
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying new 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 APPOINTMENT OF DIRECTORS
(2) PROPOSED APPOINTMENT OF SUPERVISORS
AND
(3) SUPPLEMENTAL NOTICE OF AGM

This supplemental circular should be read in conjunction with the Circular. A supplemental notice of the AGM, which should be read in conjunction with the Notice, is set out on pages 14 to 16 of this supplemental circular.

Whether or not you are able to attend the AGM, you are advised to read the supplemental notice of the AGM and to complete and return the enclosed new proxy form, in accordance with the instructions printed thereon. For holders of H Shares, the new 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 or any adjourned meeting thereof. Completion and return of the new proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish.

* *For identification purpose only*

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DEFINITIONS

In this supplemental 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
“AGM”	the annual general meeting of the Company to be held at Multi-function 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
“Circular”	the circular of the Company dated 25 May 2023 in respect of the matters to be considered at the AGM
“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
“Company Law”	Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“CPC”	the Communist Party of China
“Director(s)”	director(s) of the Company
“Dr. Zhan”	Dr. Zhan Chunxin (詹純新), executive Director
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“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 Xingxiang”	湖南興湘投資控股集團有限公司 (Hunan Xingxiang Investment Holding Group Co., Ltd.*), a substantial Shareholder
“Latest Practicable Date”	1 June 2023, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“Mr. CH Zhang”	Mr. Zhang Chenghu (張成虎)
“Mr. He”	Mr. He Liu (賀柳), a non-executive Director
“Mr. Huang”	Mr. Houston Guobin Huang (黃國濱)
“Mr. W Zhang”	Mr. Zhang Wei (張維)
“Mr. Wu”	Mr. Wu Baohai (吳寶海)
“Mr. Xiong”	Mr. Xiong Yanming (熊焰明)
“Ms. Huang”	Ms. Huang Jun (黃璿)
“Ms. Yan”	Ms. Yan Mengyu (顏夢玉)
“Notice”	a notice convening the AGM dated 25 May 2023, as set out on pages 73 to 79 of the Circular
“PhD”	doctor of philosophy
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this supplemental circular only, Hong Kong, Macao Special Administrative Region of the PRC and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	A Share(s) and H Share(s), or the context requires, either of them
“Shareholder(s)”	holder(s) of the Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Board”	the board of Supervisors
“Yisheng LLP”	長沙中聯和一盛投資合夥企業(有限合夥) (Changsha Zoomlion and Yisheng Investment Partnership (LLP)*), a Shareholder

* *For identification purpose only*

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 APPOINTMENT OF DIRECTORS
(2) PROPOSED APPOINTMENT OF SUPERVISORS
AND
(3) SUPPLEMENTAL NOTICE OF AGM

1. INTRODUCTION

Reference is made to the Circular in relation to the resolutions to be proposed at the AGM for consideration and approval and the Company's announcement dated 2 June 2023. This supplemental circular should be read in conjunction with the Circular.

The purpose of this supplemental circular, of which this letter forms part, is to give you supplemental notice of the AGM 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 new resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF DIRECTORS

As the term of office of the members of the sixth session of the Board will soon expire, the following candidates have been nominated by certain Shareholders and the Board as members of the seventh session of the Board, in accordance with the Company Law and the Articles:

Executive Director

The Company received a proposal from Yisheng LLP in relation to the nomination of Dr. Zhan as an executive Director of the seventh session of the Board. Dr. Zhan's appointment is subject to approval from the Shareholders at the AGM.

Set out below is Dr. Zhan's biography.

