holders of the Company’s H shares (the “**Class Meeting**”) will be held at Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC at 4:00 p.m. on Thursday, 29 June 2023 by way of physical meeting. Details of the Class Meeting are as follows:

SPECIAL RESOLUTION

1. The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the Company’s H shares (“**H Shares**”):

“THAT:

- (a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the Company’s annual general meeting and of the relevant resolutions at class meetings of shareholders of the Company (the “**Shareholders**”) and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”);
- (b) the Board be authorised to (including but not limited to the following):
 - (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

NOTICE OF H SHARE CLASS MEETING

- (iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the place of listing of the Company, and make the necessary filings with the relevant regulatory authorities; and
 - (iv) cancel the repurchased shares, and execute and deal with any relevant documents and matters in connection with the repurchase.
- (c) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of a period of 12 months following the passing of this special resolution; and
 - (iii) the date on which the authority given under this special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.”

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

Changsha, the PRC, 25 May 2023

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.

* For identification purpose only

NOTICE OF H SHARE CLASS MEETING

Notes:

(1) Eligibility for attending the Class Meeting and closure of H share 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 Class Meeting, from Monday, 26 June 2023 to Thursday, 29 June 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the Class Meeting, 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, 23 June 2023.

(2) Proxy

- a. Each Shareholder entitled to attend and vote at the Class Meeting may appoint one or more proxies in writing to attend and vote on his behalf. A proxy need not be a Shareholder.
- 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 Class Meeting (proxy form for use at the Class Meeting 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 Class Meeting

A Shareholder or his proxy should produce proof of identity when attending the Class Meeting. 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 Class Meeting 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 Hong Kong Stock Exchange, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the Class Meeting will demand a poll in relation to the proposed resolution at the Class Meeting in accordance with the Company's articles of association.

(5) Miscellaneous

- a. The Class Meeting 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) 88788432. Fax: (86 731) 85651157. Email: 157@zoomlion.com.