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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)

POLL RESULTS OF ANNUAL GENERAL MEETING

POLL RESULTS OF THE AGM

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 annual general meeting (the “**AGM**”) was held on Thursday, 26 June 2025 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 AGM, please refer to the Company’s notice of the AGM (the “**Notice**”) and circular (the “**Circular**”) each dated 4 June 2025. 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 8,648,535,236 Shares, comprising 1,552,507,548 H Shares and 7,096,027,688 A Shares. Dr. ZHAN Chunxin, Mr. HE Liu, Mr. WANG Xianping, Mr. ZHANG Chenghu, Mr. Guobin HUANG, Mr. WU Baohai and Ms. HUANG Jun attended the AGM.

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

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve the report of the Board for the year 2024.	3,057,668,168 (98.841776%)	6,262,736 (0.202448%)	29,566,900 (0.955776%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the report of the Company’s supervisory board for the year 2024.	3,055,358,729 (98.767121%)	8,408,475 (0.271811%)	29,730,600 (0.961067%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
3.	To consider and approve the report of the Company's settlement accounts for the year 2024.	3,042,331,129 (98.345993%)	21,441,475 (0.693114%)	29,725,200 (0.960893%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the full text and the summary of the annual report of the A Shares for the year 2024.	3,055,202,229 (98.762062%)	8,558,475 (0.276660%)	29,737,100 (0.961278%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the annual report of the H Shares for the year 2024.	3,054,936,129 (98.753460%)	8,558,575 (0.276663%)	30,003,100 (0.969876%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and approve the Company's profit distribution plan for the year 2024, and to approve the declaration and distribution of a final dividend in the amount of RMB0.30 per share (inclusive of tax).	3,062,467,904 (98.996932%)	1,949,000 (0.063003%)	29,080,900 (0.940065%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the reappointment of the Company's auditors for the year 2025.			
	(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 2025.	2,989,107,335 (96.625488%)	2,570,900 (0.083107%)	101,819,569 (3.291406%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
	(2) To consider and approve the reappointment of KPMG as the Company's international auditor for the year ending 31 December 2025.	2,986,935,570 (96.555283%)	4,744,665 (0.153375%)	101,817,569 (3.291341%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
	(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.	2,986,639,670 (96.545718%)	5,006,865 (0.161851%)	101,851,269 (3.292431%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
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 RMB200 billion and to authorise the chairman of the Board and his authorised persons to execute on behalf of the Company and its subsidiaries 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.	2,820,538,168 (91.176343%)	243,706,636 (7.878028%)	29,253,000 (0.945629%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.	To consider and approve 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 RMB50 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.	3,054,753,021 (98.747541%)	9,464,583 (0.305951%)	29,280,200 (0.946508%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
10.	To consider and approve 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 RMB1 billion, 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.	3,054,250,921 (98.731310%)	9,977,983 (0.322547%)	29,268,900 (0.946143%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11.	To consider and approve the provision of guarantees up to a maximum aggregate amount of RMB33.4 billion by the Company in favour of 46 subsidiaries, and to authorise the Board or any person authorised by the Board to adjust the available guarantee amount between the guaranteed parties subject to the satisfaction of the conditions set out in the Circular.	2,690,133,093 (86.960886%)	374,050,111 (12.091494%)	29,314,600 (0.947620%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
12.	To consider and approve the carrying out of low risk investments and financial management by the Company up to a maximum amount of RMB8 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.	2,889,638,917 (93.410085%)	174,580,287 (5.643459%)	29,278,600 (0.946456%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
13.	To consider and approve the Company's investment in financial derivatives with a principal amount of not more than RMB13 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.	3,061,795,304 (98.975189%)	2,446,800 (0.079095%)	29,255,700 (0.945716%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
14.	To consider and approve the authorisation to Hunan Zoomlion Aerial Machinery, a subsidiary of the Company, to provide external guarantees with a limit of up to RMB1 billion for equipment leasing customers (each guarantee being subject to a term as agreed between Zoomlion Aerial Machinery and the relevant equipment leasing company), 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.	3,054,434,521 (98.737245%)	9,690,083 (0.313240%)	29,373,200 (0.949514%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
15.	To consider and approve the authorisation to Zoomlion Aerial Machinery to provide external guarantees with a limit of up to RMB5 billion for customers for the purpose of financial business (each guarantee being subject to the same term as applicable to the corresponding business facility), 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.	3,054,184,121 (98.729151%)	9,975,383 (0.322463%)	29,338,300 (0.948386%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of valid votes (%)		