Dr. Zhan Chunxin (詹純新), aged 68, is currently our executive Director. He has served as a Director since the Company's establishment in 1999, and as the chairman of the Board since 2001. Dr. Zhan became an expert entitled to special government subsidy granted by the PRC State Council in January 1994, and a senior engineer as recognised by the PRC Ministry of Construction in 1995 and a researcher (professor-level senior engineer) as recognised by the PRC Ministry of Construction in September 1997. Dr. Zhan has previously served various senior positions in the Construction Machinery Research Institute of Changsha (the "**Research Institute**"), including the deputy head of the Research Institute from February 1992 to July 1996, and head of the Research Institute from July 1996 to December 2008. Dr. Zhan has also served various public positions. He was appointed as a representative at the 16th National Congress of the CPC in 2002, a representative at the 10th PRC National People's Congress (the "**NPC**") in 2003, a representative at the 17th National Congress of the CPC in 2007, a representative at the 10th Congress of the CPC in Hunan Province in 2011, a member of the 10th session of CPC Hunan Provincial Committee in 2011, a representative at the 12th NPC in 2013, a representative at the 19th National Congress of the CPC in 2017, and a member of the 13th Chinese People's Political Consultative Conference National Committee in 2018. Currently, Dr. Zhan serves as the deputy chairman of the China Entrepreneurs Association, China Association for Public Companies and China Construction Machinery Association. Dr. Zhan has received various titles and awards, including the Yuan Baohua Enterprises Management Gold Award in May 2010 which is the most distinguished award for corporate executives in China, the 2010 Leonardo Award in Italy in January 2011, the 2011 CCTV Chinese Economic Annual Figure in December 2011 and the Most Outstanding Person Award in January 2013.

Dr. Zhan graduated with a bachelor's degree in aeronautical engines in 1978, a master's degree in aeronautical engineering in 2000 and a doctorate degree in system engineering in 2005 from Northwestern Polytechnical University in the PRC.

As at the Latest Practicable Date, Dr. Zhan was interested in 16,179,076 Shares. He will abstain from voting at the AGM on the proposed ordinary resolution relating to his appointment as an executive Director.

LETTER FROM THE BOARD

Non-executive Directors

The Company received a proposal from Hunan Xingxiang in relation to the nomination of Mr. He, and a joint proposal from Urumqi Phoenix Equity Investment Management Limited Partnership – Maanshan Xuanyuan Cornerstone Equity Investment Partnership (Limited Partnership) and Real Smart International Company Limited in relation to the nomination of Mr. W Zhang, in each case as a non-executive Director of the seventh session of the Board. Mr. He's and Mr. W Zhang's appointments are subject to approval from the Shareholders at the AGM.

Set out below are the biographies of Mr. He and Mr. W Zhang.

Mr. He Liu (賀柳), aged 53, is currently a non-executive Director. He has served as a member of CPC committee, director, deputy general manager and deputy secretary to CPC committee, and deputy chairman and general manager of Hunan Xingxiang since August 2006. Hunan Xingxiang is an investment platform of the state-owned Assets Supervision and Administration Commission of the Hunan Provincial People's Government. Mr. He served as the deputy chairman of Tiger Forest and Paper Co., Ltd. from April 2018 to September 2022, chairman of Power Metallurgy Research Centre of Central South University Company Limited since July 2020 (and secretary to CPC committee since September 2020), and chairman of Hunan Boyun New Materials Co., Ltd. since August 2020 (and secretary to CPC committee since November 2020). Mr. He was head of audit and legal department of Hunan Nonferrous Metals Holding Group Company Limited from July 2005 to September 2005, supervisor and head of human resources of Hunan Nonferrous Metals Corporation Limited from September 2005 to August 2006, and director, chairman and legal representative of Hunan Xingxiang Assets Operation Co., Ltd. from August 2019 to July 2020.

Mr. He graduated from the College of Finance and Statistics of Hunan University (formerly known as the Hunan University of Finance and Economics) in the PRC with a bachelor's degree in economics, and a master's degree in business administration from Changsha University of Science and Technology in the PRC.

As at the Latest Practicable Date, Mr. He had no interest in any Shares.

Mr. Zhang Wei (張維), aged 55, is the chairman of CoStone Asset Management Co., Ltd. He is also an independent director of Meizhou Hakka County Bank Co., Ltd., and director of Shenzhen Hanhai Yunxing Technology Co., Ltd. and Cluster Technology Co., Ltd. He was named as "2022 China Top 100 Investors" and "2021 China Top 100 Investors" by Zero2IPO, and "2021 China Best Private Equity Investor Top 20" and "2020 China Best Private Equity Investor Top 30" by ChinaVenture.

Mr. W Zhang received his master's degree in law from Nanjing University in the PRC, and an executive master of business administration (EMBA) degree from the Guanghua School of Management of Peking University in the PRC.

As at the Latest Practicable Date, Mr. W Zhang had no interest in any Shares.

LETTER FROM THE BOARD

Independent non-executive Directors

The Board has resolved to appoint Mr. CH Zhang, Mr. Huang, Mr. Wu and Ms. Huang as independent non-executive Directors of the seventh session of the Board, subject to approval from the Shareholders at the AGM.

