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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 at 2:30 p.m. on Wednesday, 27 September 2023 by way of physical meeting to consider and, if thought fit, pass the following resolutions:

**ORDINARY RESOLUTIONS**

**1. Resolution on the adoption of stock ownership plan (phase II) (“Stock Ownership Plan (Phase II)”)**

**THAT** Stock Ownership Plan (Phase II) (the terms of which is set out in the circular of the Company dated 11 September 2023 (the “**Circular**”), with summary as below) be and is hereby approved and adopted:

- (a) purpose of and principles underlying Stock Ownership Plan (Phase II);
- (b) basis of determining the eligibility and scope of participants of Stock Ownership Plan (Phase II);
- (c) source of funding;
- (d) source and number of A shares to be held by Stock Ownership Plan (Phase II);
- (e) list of participants of Stock Ownership Plan (Phase II) and their respective entitlements;
- (f) purchase price and its basis of determination;
- (g) effective period, lock-up period and trading restrictions;

- (h) amendments to, termination of and other matters relating to management of Stock Ownership Plan (Phase II); and
- (i) management of Stock Ownership Plan (Phase II).

**2. Resolution on the adoption of the management rules of Stock Ownership Plan (Phase II)**

**THAT** the management rules of Stock Ownership Plan (Phase II) (a summary of which is set out in the appendix to the Circular) be and are hereby approved and adopted.

**3. Resolution on the authorisation to the Board to do all acts and things as they consider necessary, expedient or desirable in connection with the implementation and administration of Stock Ownership Plan (Phase II)**

**THAT** the Board be and is hereby authorised to do all acts and things as they consider necessary, expedient or desirable in connection with the implementation and administration of Stock Ownership Plan (Phase II), including but not limited to the following:

- (a) preparing, modifying and amending the terms of Stock Ownership Plan (Phase II);
- (b) implementing Stock Ownership Plan (Phase II) including, but not limited to, dealing with the establishment of Stock Ownership Plan (Phase II), the opening and cancellation of securities/capital accounts, non-trade transfer of A shares and the lock-up and unlocking of A shares;
- (c) approving changes to, extending the effective period of or early terminate Stock Ownership Plan (Phase II);
- (d) removing or replacing comparable companies against which performance targets applicable to Stock Ownership Plan (Phase II) are benchmarked, taking account of actual circumstances;
- (e) amending Stock Ownership Plan (Phase II) in accordance with the newly promulgated laws, regulations and policies, if there is any subsequent change to relevant laws, regulations and policies during the effective period after approval of Stock Ownership Plan (Phase II) by shareholders;
- (f) handling other matters necessary for the implementation of Stock Ownership Plan (Phase II), except any right expressly stipulated to be exercised by shareholders in a general meeting; and

- (g) further authorising the management committee to handle the aforementioned matters relating to Stock Ownership Plan (Phase II) to the extent permitted by applicable laws and the terms of the plan.

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

Changsha, the PRC, 11 September 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. Wang Xianping; 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 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 EGM, from Tuesday, 26 September 2023 to Thursday, 28 September 2023 (both days inclusive), during which period no transfer of H 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, 25 September 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.