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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

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 extraordinary general meeting (the “**EGM**”), class meeting for holders of H shares in the Company (the “**H Shares Class Meeting**”) and class meeting for holders of A shares in the Company (the “**A Shares Class Meeting**”, together with the EGM and the H Shares Class Meeting, the “**Meetings**”) were held on Thursday, 11 December 2025 at Multi-function Conference Room, Company Office Building, No. 361, Yin Pen South Road, Changsha City, Hunan Province, the PRC.

For details of the resolutions considered at the Meetings, please refer to the Company’s notices of the EGM (the “**EGM Notice**”) and the H Shares Class Meeting (the “**Class Meeting Notice**”) and circular (the “**Circular**”) each dated 25 November 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 all attended the Meetings.

POLL RESULTS OF THE EGM

At the EGM, the proposed resolutions set out in the EGM 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 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).	3,467,180,648 (99.239857%)	324,300 (0.009282%)	26,233,103 (0.750861%)
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 proposed adoption of the amended related party transaction decision-making rules, as set out in appendix I to the Circular.	3,237,906,460 (92.677425%)	229,110,658 (6.557751%)	26,720,933 (0.764824%)
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
3.	To consider and approve the proposed amendments to the Articles, as set out in appendix II to the Circular, and to authorise the chairman of the Board and his authorised persons to handle all matters in connection therewith.^	3,466,259,435 (99.213490%)	770,183 (0.022045%)	26,708,433 (0.764466%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
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.	3,237,907,170 (92.677445%)	229,115,248 (6.557883%)	26,715,633 (0.764672%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
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.	3,237,725,027 (92.672232%)	229,230,791 (6.561190%)	26,782,233 (0.766578%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
6.	To consider and approve the proposed Placing by the Company of Convertible Bonds in an aggregate principal amount of up to RMB6 billion, which are convertible into H Shares, and the grant of a specific mandate to the Board to issue the Convertible Bonds and the conversion shares upon conversion of the Convertible Bonds.^	3,426,427,794 (98.073403%)	40,446,904 (1.157697%)	26,863,353 (0.768900%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
7.	Subject to the passing of relevant resolutions in connection with the Placing, 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.^	3,426,356,864 (98.071373%)	40,425,934 (1.157097%)	26,955,253 (0.771530%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

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

Pursuant to Rule 17.05A of the Hong Kong Listing Rules, 127,187,031 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 EGM. As such, the total number of Shares entitling the holders to attend and vote at the EGM was 8,521,348,205 Shares.

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

Shareholders and authorised proxies holding an aggregate of 3,493,738,051 Shares were present at the EGM. The holding of the EGM was in compliance with the requirements of the PRC Company Law and the Articles. The EGM was chaired by Dr. ZHAN Chunxin, the 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 EGM.

POLL RESULTS OF THE H SHARES CLASS MEETING

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

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve the proposed Placing by the Company of Convertible Bonds in an aggregate principal amount of up to RMB6 billion, which are convertible into H Shares, and the grant of a specific mandate to the Board to issue the Convertible Bonds and the conversion shares upon conversion of the Convertible Bonds.^	501,320,384 (88.481803%)	39,463,626 (6.965232%)	25,796,200 (4.552965%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	Subject to the passing of relevant resolutions in connection with the Placing, 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.^	501,320,354 (88.481797%)	39,463,656 (6.965238%)	25,796,200 (4.552965%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

^ The full text of the resolution is set out in the Class Meeting Notice.

The total number of H Shares entitling the holders to attend and vote for or against the resolutions proposed at the H Share Class Meeting was 1,552,507,548 H Shares. There were no H Shares entitling the holders to attend and abstain from voting in favour at the H Share Class Meeting pursuant to Rule 13.40 of the Hong Kong Listing Rules and no holder of H Shares was required under the Hong Kong Listing Rules to abstain from voting at the H Share Class Meeting. No parties had stated their intention in the Circular to vote against the resolutions proposed at the H Share Class Meeting or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 566,580,210 Shares were present at the H Shares Class Meeting. The holding of the H Shares Class Meeting was in compliance with the requirements of the PRC Company Law and the Articles. The H Shares Class Meeting was chaired by Dr. ZHAN Chunxin, the 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 H Shares Class Meeting.

POLL RESULTS OF THE A SHARES CLASS MEETING

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

Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve the proposed Placing by the Company of Convertible Bonds in an aggregate principal amount of up to RMB6 billion, which are convertible into H Shares, and the grant of a specific mandate to the Board to issue the Convertible Bonds and the conversion shares upon conversion of the Convertible Bonds. [^]	2,925,125,615 (99.930444%)	983,278 (0.033592%)	1,052,753 (0.035965%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	Subject to the passing of relevant resolutions in connection with the Placing, 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. [^]	2,925,054,715 (99.928021%)	962,278 (0.032874%)	1,144,653 (0.039105%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

[^] The full text of the resolution is set out in the Class Meeting Notice.

Pursuant to Rule 17.05A of the Hong Kong Listing Rules, 127,187,031 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 A Shares Class Meeting. As such, the total number of Shares entitling the holders to attend and vote at the A Shares Class Meeting was 6,968,840,657 Shares.

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

Shareholders and authorised proxies holding an aggregate of 2,927,161,646 Shares were present at the A Shares Class Meeting. The holding of the A Shares Class Meeting was in compliance with the requirements of the PRC Company Law and the Articles. The A Shares Class Meeting was chaired by Dr. ZHAN Chunxin, the 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 A Shares Class Meeting.

INTERIM DIVIDEND

As ordinary resolution numbered 1 was duly passed by the Shareholders at the EGM, the Company will distribute an interim dividend of RMB0.20 (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 EGM (RMB0.9093 equivalent to HKD1.00). Based on this exchange rate, the interim dividend payment per H Share in HKD is HK\$0.2200. The interim dividend is expected to be paid by Friday, 9 January 2026 to the 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.

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 interim dividend net of the applicable tax to the holders of H Shares by Friday, 9 January 2026. Relevant cheques will be despatched on or before that day to holders of H Shares entitled to receive the interim 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, the PRC, 11 December 2025

As at the time of publication 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