



# 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)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

|   |  |
|---|--|
| Number of H shares to which this proxy form relates <sup>(Note 1)</sup> |  |
|---|--|

I/We<sup>(Note 2)</sup>: \_\_\_\_\_

address: \_\_\_\_\_

being the registered holder(s) of<sup>(Note 3)</sup> \_\_\_\_\_ 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<sup>(Note 4)</sup> \_\_\_\_\_ of \_\_\_\_\_ (address)

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting ("EGM") 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 Wednesday, 2 August 2023 and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of EGM ("Notice") and, if no such indications is given, as my/our proxy thinks fit<sup>(Note 5)</sup>.

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

|     | Special resolutions   | For <sup>(Note 5)</sup> | Against <sup>(Note 5)</sup> | Abstain <sup>(Note 5)</sup> |
|-----|---|-------------------------|-----------------------------|-----------------------------|
| 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   | For <sup>(Note 5)</sup> | Against <sup>(Note 5)</sup> | Abstain <sup>(Note 5)</sup> |
| 13. | To approve the appointment of Mr. Wang Xianping as a non-executive Director.  |                         |                             |                             |

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

Date: \_\_\_\_\_ 2023 Signature of shareholder<sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Please insert the number of H shares registered in your name(s) to which this proxy form relates. This proxy form will be deemed to relate to such number of shares inserted. If no number is inserted, this 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 EGM 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 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 proxy form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM 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".
- This 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 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 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, Wan Chai, Hong Kong not less than 24 hours before the time fixed for holding the EGM.
- 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.
- Identification documents must be shown by holder(s) of H share(s) or proxies to attend the EGM.

\* For identification purpose only