



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)

NEW PROXY FORM FOR ANNUAL GENERAL MEETING

Number of H shares to which this new AGM proxy form relates ^(Note 1)	
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I/We^(Note 2): _____

address: _____

being the registered holder(s) of^(Note 3) _____ H share(s) of RMB1.00 each in the share capital of Zoomlion Heavy Industry Science and Technology Co., Ltd.* (the "Company") hereby appoint the **Chairman of the meeting** or^(Note 4) _____

of _____ (address)

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting ("AGM") 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 and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of AGM dated 25 May 2023 ("Notice") and the supplemental notice of AGM dated 6 June 2023 ("Supplemental Notice"), and, if no such indications is given, as my/our proxy thinks fit^(Note 5).

Note: Holders of H shares should read the contents of the relevant resolutions contained in the Notice and the Supplemental Notice carefully before exercising your vote on the below resolutions.

	Ordinary resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the report of the board (the "Board") of directors (the "Directors") for the year 2022.			
2.	To consider and approve the report of the Company's supervisory board (the "Supervisory Board") for the year 2022.			
3.	To consider and approve the report of the Company's settlement accounts for the year 2022.			
4.	To consider and approve the full text and the summary of the annual report of the Company's A shares for the year 2022.			
5.	To consider and approve the annual report of the Company's H shares for the year 2022.			
6.	To consider and approve the Company's profit distribution plan for the year 2022, and to approve the declaration and distribution of a final dividend in the amount of RMB0.32 per share (inclusive of tax).			
7.	To consider and approve the reappointment of the Company's auditors for the year 2023.			
	(1) To consider and approve the reappointment of KPMG Huazhen Certified Public Accountants (Special General Partnership) as the Company's domestic auditor and internal control auditor for the year ending 31 December 2023.			
	(2) To consider and approve the reappointment of KPMG as the Company's international auditor for the year ending 31 December 2023.			
	(3) To authorise the audit committee of the Board to determine the principles of fixing the respective remunerations of the Company's domestic and international auditors and to authorise the Company's management to determine the actual remuneration payable to the Company's domestic and international auditors based on the agreed principles.			
8.	To consider and approve the application by the Company to relevant financial institutions for general credit facilities and financing with a total credit limit up to RMB150 billion and to authorise the chairman of the Board and his authorised persons to execute on behalf of the Company the facility contracts and other relevant finance documents with relevant financial institutions, and to allocate the credit limit available to the Company to its subsidiaries for their respective uses.			
9.	To consider and approve Zoomlion Heavy Industry Science and Technology Anhui Industrial Vehicles Co. Ltd.* ("Zoomlion Industrial Vehicles"), a subsidiary of the Company, to engage in business with its distributors supported by financial institutions through banker's acceptance secured by goods and to provide external guarantees with a limit of up to RMB30 million for a maximum term of six months, and to authorise the management of Zoomlion Industrial Vehicles to execute on behalf of Zoomlion Industrial Vehicles the relevant cooperation agreements in respect of such business.			
10.	To consider and approve Zoomlion Agricultural Machinery Co., Ltd.* ("Zoomlion Agricultural Machinery"), a subsidiary of the Company, to engage in financial business with relevant financial institutions and downstream customers and to provide external guarantees with a limit of up to RMB800 million, and to authorise the management of Zoomlion Agricultural Machinery to execute on behalf of Zoomlion Agricultural Machinery the relevant cooperation agreements in respect of such business.			
11.	To consider and approve the provision of guarantees up to a maximum aggregate amount of RMB20.9 billion by the Company in favour of 43 subsidiaries, and to authorise the Board or any person authorised by the Board to adjust the available guarantee amount between the guaranteed parties.			
12.	To consider and approve the carrying out of low risk investments and financial management by the Company up to a maximum amount of RMB12 billion, and to authorise the chairman of the Board to make all investment decisions (subject to the aforesaid limit) and to execute relevant contracts and agreements.			
13.	To consider and approve the Company's investment in financial derivatives with a principal amount of not more than RMB9 billion, and to authorise the chairman of the Board and his authorised persons to make all investment decisions (subject to the aforesaid limit) and to execute relevant contracts and agreements.			
14.	To consider and approve the authorisation to Hunan Zhicheng Financing and Guarantee Co., Ltd.* a subsidiary of the Company, to engage in the financing guarantee business up to a maximum outstanding balance of RMB1 billion.			
15.	To consider and approve the authorisation to Hunan Zoomlion Intelligent Aerial Work Machinery Co., Ltd.* ("Zoomlion Aerial Machinery"), a subsidiary of the Company, to provide external guarantees with a limit of up to RMB5 billion for customers for the purpose of financial business, and to authorise the management of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the relevant cooperation agreements in respect of such business.			
16.	To consider and approve the application by Zoomlion Aerial Machinery to relevant financial institutions for general credit facilities and financing with a total credit limit up to RMB20 billion and to authorise the chairman of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the facility contracts and other relevant finance documents with relevant financial institutions.			
17.	To consider and approve the authorisation to Zoomlion Aerial Machinery to provide external guarantees with a limit of up to RMB1 billion for equipment leasing customers, and to authorise the management of Zoomlion Aerial Machinery to execute on behalf of Zoomlion Aerial Machinery the relevant cooperation agreements in respect of such business.			