Set out below are the biographies of Mr. CH Zhang, Mr. Huang, Mr. Wu and Ms. Huang.

Mr. Zhang Chenghu (張成虎), aged 65, is a holder of PhD in management, a second-level professor and a PhD supervisor at the School of Economics and Finance of Xi'an Jiaotong University in the PRC, an expert entitled to special government subsidy granted by the PRC State Council, a director of the Research Center for Financial Business Intelligence and Anti-Money Laundering of Xi'an Jiaotong University, and president of Xi'an Jiaotong University – Hithink RoyalFlush Fintech Research Institute. He has hosted two projects for the National Natural Science Foundation of China, one key project for the National Financial Informatization Research Project, one major project for the National Social Science Foundation, one key project for the National Social Science Foundation, and one planning project for the National Social Science Foundation. He has hosted more than 20 provincial and ministerial projects, including those for the PRC Ministry of Education, the China Banking Regulatory Commission and Shaanxi Province in the PRC. Mr. Zhang has received first, second and third prizes in provincial and ministerial teaching and scientific research on many occasions, published 10 academic publications, edited five textbooks, and published more than 150 academic papers.

Mr. CH Zhang graduated from Xi'an Jiaotong University with a PhD degree in business administration in 2003 and a master's degree in information from the Department of Banking and Financial Management of Shaanxi Institute of Finance and Economics in the PRC in 1989.

As at the Latest Practicable Date, Mr. CH Zhang had no interest in any Shares.

Mr. Houston Guobin Huang (黃國濱), aged 55, is currently a senior consultant at J.P. Morgan. He worked in China International Capital Corporation ("CICC") from 1999 to 2011, responsible for CICC's key clients and major project financing and investment banking business, and served as head of human resources committee, head of business development committee, head of European investment banking department and a member of the investment bank operation committee of CICC. He was head of the China Industrials Group for Goldman Sachs from 2011 to 2015. Mr. Huang joined J.P. Morgan in 2015, and served as chief executive officer of global investment banking for China of J.P. Morgan between 2015 and 2020, and as legal representative, chief executive officer and head of investment banking of J.P. Morgan Securities (China) Co., Ltd between 2020 and 2022. Mr. Huang was awarded the Shanghai Overseas Golden Talent in 2021 and is a member of the council of Tongji University in the PRC.

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Mr. Huang graduated from Tongji University with a bachelor's degree in engineering in 1991 and received a master's degree in business administration from the Management School of Lancaster University in the United Kingdom in 1997.

As at the Latest Practicable Date, Mr. Huang had no interest in any Shares.

Mr. Wu Baohai (吳寶海), aged 48, is a professor and PhD supervisor at the School of Mechanical Engineering of Northwestern Polytechnical University in the PRC, and the director of the Engineering Research Center of Advanced Manufacturing Technology of Aero-Engine. He has long been engaged in the research of computer-aided design and manufacturing, five-axis computer numerical control ("CNC") machining and intelligent manufacturing technology. He was engaged in postdoctoral research at the School of Mechanical Engineering of Northwestern Polytechnical University between 2005 and 2007, and has continued to teach thereafter. He has published more than 80 papers in domestic and international academic journals and international conferences, including more than 40 papers in science citation index (SCI) and more than 20 papers in engineering index (EI). Mr. Wu has also hosted or taken part as the key participant in more than 10 national projects, such as national major science and technology projects, Programme 973 and the National Natural Science Foundation of China, and more than 20 provincial and ministerial level cooperation projects and enterprise cooperation projects. Mr. Wu has hosted the development of designated programming systems for five-axis CNC machining, such as freeform centrifugal impellers, aero-engine blades and integral blisks, which are applied in numerous national key model projects. He received a second prize for scientific and technological progress awarded by the PRC State Administration of Science, Technology and Industry for National Defence and owns 16 national invention patents and 12 national software copyright registrations. Mr. Wu is currently an expert reviewer of the National Natural Science Foundation of China and the National Key Research and Development Program, and a reviewer of international journals such as Applied Mathematics and Computation, the International Journal of Advanced Manufacturing Technology and Advances in Engineering Software and renowned domestic journals, such as the Journal of Mechanical Engineering and the Journal of Aeronautics. He also serves as the director of the Professional Committee of Intelligent Manufacturing of Shaanxi Computer Society, the director of Shaanxi Industrial Engineering and Management Society, and member of the Professional Committee of Intelligent Manufacturing of Chinese Association of Artificial Intelligence.

