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# ZOOMLION 中 聯 重 科

**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, H SHARES CLASS MEETING AND A SHARES 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 annual general meeting of the Company (the “**AGM**”), the class meeting for holders of H shares of the Company (the “**H Shares Class Meeting**”) and the class meeting for holders of A shares of the Company (the “**A Shares Class Meeting**”), together with the AGM and the H Shares Class Meeting, the “**Meetings**”) were held on Friday, 28 May 2021 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 Meetings, please refer to the notices of the AGM (the “**AGM Notice**”) and the H Shares Class Meeting (the “**Class Meeting Notice**”) and the circular of the Company dated 23 April 2021 (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement below have the same meanings as those defined in the Circular.

As at the date of this announcement, the total number of issued Shares is 8,670,356,292 Shares, comprising 1,581,964,548 H Shares and 7,088,391,744 A Shares.

## POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE AGM

At the AGM, the proposed resolutions set out in the AGM 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 2020.	3,927,061,520 (99.743145%)	4,101,240 (0.104167%)	6,011,606 (0.152688%)
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 2020.	3,927,061,620 (99.743147%)	4,101,240 (0.104167%)	6,011,506 (0.152686%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the report of the Company's settlement accounts for the year 2020.	3,927,061,520 (99.743145%)	4,101,240 (0.104167%)	6,011,606 (0.152688%)
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 Company's A shares for the year 2020.	3,927,061,520 (99.743145%)	4,101,240 (0.104167%)	6,011,606 (0.152688%)
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 Company's H shares for the year 2020.	3,927,061,520 (99.743145%)	4,101,240 (0.104167%)	6,011,606 (0.152688%)
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 2020, and to approve the declaration and distribution of a final dividend in the amount of RMB0.32 per share (inclusive of tax).	3,926,804,526 (99.736617%)	10,364,740 (0.263253%)	5,100 (0.000130%)
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 making of provisions for asset impairment in the aggregate amount of RMB1,775 million for the year of 2020.	3,900,639,371 (99.072050%)	36,523,095 (0.927647%)	11,900 (0.000302%)
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
8.	To consider and approve the re-appointment of the Company's auditors for the year 2021.			
	(1) To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants Co., Ltd. as the Company's domestic auditor and internal control auditor for the year ending 31 December 2021.	3,879,062,998 (98.524034%)	58,103,268 (1.475761%)	8,100 (0.000206%)
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 re-appointment of KPMG as the Company's international auditor for the year ending 31 December 2021.	3,896,231,708 (98.960100%)	40,934,558 (1.039694%)	8,100 (0.000206%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
	(3) To authorise the audit committee of the Board to determine the principles of fixing the remuneration of the Company's domestic and international auditors, and to authorise the Company's management to determine their actual remuneration based on the agreed principles.	3,915,511,584 (99.449789%)	21,654,682 (0.550006%)	8,100 (0.000206%)
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 the application by the Company to financial institutions for general credit facilities and financing with a total credit limit not exceeding RMB150 billion and to authorise the chairman of the Board to execute on behalf of the Company the facility contracts and other relevant finance documents with financial institutions, and to allocate the credit limit available to the Company to its branches or subsidiaries for their respective uses within the effective term.	3,883,234,306 (98.629980%)	53,928,160 (1.369717%)	11,900 (0.000302%)
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 the authorisation to Zoomlion Heavy Industry Science and Technology Anhui Industrial Vehicles Co. Ltd. (“ <b>Zoomlion Industrial Vehicles</b> ”), 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 authorise the management of Zoomlion Industrial Vehicles to execute on behalf of Zoomlion Industrial Vehicles the relevant cooperation agreements in respect of the such business within the effective term.	3,917,026,961 (99.488278%)	20,135,505 (0.511420%)	11,900 (0.000302%)
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 authorisation to Zoomlion Agricultural Machinery Co., Ltd. (“ <b>Zoomlion Agricultural Machinery</b> ”), a subsidiary of the Company, to engage in financial business with relevant financial institutions and downstream customers and provide external guarantees, and to authorise Zoomlion Agricultural Machinery’s management to execute on behalf of Zoomlion Agricultural Machinery the relevant cooperation agreements in respect of such business within the effective term.	3,917,030,761 (99.488374%)	20,135,505 (0.511420%)	8,100 (0.000206%)
