ZOOMLION HEAVY INDUSTRY SCIENCE AND TECHNOLOGY CO., LTD.* NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS TERMS OF REFERENCE

CHAPTER 1 GENERAL

Article 1 Zoomlion Heavy Industry Science and Technology Co., Ltd. (the "Company") has established the nomination committee of the board of directors and formulated these terms of reference in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Articles of Association, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other applicable laws, regulations and regulatory documents to cater for the needs of development, optimise the constitution of the board of directors and improve the corporate governance of the Company.

The Company will from time to time amend these terms of reference in accordance with the modifications of the relevant laws, regulations and regulatory documents as well as the Articles of Association. In the event that the provisions under these terms of reference conflict with the relevant laws, regulations and regulatory documents as well as the Articles of Association, the latter shall prevail.

Article 2 The nomination committee of the board of directors is a special committee established by the board of directors, which is mainly responsible for proposing candidates and making recommendations on the selection criteria and procedures for the office of directors and senior management of the Company.

CHAPTER 2 COMPOSITION

Article 3 The nomination committee shall comprise three to five directors, a majority of whom shall be independent non-executive directors. The Company shall appoint at least one director of a different gender to the nomination committee.

Article 4 The members of the nomination committee shall be nominated by the chairman of the board of directors, more than half of the independent non-executive directors or one-third of all directors, and shall be elected by the board of directors.

Article 5 The nomination committee shall have a chairman (convener), who shall be an independent non-executive director and shall be in charge of the work of the committee. The chairman of the committee shall be elected from the members and the election result shall be reported to the board of directors for approval.

Article 6 The term of office of the nomination committee shall be the same as that of the board of directors. A member of the nomination committee may serve consecutive terms if re-elected upon the expiration of his term. If any member resigns from the position of director of the Company during his term of office, he shall *ipso facto* cease to hold the position of committee member. The vacancy shall be filled by the committee in accordance with Articles 3 to 5 above.

* *For identification purpose only*

CHAPTER 3 DUTIES AND AUTHORITY

Article 7 The major duties and authority of the nomination committee are:

(1) making recommendations to the board of directors on the size and composition of the board of directors based on the operations, assets size and shareholding structure of the Company;

(2) reviewing the structure, size and composition (including skills, knowledge and experience) of the board of directors and senior management at least once a year, assisting the board of directors in maintaining a board skills matrix and making recommendations regarding any proposed change to the board of directors in accordance with the corporate strategy of the Company;

(3) assessing the independence of independent non-executive directors;

(4) identifying qualified candidates for the offices of directors or senior management extensively and selecting or making recommendations to the board of directors on the selection of candidates to be nominated for the offices of directors or senior management;

(5) evaluating candidates for directorships and making recommendations to the board of directors;

(6) evaluating candidates for other senior management positions which are subject to approval by the board of directors, and making recommendations to the board of directors;

(7) making recommendations to the board of directors on the appointment or re-appointment of directors and senior management and succession planning for directors or senior management, in particular the chairman of the board of directors and chief executive officer;

(8) supporting the Company's regular evaluation of the performance of the board of directors; and

(9) dealing with other matters conferred by the board of directors.

Article 8 The nomination committee shall be accountable to the board of directors. The committee shall submit proposals to the board of directors for consideration and decisions. The controlling shareholders shall respect the proposals made by the nomination committee, and may not propose substitute candidate for directors or senior management without sufficient reasons or reliable evidence.

CHAPTER 4 PROCEDURES OF DECISION-MAKING

Article 9 The nomination committee shall review the selection criteria, selection procedures and terms of office of the directors and senior management of the Company according to the actual situation of the Company in compliance with the relevant laws and regulations and the Articles of Association and pass the relevant resolutions, which shall be filed and submitted to the board of directors for approval and implementation.

Article 10 The procedures for selecting directors and senior management are as follows:

(1) the nomination committee shall actively communicate with the relevant departments of the Company, consider the requirements of the Company for new directors and senior management and prepare written reports;

(2) the nomination committee may identify candidates for the office of directors and senior management positions among the staff of the Company, its holding (or non wholly-owned) enterprises and in the human resources market extensively;

(3) the nomination committee shall collect information, including the occupation, academic qualifications, titles, detailed work history and all part-time positions of the long-listed candidates and prepare written reports;

(4) the nomination committee shall obtain consent from the nominees regarding the nomination, or they shall not be listed as candidates for the office of directors or senior management;

(5) the nomination committee shall convene a committee meeting to review the qualifications of the long-listed candidates based on the appointment criteria of directors or senior management;

(6) the nomination committee shall submit to the board of directors its proposals and the relevant information of the candidates for the office of directors and new senior management one to two months prior to the election of new directors and engagement of new senior management; and

(7) the nomination committee shall carry out other follow-up works in accordance with the decision and feedback of the board of directors.

CHAPTER 5 RULES OF PROCEEDINGS

Article 11 For the purpose of a meeting convened by the nomination committee, a notice shall be given to all members five days prior to the meetings. The chairman (or in his absence, a member who is an independent non-executive director designated by the chairman) shall chair the meetings.

Article 12 The quorum of the meetings of nomination committee shall be more than two thirds of the members. Each member shall be entitled to one vote. A resolution shall be passed by a simple majority of all members.

Article 13 A member of the nomination committee who appoints another member to attend and exercise the voting rights at the meeting on his behalf shall submit the power of attorney to the chairman of the meeting no later than the voting at the meeting.

Article 14 Voting at the meetings of nomination committee shall be conducted by a show of hands or by a poll. Ad-hoc meetings may be convened at a physical venue or in a form of written resolutions.

Article 15 The nomination committee may invite directors, supervisors and other senior management of the Company to attend the meetings when necessary.

Article 16 If necessary, the nomination committee may engage intermediaries to provide professional advice on its decisions, and the reasonable costs so incurred shall be borne by the Company.

Article 17 The procedures for convening a meeting, the method of voting and the resolutions passed at the meetings of the nomination committee must comply with the provisions of the relevant laws and regulations, the Articles of Association and these terms of reference.

Article 18 The nomination committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings, which shall be kept by the secretary to the board of directors of the Company.

Article 19 The resolutions passed and the results of voting at the meetings of the nomination committee shall be reported in writing to the board of directors of the Company.

Article 20 Members present at the meeting shall have obligation to keep all matters discussed in such meeting confidential, and shall not disclose the relevant information without authorisation unless otherwise required by the relevant laws and regulations and/or regulatory authorities.

CHAPTER 6 MISCELLANEOUS

Article 21 These terms of reference have been considered and approved at the first extraordinary meeting of 2025 of the seventh session of the board of directors of the Company, and shall be implemented on the date when the relevant resolution is passed by the board of directors.

Article 22 Any matters not covered by these terms of reference shall be implemented in accordance with the provisions of the relevant laws and regulations of the PRC and the Articles of Association. If these terms of reference contravene any future laws and regulations promulgated by the PRC government or the Articles of Association as amended under legal procedures, the Hong Kong Listing Rules and the Code of Corporate Governance for Listed Companies, then the provisions of the relevant laws and regulations of the PRC, the Articles of Association, the Hong Kong Listing Rules and the Code of Corporate Governance for Listed Companies shall prevail, and these terms of reference shall be amended immediately and submitted to the board of directors for review and approval.

Article 23 The rights to amend and interpret these terms of reference shall be vested in the board of directors of the Company.

Note: These terms of reference were originally drafted in Chinese and the English translation is for your reference only. In case of any inconsistencies between the Chinese and the English version, the Chinese version shall prevail.