Mr. Wu obtained a bachelor's degree, master's degree and doctoral degree in fluid machinery and engineering from Xi'an Jiaotong University in the PRC in 1997, 2000 and 2005, respectively.

As at the Latest Practicable Date, Mr. Wu had no interest in any Shares.

Ms. Huang Jun (黃璿), aged 47, is a PhD professor at Shanghai Jiaotong University in the PRC and a Chinese certified public accountant. She has been an independent director of Hunan New Wellful Co., Ltd. (SSE: 600975) since February 2020, of HNAC Technology Co., Ltd. (SZSE: 300490) since September 2020, and of DIALINE New Material Science &

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Technology Co., Ltd. (SZSE: 300700) since January 2020. She is also currently a professor and PhD supervisor at Hunan University in the PRC, a fellow member of the Accounting Society of China, a director of the Financial Cost Branch of the Accounting Society of China, a director of the Finance Society of Hunan Province, and an expert reviewer for senior professional titles in accounting industry of Hunan Province. She has been a lecturer and associate professor at Hunan University since 2006, and was a visiting scholar sponsored by China Scholarship Council at Durham University Business School in the United Kingdom.

Ms. Huang obtained a bachelor's degree in accounting and a master's degree in philosophy from Hunan University in 1999 and 2002, respectively. She also received a doctoral degree in management from Shanghai Jiaotong University in 2006.

As at the Latest Practicable Date, Ms. Huang had no interest in any Shares.

In proposing the above appointments, the Board considered recommendations from its nomination committee which identified suitable candidates based on, among others, their professional knowledge, experience, integrity, commitment and academic qualifications. The Board then considered the biographies of the candidates put forward, and assessed their independence against the factors set forth in Rule 3.13 of the Hong Kong Listing Rules. Taking into account their extensive knowledge and expertise in scientific research, business development and financial management (as applicable), the Board considers that the appointments of Mr. CH Zhang, Mr. Huang, Mr. Wu and Ms. Huang will bring considerable benefits to the Company as they are able to provide valuable insight and advice in different areas. The Board also believes that the varying academic background, age, professional knowledge and work experience of such individuals will allow them to bring new perspectives, fresh ideas and diversity to the Board. Further, the appointment of Ms. Huang will allow the Board to maintain female representation.

Subject to approval from the Shareholders at the AGM, the appointments of Dr. Zhan, Mr. He, Mr. W Zhang, Mr. CH Zhang, Mr. Huang, Mr. Wu and Ms. Huang will each be for a term of three years until the expiration of the seventh session of the Board, in accordance with the Company Law and the Articles.

Dr. Zhan, Mr. He and Mr. W Zhang will not be entitled to any emolument from the Company with respect to their office as Directors. Dr. Zhan is entitled to receive remuneration from the Company under the terms of his employment contract in accordance with the Company's employee remuneration policies, details of which are disclosed in the Company's annual reports. If elected at the AGM, each of Mr. CH Zhang, Mr. Huang, Mr. Wu and Ms. Huang will enter into a letter of appointment with the Company pursuant to which he/she will receive a director's fee of RMB150,000 per annum.

Save as disclosed, none of Dr. Zhan, Mr. He, Mr. W Zhang, Mr. CH Zhang, Mr. Huang, Mr. Wu and Ms. Huang (i) have held any other directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Latest Practicable Date, or any other major appointment and/or

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professional qualification; (ii) have any relationship with any Director, Supervisor or senior management of the Company or substantial or controlling Shareholder; or (iii) have any other interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Retirement of Directors

Mr. Zhao John Huan will retire as a non-executive Director at the conclusion of the AGM. Mr. Zhao Songzheng, Mr. Lai Kin Keung, Ms. Liu Guiliang and Mr. Yang Changbo will each retire as an independent non-executive Director at the conclusion of the AGM.

Each of the outgoing Directors has confirmed that he/she has no disagreement with the Board and there are no matters relating to his/her retirement that need to be brought to the attention of the Shareholders.