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 provision of guarantees up to a maximum aggregate amount of RMB18.425 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.	3,306,105,453 (83.971527%)	631,060,813 (16.028267%)	8,100 (0.000206%)
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
13.	To consider and approve the carrying out of low risk investments and financial management by the Company up to a maximum amount of RMB12 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 within the effective term.	3,195,187,543 (81.195577%)	739,978,723 (18.804217%)	8,100 (0.000206%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
14.	To consider and approve the Company's investment in financial derivatives with a principal amount of not more than RMB6 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 within the effective term.	3,934,011,493 (99.919666%)	3,154,773 (0.080128%)	8,100 (0.000206%)
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 Hunan Zhicheng Financing and Guarantee Co., Ltd. to engage in the financing guarantee business up to a maximum outstanding balance of RMB2 billion within the effective term.	3,882,789,873 (98.618692%)	20,557,538 (0.522139%)	33,826,955 (0.859168%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
16.	To consider and approve (i) the registration of asset-backed securities products in the amount of RMB5 billion by Zoomlion Finance and Leasing (China) Co., Ltd. (" <b>Zoomlion Finance and Leasing (China)</b> "); (ii) the undertaking of obligations to top up the shortfall in relation to such products in the amount of RMB5 billion by Zoomlion Finance and Leasing (China); and (iii) the provision of guarantee by the Company in favour of Zoomlion Finance and Leasing (China) up to a maximum amount of RMB5.5 billion, and to authorise the Board or its authorised persons to determine and deal with matters in connection with the issue of such products.	3,882,789,873 (98.618692%)	20,557,538 (0.522139%)	33,826,955 (0.859168%)
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
17.	To consider and approve (i) the registration of supply chain asset-backed securities products in the amount of RMB6 billion by Zoomlion Business Factoring (China) Co., Ltd. (“ <b>Zoomlion Business Factoring (China)</b> ”) and (ii) the issue of necessary documents by the Company as joint debtor, and to authorise the Board or its authorised persons to determine and deal with matters in connection with the issue of such products.	3,883,211,906 (98.629411%)	20,135,505 (0.511420%)	33,826,955 (0.859168%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
18.	To consider and approve the disposal by the Company of 81% equity interest in Zoomlion Finance and Leasing (Beijing) Co., Ltd. (the “ <b>Target Company</b> ”), a wholly-owned subsidiary of the Company, which is a related party transaction of the Company.			
	(1) To consider and approve the disposal by the Company of 81% equity interest in the Target Company, which is a related party transaction of the Company.	2,641,603,695 (98.425559%)	42,247,695 (1.574140%)	8,100 (0.000302%)
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 continuing provision of guarantees by the Company in favour of the Target Company after completion of the transaction.	2,046,664,777 (76.258269%)	637,186,613 (23.741430%)	8,100 (0.000302%)
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
19.	To consider and approve the continuing development by the Company of its mortgage-funded sales business and finance leasing and sales business, establish buyer's credit and sales business and provide buy-back guarantees up to a maximum amount of RMB47 billion in respect of such businesses within the effective term.	3,482,529,307 (98.474576%)	53,938,160 (1.525195%)	8,100 (0.000229%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
20.	To consider and approve the registration of debt financing instruments, and to authorise the Board or its authorised persons to determine all matters in connection with such registration and the related issue of bonds within the limited approved by the National Association of Financial Market Institutional Investors.	3,354,825,256 (85.208958%)	582,341,010 (14.790836%)	8,100 (0.000206%)
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 issue of medium-term notes by the Company with a principal amount of not more than RMB5 billion, and to authorise the chairman of the Board or his authorised persons to determine and deal with all matters in connection with such issue.	3,917,046,961 (99.488786%)	20,119,305 (0.511009%)	8,100 (0.000206%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
22.	To consider, approve and confirm compliance by the Company with the conditions for the issue of bonds.	3,917,036,861 (99.488529%)	20,129,505 (0.511268%)	8,000 (0.000203%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
23.	To consider and approve the issue of bonds by the Company to professional investors by way of public offering with a principal amount of not more than RMB5 billion (the " <b>Bond Issue</b> ").	3,917,050,761 (99.488882%)	20,115,505 (0.510912%)	8,100 (0.000206%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
24.	To authorise the Board and its authorised persons to deal with all matters in connection with the Bond Issue.	3,917,044,661 (99.488727%)	20,121,705 (0.511070%)	8,000 (0.000203%)



