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Zoomlion Heavy Industry Science and Technology Co., Ltd.*
中联重科股份有限公司

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

(Stock Code: 1157)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN by the board (the “**Board**”) of directors (the “**Directors**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd.* (the “**Company**”) that the extraordinary general meeting of the Company (the “**EGM**”) will be held at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the People’s Republic of China (the “**PRC**”) at 2:30 p.m. on Wednesday, 2 August 2023 by way of physical meeting to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

1. To approve the proposed spin-off and separate listing by the Company of its non-wholly owned subsidiary, Hunan Zoomlion Intelligent Aerial Work Machinery Co., Ltd.* (“**Zoomlion Aerial Machinery**”), through a reorganisation with another non-wholly owned listed subsidiary, Shenzhen RoadRover Technology Co., Ltd.* (“**RoadRover Technology**”) (the “**Proposed Spin-off**”), and the entry into document(s) by the Company with Zoomlion Aerial Machinery and its other shareholders to effect the Proposed Spin-off.
2. To acknowledge and confirm compliance of the Proposed Spin-off with relevant laws, regulations and regulatory documents.
3. To approve the proposal for the Proposed Spin-off, details of which are set out in the Company’s announcement dated 5 February 2023 and circular dated 17 July 2023 (the “**Circular**”).
4. To approve the amended proposal for the Proposed Spin-off, details of which are set out in the Company’s announcement dated 10 July 2023 and the Circular.

5. To acknowledge and confirm compliance of the Proposed Spin-off with the Rules Governing the Spin-off of Listed Companies (for Trial Implementation)*.
6. To approve the Company's analysis on the background and objectives, commercial reasonableness, necessity and feasibility of the Proposed Spin-off.
7. To approve the Company's explanation of the completeness and compliance of performance of statutory procedures and the validity of legal documents submitted for the Proposed Spin-off.
8. To acknowledge and confirm the Proposed Spin-off is conducive to safeguarding the legitimate interests of the Company's shareholders and creditors.
9. To acknowledge and confirm the Company's ability to maintain independence and operation capability after the Proposed Spin-off.
10. To acknowledge and confirm a separate resolution to seek approval from the Company's shareholders is required if Zoomlion Aerial Machinery were to implement a share incentive scheme in favour of the Directors and senior management of the Company.
11. To acknowledge and confirm RoadRover Technology is able to maintain the requisite governance and operation ability after the Proposed Spin-off.
12. To authorise the Board and its authorised persons to deal with matters in connection with the Proposed Spin-off.

ORDINARY RESOLUTION

13. To approve the appointment of Mr. Wang Xianping as a non-executive Director.

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

Changsha, the PRC, 17 July 2023

As at the date of this notice, the executive Director is Dr. Zhan Chunxin; the non-executive Director is Mr. He Liu; and the independent non-executive Directors are Mr. Zhang Chenghu, Mr. Guobin Huang, Mr. Wu Baohai and Ms. Huang Jun.

* *For identification purpose only*

Notes:

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

The H share register of members of the Company will be closed for the purpose of determining entitlement of holders of H shares to attend and vote at the EGM, from Tuesday, 1 August 2023 to Wednesday, 2 August 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the EGM, holders of H shares should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 31 July 2023.

(2) Proxy

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

(3) Registration procedures for attending the EGM

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

(4) Voting by poll

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

(5) Miscellaneous

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