



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)

PROXY FORM FOR ANNUAL GENERAL MEETING

Number of H shares to which this AGM proxy form relates^(Note 1)

I/We^(Note 2): _____

address: _____

being the registered holder(s) of^(Note 3) _____ 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^(Note 4) _____ of

_____ (address) to act as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting ("AGM") 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 Thursday, 26 June 2025 and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of AGM ("Notice") and, if no such indications is given, as my/our proxy thinks fit^(Note 5).

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.

Ordinary resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the report of the board of directors (the "Board") for the year 2024.			
2.	To consider and approve the report of the Company's supervisory board for the year 2024.			
3.	To consider and approve the report of the Company's settlement accounts for the year 2024.			
4.	To consider and approve the full text and the summary of the annual report of the Company's A shares for the year 2024.			
5.	To consider and approve the annual report of the Company's H shares for the year 2024.			
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).			
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) To consider and approve the reappointment of KPMG as the Company's international auditor for the year ending 31 December 2025.			
	(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.			
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.			
9.	To consider and approve Zoomlion Heavy Industry Science and Technology Anhui Industrial Vehicles Co., Ltd.* ("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.			
10.	To consider and approve Zoomlion Agricultural Machinery Co., Ltd.* ("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.			
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 Company's circular dated 4 June 2025 (the "Circular").			
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.			
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.			
14.	To consider and approve the authorisation to Hunan Zoomlion Intelligent Aerial Work Machinery Co., Ltd.* ("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.			

Ordinary resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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.			
16.	(a) To consider and approve Zoomlion Finance and Leasing (China) Co., Ltd. (“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.			
Special resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
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.			
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.			
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.			
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.			
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 the “Centralised Registration for Issue of Debt Financing Instrument (“DFI”) of the National Association of Financial Market Institutional Investors (“NAFMII”), 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.			

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

Date: _____ 2025

Signature of shareholder^(Note 6): _____

Notes:

- Please insert the number of H shares registered in your name(s) to which this AGM proxy form relates. This AGM proxy form will be deemed to relate to such number of shares inserted. If no number is inserted, this AGM 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 AGM 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 AGM 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 from 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 AGM proxy form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM 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 AGM 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 AGM 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 AGM 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, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the AGM.
- 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 AGM.

* For identification purpose only