

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

ZOOMLION 中 聯 重 科

Zoomlion Heavy Industry Science and Technology Co., Ltd.*

中聯重科股份有限公司

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

(Stock Code: 1157)

(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

AND

**(3) APPOINTMENT OF MEMBER TO STRATEGY AND INVESTMENT
DECISION-MAKING COMMITTEE**

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Zoomlion Heavy Industry Science and Technology Co., Ltd.* (the “**Company**”) is pleased to announce that the Company’s extraordinary general meeting (the “**EGM**”) was held on Wednesday, 2 August 2023 at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the People’s Republic of China.

For details of the resolutions considered at the EGM, please refer to the Company’s notice of the EGM (the “**Notice**”) and circular (the “**Circular**”) each dated 17 July 2023. Unless otherwise specified, capitalised terms used below in this announcement have the same meaning as those defined in the Circular.

As at the date of this announcement, the total number of issued Shares is 8,677,992,236 Shares, comprising 1,581,964,548 H Shares and 7,096,027,688 A Shares. Dr. ZHAN Chunxin, Mr. HE Liu, Mr. ZHANG Chenghu, Mr. Guobin HUANG, Mr. WU Baohai and Ms. HUANG Jun attended the EGM.

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

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
1.	To approve the proposed spin-off and separate listing by the Company of Zoomlion Aerial Machinery through a reorganisation with 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.	860,998,358 (99.957242%)	268,200 (0.031137%)	100,100 (0.011621%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	To acknowledge and confirm compliance of the Proposed Spin-off with relevant laws, regulations and regulatory documents.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
3.	To approve the proposal for the Proposed Spin-off, details of which are set out in the February Announcement and the Circular.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
4.	To approve the amended proposal for the Proposed Spin-off, details of which are set out in the July Announcement and the Circular.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
5.	To acknowledge and confirm compliance of the Proposed Spin-off with the Spin-off Rules.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
6.	To approve the Company’s analysis on the background and objectives, commercial reasonableness, necessity and feasibility of the Proposed Spin-off.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
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.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
8.	To acknowledge and confirm the Proposed Spin-off is conducive to safeguarding the legitimate interests of the Company's shareholders and creditors.	860,992,358 (99.956546%)	268,300 (0.031148%)	106,000 (0.012306%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
9.	To acknowledge and confirm the Company's ability to maintain independence and operation capability after the Proposed Spin-off.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
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.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
11.	To acknowledge and confirm RoadRover Technology is able to maintain the requisite governance and operation ability after the Proposed Spin-off.	860,992,358 (99.956546%)	268,200 (0.031136%)	106,100 (0.012318%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
12.	To authorise the Board and its authorised persons to deal with matters in connection with the Proposed Spin-off.	860,921,358 (99.948303%)	268,300 (0.031148%)	177,000 (0.020549%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
Ordinary resolution		Number of valid votes (%)		
		For	Against	Abstained
13.	To approve the appointment of Mr. Wang Xianping as a non-executive Director.	3,016,062,028 (99.763583%)	7,039,574 (0.232851%)	107,800 (0.003566%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Hunan Xingxiang Investment Holding Group Co., Ltd.* (湖南興湘投資控股集團有限公司), Changsha Zoomlion and Yisheng Investment Partnership (LLP)* (長沙中聯和一盛投資合夥企業(有限合夥)), Zoomlion Heavy Industry Science and Technology Co., Ltd. – Phase I Employee Stock Ownership Plan* (中聯重科股份有限公司 – 第一期員工持股計劃), Urumqi Phoenix Equity Investment Management Limited Partnership – Ma’anshan Xuanyuan Cornerstone Equity Investment Partnership (LLP)* (烏魯木齊鳳凰基石股權投資管理有限合夥企業 – 馬鞍山煊遠基石股權投資合夥企業(有限合夥)), Urumqi Phoenix Equity Investment Management Limited Partnership – Phoenix Cornerstone Tongli Private Equity Investment Fund(烏魯木齊鳳凰基石股權投資管理有限合夥企業 – 鳳凰基石同力私募股權投資基金), Hunan Dice Hongbing Equity Investment Partnership (LLP)* (湖南迪策鴻泰投資合夥企業(有限合夥)), Good Excel Group Limited, Shanghai Hongsheng Zhiyuan Enterprise Management Partnership (LLP)* (上海鴻盛致遠企業管理合夥企業(有限合夥)), Cherry Sun (HK) Investment Management Limited, Fair Sun (Hong Kong) Holdings Limited and Hainan Rongyisheng Enterprise Management Partnership (LLP)* (海南融一盛企業管理合夥企業(有限合夥)) were interested in special resolutions numbered 1 through 12 and were required to (and did) abstain from voting. Such Shareholders were as at the date of this announcement interested in 2,875,088,470 Shares in aggregate. As such, the total number of Shares entitling the holders to attend and vote on (i) special resolutions numbered 1 through 12 was 5,802,903,766 Shares, and (ii) ordinary resolution numbered 13 was 8,677,992,236 Shares.

Save as disclosed, (i) there were no Shares entitling the holders to attend and abstain from voting in favour at the EGM pursuant to Rule 13.40 of the Hong Kong Listing Rules; (ii) no Shareholder was required under the Hong Kong Listing Rules to abstain from voting at the EGM; and (iii) no parties had stated their intention in the Circular to vote against any of the resolutions proposed at the EGM or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 3,023,209,402 Shares were present at the EGM. The holding of the EGM was in compliance with the requirements of the Company Law and the Articles. The EGM was chaired by Dr. Zhan Chunxin, chairman of the Board. In compliance with the requirements of the Hong Kong Listing Rules, Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, acted as scrutineer for the vote-taking at the EGM.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

As ordinary resolution numbered 13 was duly passed by the Shareholders at the EGM, Mr. Wang Xianping has been appointed as a non-executive Director with effect from the conclusion of the EGM. Please refer to the Circular for details of his biography and other information that is required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules.

APPOINTMENT OF MEMBER TO THE STRATEGY AND INVESTMENT DECISION-MAKING COMMITTEE OF THE BOARD

With effect from the conclusion of the EGM, Mr. Wang Xianping has been appointed as a member of the Board's strategy and investment decision-making committee.

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

Changsha, PRC, 2 August 2023

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

* *For identification purpose only*