		For	Against	Abstained
16.	(a) To consider and approve Zoomlion Finance and Leasing (China), as original owner, to initiate the establishment of an asset-backed security plan of not more than RMB4 billion on a stock exchange in the PRC; to approve Zoomlion Finance and Leasing (China) to undertake the obligations to top up payment shortfall(s) under the asset-backed security plan; and to approve the Company to provide a guarantee in favour of Zoomlion Finance and Leasing (China) for undertaking such top-up obligations. (b) To consider and approve Zoomlion Finance and Leasing (China), as issuer, to issue credit bonds of not more than RMB1 billion, including but not limited to the issue of corporate bonds on a stock exchange in the PRC or the issue of (super) short-term commercial papers or medium-term notes in the interbank market; and to approve the Company to provide a full and irrevocable joint and several liability guarantee in favour of Zoomlion Finance and Leasing (China) for issuing credit bonds of not more than RMB1 billion. (c) To authorise the chairman of the Board or his authorised persons to determine and deal with, at his/their sole discretion, matters in connection with the issue of asset-backed securities and credit bonds under the proposed issuances above, including but not limited to determining the place and timing of issue; form of issue; issue structure; offer size; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.	3,023,024,342 (97.721884%)	41,204,762 (1.331980%)	29,268,700 (0.946136%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
17.	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 RMB42 billion.	2,926,959,512 (94.616505%)	137,211,992 (4.435497%)	29,326,300 (0.947998%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
18.	To authorise the chairman of the Board or his authorised persons to determine and deal with, at his/their sole discretion, matters in connection with the issue of super short-term commercial paper of not more than RMB12 billion in aggregate, including but not limited to determining the timing of the issue; form of issue; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.	3,054,493,121 (98.739140%)	9,624,883 (0.311133%)	29,379,800 (0.949728%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
19.	To authorise the chairman of the Board or his authorised persons to determine and deal with, at his/their sole discretion, matters in connection with the issue of medium-term notes of not more than RMB5 billion in aggregate for financing, including but not limited to determining the timing of the issue; form of issue; lead underwriter; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, certified public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.	3,054,447,321 (98.737659%)	9,606,083 (0.310525%)	29,444,400 (0.951816%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
20.	To authorise the chairman of the Board or his authorised persons to determine and deal with, at his/their sole discretion, matters arising in the course of issue, establishment and subsistence of asset-backed securities of not more than RMB10 billion in aggregate, including but not limited to determining the place and timing of issue; form of issue; structure of transaction; size of issue; tranches of issue; interest rate; actual use of proceeds; detailed arrangement regarding the subscription for subordinated notes; signing necessary documents if required; appointing relevant intermediaries such as underwriters, credit rating agencies, public accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.	3,022,906,342 (97.718070%)	41,223,362 (1.332581%)	29,368,100 (0.949349%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
21.	To consider and approve the authorisation to the chairman of the Board or his authorised persons to determine, at his/their sole discretion, matters in connection with: (a) the registration of debt financing instrument under the registration for DFI, including but not limited to signing necessary documents if required; appointing intermediaries such as registration agencies, credit rating agencies, accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required; and (b) the issue of debt securities under the above DFI within the limit approved by the NAFMII, including but not limited to determining the timing of the issue; form of issue; underwriter; size of issue; tranches of issue; interest rate; actual use of proceeds; signing necessary documents if required; appointing intermediaries such as underwriters, credit rating agencies, accounting firms and law firms; and completing necessary formalities and taking such other relevant actions as required.	2,839,934,028 (91.803331%)	224,175,376 (7.246663%)	29,388,400 (0.950006%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Pursuant to Rule 17.05A of the Hong Kong Listing Rules, 254,374,060 locked (and unvested) A Shares held for the benefit of the Company's core management and key employees pursuant to its stock ownership plan (phase II) were abstained and not voted on at the AGM. As such, the total number of Shares entitling the holders to attend and vote at the AGM was 8,394,161,176 Shares.

Save as disclosed, (i) there were no Shares entitling the holders to attend and abstain from voting in favour at the AGM 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 AGM; and (iii) no parties had stated their intention in the Circular to vote against any of the resolutions proposed at the AGM or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 3,093,497,804 Shares were present at the AGM. The holding of the AGM was in compliance with the requirements of the PRC Company Law and the Articles. The AGM 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 AGM.