Special resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
18.	To consider and approve the continuing development by the Company of its mortgage-funded, finance leasing, business factoring and buyer's credit businesses and to provide buy-back guarantees for such businesses of up to a maximum amount of RMB47 billion.			
19.	To consider and approve the authorisation to the chairman of the Board or his authorised persons to determine, at his sole discretion, matters in connection with (a) the registration of debt financing instrument under the registration for the "centralised registration for issue of debt financing instrument ("DFT") of the National Association of Financial Market Institutional Investors ("NAFMII") and (b) the issue of debt securities under the above DFI within the limit approved by the NAFMII.*			
20.	To consider and approve the authorisation to the chairman of the Board or his authorised persons to deal with, at his sole discretion, matters in connection with the issue of super short-term commercial paper of not more than RMB12 billion in aggregate.*			
21.	To consider and approve the authorisation to the chairman of the Board or his authorised persons to determine and deal with, at his sole discretion, matters in connection with the issue by the Company of medium-term notes with a principal amount of not more than RMB5 billion in aggregate.*			
22.	To grant a general mandate to the directors of the Company to repurchase H shares in the capital of the Company not exceeding 10% of the number of issued H shares of the Company as at the date of passing of this resolution.*			
Ordinary resolutions		Cumulative voting ^(Note 6)		
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.			
	(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.			
	(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.			

* The full text of the resolution is set out in the Notice.

Date: _____ 2023 Signature of shareholder^(Note 7): _____

Notes:

- Please insert the number of H shares registered in your name(s) to which this new AGM proxy form relates. This new AGM proxy form will be deemed to relate to such number of shares inserted. If no number is inserted, this new AGM proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or in English) and address(es) as shown in the register of members of the Company in **block letters**.
- Please insert the number of shares registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, delete the words "**the Chairman of the Meeting** or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. The appointed proxy need not be a shareholder of the Company, provided that the proxy shall attend the AGM in person on behalf of the shareholder. In the event that a shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights by poll. **Any alteration made to this new AGM proxy form must be duly initiated by the person who signs it.**
- Important:** if you wish to vote for any resolution, please tick in the box marked "For". If you wish to vote against any resolution, please tick in the box marked "Against". If you wish to abstain for vote, please tick in the box marked "Abstain". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this new AGM proxy form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice. You should give your direction as any one of the following: "For", "Against" or "Abstained". Any vote which is not filled or filled wrongly or with unrecognisable writing or not casted will be deemed as having been waived by you, and the corresponding vote will be counted as "Abstained".
- 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. Please fill in your votes in accordance with the following instructions:
 - In respect of resolutions numbered 23(1) through (3), each share held by you shall carry voting rights equal to the number of non-independent Directors to be elected, i.e. three. For example, if you hold 100 H shares, and the total number of non-independent Directors to be elected is three, the total number of votes which may be cast under resolutions numbered 23(1) through (3) will be 300 (i.e. 100 votes x 3 = 300 votes).
 - The total number of votes cast by you should be limited to the votes represented by each H share held by you equivalent to the number of candidates to be elected. You may give all your votes to one particular candidate, or certain number of votes to certain candidates. Please fill in the number of votes to each candidate.
 - After you cast all the votes represented by each H share carrying the votes equivalent to the number of candidates to be elected on certain candidates, you shall not have voting rights on other candidates.
 - Please note that where the number of votes exercised for several candidates collectively is greater than the total number of votes represented by all H shares held by you, such voting shall be deemed as invalid, and you shall be regarded as having abstained from voting. Where the number of votes exercised for one or several candidates collectively is less than the total number of votes represented by all H shares held by you, such voting shall be valid, and you shall be deemed to abstain from voting as for the difference in voting rights not exercised.
 - The same voting arrangement applies to resolutions numbered 24 and 25.
- This new AGM proxy form must be signed by you or your attorney duly authorised in writing or, in the case of the holder of H shares being a legal entity, must either be executed under seal or under the hand of a director or an attorney duly authorised to sign the same. If this new AGM proxy form is signed by an attorney duly authorised in writing by the holder of H shares, the power of attorney or other authorisation document under which it is signed must be notarised.
- To be valid, this new AGM proxy form together with the power of attorney or other authorisation document (if any) 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, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the AGM.
- In the case of joint holders of any H share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such share shall be accepted.
- IMPORTANT:** 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 proxies 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.
- IMPORTANT:** For holders of H shares who have already lodged the old proxy form with the Company's H share registrar should note that:
 - 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 proxies to attend the AGM on his or her behalf.
 - 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.
 - 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 holders 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.
- Identification documents must be shown by holder(s) of H share(s) or proxies to attend the AGM.

* For identification purpose only