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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 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 Multifunction Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the People's Republic of China (the **“PRC”**) at 2:30 p.m. on Thursday, 11 December 2025 by way of physical meeting. Details of the EGM are as follows:

ORDINARY RESOLUTIONS

1. To consider and approve the profit distribution plan of the Company for the six months ended 30 June 2025, and to approve the declaration and distribution of an interim dividend in the amount of RMB0.20 per share (inclusive of tax).
2. To consider and approve the proposed adoption of the amended related party transaction decision-making rules, as set out in appendix I to the Company's circular dated 25 November 2025 (the **“Circular”**).

SPECIAL RESOLUTIONS

3. To consider and approve the proposed amendments to the Company's articles of association (the **“Articles”**), as set out in appendix II to the Circular, and to grant authorisation to the chairman of the Board and his authorised person(s) to handle the relevant formalities for filing changes to the Articles with the competent industrial and commercial registration authority, and authorise the chairman of the Board and his authorised person(s) to make necessary amendments to relevant provisions of the revised Articles in accordance with the opinions or requirements provided by the competent industrial and commercial registration authority or other relevant government departments, and the aforementioned amendments shall be legally binding on the Company.
4. To consider and approve the proposed adoption of the amended procedural rules for shareholders' meetings, as set out in appendix III to the Circular.

5. To consider and approve the proposed adoption of the amended procedural rules for directors' meetings, as set out in appendix IV to the Circular.
6. That:
 - (i) the proposed placing (the “**Placing**”) by the Company of convertible bonds in an aggregate principal amount of up to RMB6 billion (the “**Convertible Bonds**”), which are convertible into H shares of the Company; and
 - (ii) the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise the powers of the Company to issue the Convertible Bonds and to allot and issue any conversion shares to be issued upon the exercise of conversion rights attached to the Convertible Bonds.
7. Subject to the passing of resolution no. 6 above and relevant resolutions at the respective class meetings of the Company, to authorise the Board and the chairman of the Company and his authorised person(s) to deal with any matters related to the Placing and the proposed issuance of Convertible Bonds at their absolute discretion, including but not limited to:
 - (a) to adjust and supplement the terms and plan of the Placing as necessary, and formulate and implement the definitive plan thereof to the extent permitted by laws, regulations, other normative documents and the Articles and in accordance with the requirements of relevant regulatory authorities and stock exchanges within and outside the PRC, after taking account of the Company's actual circumstances;
 - (b) to approve and, acting on behalf of the Company, ratify, modify, supplement, sign, submit, report and execute all relevant agreements, contracts and documents in the course of the Placing (including placing agency agreement(s));
 - (c) to approve and, acting on behalf of the Company, prepare, sign and deliver statutory documents related to the Placing in accordance with the requirements of the regulatory authorities, and communicate with and reply to the regulatory authorities and other government departments during the review process, and handle information disclosure and other matters;
 - (d) to amend the corresponding provisions of the Articles in due course according to the conversion of Convertible Bonds after completion of the Placing, and complete the relevant industrial and commercial registration formalities for the change of the Company's registered capital and other related matters;

- (e) to handle all matters related to the redemption, conversion and repurchase of Convertible Bonds at their absolute discretion during the term of the Convertible Bonds; and
- (f) other matters related to the Placing.

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

Changsha, the PRC, 25 November 2025

As at the date of this notice, the executive director of the Company 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. Huang Guobin, Mr. Wu Baohai and Ms. Huang Jun.

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 Monday, 8 December 2025 to Thursday, 11 December 2025 (both days inclusive), during which period no transfer of shares will be registered. Holders of H shares whose names appear on the H share register of members of the Company on Thursday, 11 December 2025 are entitled to attend and vote at the EGM. 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 Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 5 December 2025.

(2) Recommendation of interim dividend distribution, withholding and payment of corporate income tax for non-resident enterprise Shareholders, and closure of H share register of members

The Company intends to distribute an interim dividend of RMB0.20 per share (inclusive of tax), amounting to in aggregate approximately RMB1,730 million. If the dividend is declared to be distributed upon the approval of ordinary resolution no. 1 by the shareholders at the EGM, the interim dividend is expected to be paid by Friday, 9 January 2026 to holders of H shares whose names appear on the Company's H share register of members at the close of business on Monday, 22 December 2025. Payment of the interim dividend to certain shareholders is subject to withholding tax. Please refer to the Circular for information about the applicable withholding tax and related tax regulations.

The Company's H share register of members will be closed from Wednesday, 17 December 2025 to Monday, 22 December 2025 (both days inclusive) for the purpose of determining entitlement of holders of H shares to the interim dividend, during which period no transfer of shares will be registered. In order to be entitled to the interim dividend, 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 Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 December 2025.

* For identification purpose only

(3) 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.
- 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.

(4) 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.

(5) 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 Articles.

(6) 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) 88788432. Fax: (86 731) 85651157. Email: 157@zoomlion.com.