3. PROPOSED APPOINTMENT OF SUPERVISORS

As the term of office of the members of the sixth session of the Supervisory Board will soon expire, the following candidates have been nominated by certain Shareholders as members of the seventh session of the Supervisory Board:

The Company received a proposal from Hunan Xingxiang in relation to the nomination of Ms. Yan and a proposal from Yisheng LLP in relation to the nomination of Mr. Xiong, in each case as a non-employee representative Supervisor of the seventh session of the Supervisory Board. Ms. Yan's and Mr. Xiong's appointments are subject to approval from the Shareholders at the AGM.

Set out below are the biographies of Ms. Yan and Mr. Xiong.

Ms. Yan Mengyu (顏夢玉), aged 50, has been a member of the CPC committee and chief accountant of Hunan Xingxiang since July 2022. Ms. Yan received a bachelor's degree in business administration in accounting from Hunan University in the PRC. Ms. Yan served as assistant to general manager and also manager of financial management department of Huatian Hotel Group Co., Ltd. from May 2017 to April 2020, and chief of capital finance department and deputy chief accountant of Hunan Xingxiang from April 2020 to July 2022.

As at the Latest Practicable Date, Ms. Yan had no interest in any Shares.

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Mr. Xiong Yanming (熊焰明), aged 59, is currently a vice president at the Company. Mr. Xiong has been a senior engineer specialised in construction machinery recognised by the PRC Ministry of Construction since December 1999 and obtained the qualification certificate of senior professional manager of machinery enterprises conferred by China Machinery Enterprise Management Association in December 2004. He was previously an assistant engineer and engineer of the Research Institute from 1985 to 1998. Mr. Xiong was a member of the first session of the Supervisory Board from August 1999 to March 2001, deputy general manager of the Company from April 2001 to July 2002, an executive vice president of the Company from August 2002 to July 2006, and a member of the second session of the Board from September 2004 to July 2006. He has served as a vice president at the Company since August 2006 and as general manager of the engineering crane branch of the Company from August 2006 to June 2014. Mr. Xiong has received various awards, including Hunan Province Technology Innovation Advanced Individuals Award in 1999, Changsha City Advancement Award in Technological Development (Grade II) in 1999, Award of Succeeding Leader for Academics and Technology of Changsha City in 2007 and the Outstanding Leaders' Award in Hunan Province Quality Group Activity in 2009. He has also received the Outstanding Personage Award by the Dealers Committee of China Construction Machinery – DCCCM 10th Anniversary (Facilitating Advancement of the Dealers System) in 2013.

Mr. Xiong obtained a bachelor's degree in port machinery design and manufacturing from Wuhan Marine Engineering College (currently known as Wuhan University of Technology) in the PRC in 1985, and an executive master of business administration (EMBA) degree under the BiMBA project from Peking University in the PRC in 2007.

As at the Latest Practicable Date, Mr. Xiong was interested in 2,991,051 Shares. He will abstain from voting at the AGM on the proposed ordinary resolution relating to his appointment as a Supervisor.

Subject to approval from the Shareholders at the AGM, the appointments of Ms. Yan and Mr. Xiong as Supervisors will each be for a term of three years until the expiration of the seventh session of the Supervisory Board, in accordance with the Company Law and the Articles. Neither Ms. Yan nor Mr. Xiong will be entitled to any emolument from the Company with respect to their office as Supervisors.

Save as disclosed, none of Ms. Yan and Mr. Xiong (i) have held any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the Latest Practicable Date, or any other major appointment and/or professional qualification; (ii) have any relationship with any Director, Supervisor, senior management of the Company or substantial or controlling Shareholder; or (iii) have any other interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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Retirement of Supervisors

Mr. Wang Minghua and Mr. He Jianming each will retire as a Supervisor at the conclusion of the AGM, and has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders.

4. AGM AND NEW PROXY FORM

A supplemental notice of the AGM, which will be held as originally scheduled at Multi-function 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 14 to 16 of this supplemental circular.

Please refer to the Notice for details of the other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM and other relevant matters.

Since the proxy form for the AGM (the “**Old Proxy Form**”) sent together with the Notice does not contain the newly added resolutions to be approved at the AGM, as set out in this supplemental circular, a new proxy form for the AGM (the “**New Proxy Form**”) has been prepared and is enclosed with this supplemental circular.

