

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this notice.



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 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;

- (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

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.