DIVIDEND

As ordinary resolution numbered 6 was duly passed by the Shareholders at the AGM, the Company will distribute a final dividend of RMB0.30 (inclusive of tax) per Share. Such dividend payable to the holders of H Shares will be paid in Hong Kong dollars (“**HKD**” or “**HK\$**”) by the Company and the relevant exchange rate between RMB and HKD shall be calculated with reference to the average middle exchange rates of HKD as announced by The People's Bank of China for the five business days prior to the date of AGM (RMB0.9133 equivalent to HKD1.00). Based on this exchange rate, the final dividend payment per H Share in HKD is HK\$0.3285. The final dividend is expected to be paid by Friday, 25 July 2025 to the holders of H Shares whose names appear on the Company's H share register of members at the close of business on Tuesday, 8 July 2025.

In relation to the payment of dividends to holders of H Shares, the Company will process income tax payable on dividends and profit distributions in accordance with relevant taxation laws and regulations of the PRC. The details are as follow:

- (1) in connection with overseas non-resident corporate H shareholders, a 10% enterprise income tax to be withheld and paid on behalf of such shareholders by the Company shall apply in accordance with relevant provisions of the “Notice of the State Administration of Taxation on issues concerning the withholding and payment of enterprise income tax on dividends paid by Chinese resident enterprises to overseas non-resident corporate H shareholders” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外 H 股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897 號)). Upon receipt of the dividend, overseas non-resident corporate holders of H Shares may apply, either directly or through the Company, for entitlements to preferential treatments under relevant agreements by furnishing evidence of their status as beneficial owners in compliance with provisions under relevant taxation agreements (arrangements);

- (2) in connection with overseas non-resident individual holders of H Shares, in accordance with pertinent provisions of the “Notice on the collection and administration of personal income tax after the repeal of Document Guo Shui Fa [1993] No. 045” (Guo Shui Han [2011] No. 348) (《關於國稅發[1993]045 號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348 號)), (1) non-resident individual holders of H Shares being residents of Hong Kong or Macau, or residents for tax purposes of other countries which have entered into taxation agreements with China with a dividend tax rate lower than or equivalent to 10% shall be subject to a 10% personal income tax to be withheld and paid on behalf of such shareholders by the Company, provided that if the dividend tax rate stipulated under the relevant taxation agreement is below 10%, the Company may apply on behalf of the shareholder for entitlements to preferential treatments under such agreement in accordance with the “Announcement of the State Administration of Taxation on the promulgation of the “Administrative Measures on Non-resident Taxpayers’ Entitlements to Treatments Under Taxation Agreements” (SAT Announcement 2019 No. 35) (《國家稅務總局關於發佈的公告》(國家稅務總局公告 2019 年第 35 號)); (2) if the dividend tax rate stipulated under the taxation agreement is higher than 10% but lower than 20%, personal income tax shall be withheld and paid on behalf of the shareholders by the Company at the effective tax rate; (3) in the absence of any applicable taxation agreements and otherwise, personal income tax shall be withheld and paid on behalf of the shareholders by the Company at a 20% tax rate; and
- (3) in connection with dividends and profit distributions obtained by PRC investors (including individuals and corporates) from investments in H Shares through Shenzhen Connect, a personal income tax shall be withheld and paid on behalf of investors by the Company in respect of dividends and profit distributions received by individual PRC investors and PRC securities investment funds from their investments in H Shares via Southbound Trading at a 20% tax rate. No enterprise income tax shall be withheld and paid on behalf of corporate PRC investors by the Company in respect of dividends and profit distributions received by such corporate PRC investors from their investments in H Shares via Southbound Trading, and corporate PRC investors shall process their own tax returns and payments directly, in accordance with the “Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program” (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127 號)) and “Notice on Tax Policies for Shanghai-Hong Kong Stock Connect Pilot Program” (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81 號)).

The Company assumes no responsibility and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any dispute over the mechanism of withholding. Shareholders are recommended to consult their taxation advisers regarding their holding and disposing of H Shares for the PRC, Hong Kong and other tax effects involved.

The Company will appoint Bank of China (Hong Kong) Trustees Ltd. as payment agent in Hong Kong who will pay the final dividend net of the applicable tax to the holders of H Shares by Friday, 25 July 2025. Relevant cheques will be despatched on or before that day to holders of H Shares entitled to receive the final dividend by ordinary post and at their own risk.

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

Changsha, PRC, 26 June 2025

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. Guobin Huang, Mr. Wu Baohai and Ms. Huang Jun.

** For identification purpose only*