You are requested to complete and return the New Proxy Form 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, Wanchai, Hong Kong in person or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof.

A holder of H Shares who has not yet lodged the Old Proxy Form with the Company’s H share registrar is requested to lodge the New Proxy Form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf. In this case, the Old Proxy Form should not be lodged with the Company’s H share registrar.

Holders of H Shares who have already lodged the Old Proxy Form with the Company’s H share registrar should note that:

- (i) **If the Old Proxy Form is lodged with the Company’s H share registrar, the Old Proxy Form will be treated as invalid.**

A holder of H Shares is requested to lodge the New Proxy Form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf.

LETTER FROM THE BOARD

- (ii) **If the New Proxy Form is lodged with the Company's H share registrar not later than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof, the New Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him or her. The New Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed.**
- (iii) **If the New Proxy Form is lodged with the Company's H share registrar less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof, the New Proxy Form will be invalid. However, it will revoke the Old Proxy Form previously lodged by the holder of H Shares, and any vote that may be cast by the purported proxy (whether appointed under the Old Proxy Form or the New Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, holders of H Shares are advised not to lodge the New Proxy Form less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof.**

If such holders of H Shares wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves. Holders of H Shares are reminded that completion and delivery of the Old Proxy Form and/or the New Proxy Form will not preclude holders of H Shares from attending and voting in person at the AGM or at any adjournment thereof should they so wish.

5. RECOMMENDATION

The Board considers that the new resolutions to be proposed at the AGM 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 the additional resolutions to be proposed at the AGM.

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

Changsha, the PRC, 6 June 2023

* *For identification purpose only*

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**AGM**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd.* (the “**Company**”) dated 25 May 2023 (the “**Notice**”) which sets out the time and venue of the AGM and contains details of the resolutions to be proposed at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN by the board (the “**Board**”) of directors (the “**Directors**”) of the Company that the AGM, which will be held as originally scheduled at Multi-function 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, will consider and, if thought fit, pass the resolutions set out in the Notice and the following resolutions:

ORDINARY RESOLUTIONS

23. (1) To consider and approve the appointment of Dr. Zhan Chunxin as an executive Director for a term until the expiration of the seventh session of the Board.
- (2) To consider and approve the appointment of Mr. He Liu as a non-executive Director for a term until the expiration of the seventh session of the Board.
- (3) To consider and approve the appointment of Mr. Zhang Wei as a non-executive Director for a term until the expiration of the seventh session of the Board.
24. (1) To consider and approve the appointment of Mr. Zhang Chenghu as an independent non-executive Director for a term until the expiration of the seventh session of the Board.
- (2) To consider and approve the appointment of Mr. Houston Guobin Huang as an independent non-executive Director for a term until the expiration of the seventh session of the Board.
- (3) To consider and approve the appointment of Mr. Wu Baohai as an independent non-executive Director for a term until the expiration of the seventh session of the Board.

SUPPLEMENTAL NOTICE OF AGM

- (4) To consider and approve the appointment of Ms. Huang Jun as an independent non-executive Director for a term until the expiration of the seventh session of the Board.
25. (1) To consider and approve the appointment of Ms. Yan Mengyu as a supervisor of the Company (“**Supervisor**”) for a term until the expiration of the seventh session of the supervisory board of the Company (the “**Supervisory Board**”).
- (2) To consider and approve the appointment of Mr. Xiong Yanming as a Supervisor for a term until the expiration of the seventh session of the Supervisory Board.

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

Changsha, the PRC, 6 June 2023

As at the date of this supplemental 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

SUPPLEMENTAL NOTICE OF AGM

Notes:

1. A new proxy form for the AGM is enclosed with the supplemental circular of the Company dated 6 June 2023.
2. Cumulative voting mechanism will be adopted with respect to resolutions numbered 23 through 25. A total of three non-independent Directors (comprising one executive Director and two non-executive Directors), four independent non-executive Directors and two non-employee representative Supervisors will be elected at the AGM. The number of votes that may be cast by a shareholder shall be the number of shares with voting rights held by him/her/it, multiplied by the number of candidates to be elected. The shareholder may allocate the number of votes held by him/her/it among several candidates as he/she/it desires (or may cast zero vote) up to the number of candidates to be elected, provided that the total number of votes cast shall not exceed the number of votes held by such shareholder.
3. Please refer to the Notice for details of the other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.