Special resolutions		Number of valid votes (%)		
		For	Against	Abstained
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
25.	To consider and approve amendments to the Company's articles of association (the "Articles") set out in the Circular.	3,933,728,526 (99.912479%)	3,254,140 (0.082652%)	191,700 (0.004869%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Hunan Xing Xiang Investment Holding Group Co., Ltd., being a related Shareholder under the Shenzhen Listing Rules, held 1,253,314,876 Shares as at the date of this announcement and abstained from voting on resolution no. 18 proposed at the AGM. As such, the total number of Shares entitling the holders to attend and vote for or against resolution no. 18 was 7,417,041,416 Shares. The total number of Shares entitling the holders to attend and vote for or against all other resolutions proposed at the AGM was 8,670,356,292 Shares. 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 and no holder of Shares was required under the Hong Kong Listing Rules to abstain from voting at the AGM. 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 3,937,174,366 Shares were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law and the Articles. The AGM 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 AGM.

## POLL RESULTS FOR THE RESOLUTIONS PROPOSED AT THE H SHARES CLASS MEETING

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

Special resolution		Number of valid votes (%)		
		For	Against	Abstained
1.	To consider and approve amendments to the Articles set out in the Circular.	764,402,964 (99.654166%)	2,572,340 (0.335352%)	80,400 (0.010482%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				



The total number of H Shares entitling the holders to attend and vote for or against the resolution proposed at the H Shares Class Meeting was 1,581,964,548 H Shares. There were no H Shares entitling the holders to attend and abstain from voting in favour at the H Shares 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 Shares Class Meeting. No parties had stated their intention in the Circular to vote against the resolution proposed at the H Shares Class Meeting or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 767,055,704 H 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 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 FOR THE RESOLUTIONS PROPOSED AT THE A SHARES CLASS MEETING**

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

<b>Special resolution</b>		<b>Number of valid votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstained</b>
1.	To consider and approve amendments to the Articles set out in the Circular.	3,177,013,691 (99.975043%)	681,800 (0.021455%)	111,300 (0.003502%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

The total number of A Shares entitling the holders to attend and vote for or against the resolution proposed at the A Shares Class Meeting was 7,088,391,744 A Shares. There were no A 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 and no holder of A Shares was required under the Hong Kong Listing Rules to abstain from voting at the A Shares Class Meeting. No parties had stated their intention in the Circular to vote against the resolution proposed at the A Shares Class Meeting or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 3,177,806,791 A 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 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.

## DIVIDEND

Through the votes and approval of the Shareholders at the AGM, the Company will distribute a final dividend of RMB0.32 (inclusive of tax) per Share. Such dividend payable to the holders of H Shares will be paid in Hong Kong dollars (“**HKD**”) 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 (RMB0.8273 equivalent to HKD1.00). Based on this exchange rate, the final dividend payment per H Share in HKD is HK\$0.3868. The final dividend is expected to be paid by Wednesday, 7 July 2021 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 June 2021. According to the Law on Corporate Income Tax of the PRC and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Company is required to withhold 10% corporate income tax before distributing dividend to non-resident enterprise Shareholders as appearing on the Company’s H share register of members. Any Shares registered in the name of the non-individual Shareholders, including HKSCC Nominees, other nominees, trustees or other groups and organisations, will be treated as being held by non-resident enterprise Shareholders and therefore will be subject to the withholding of the corporate income tax. Cash dividend payable to non-resident enterprise holders of H Shares after the deduction of the said corporate income tax is RMB0.288 per Share (for reference only).

Pursuant to 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)), for domestic individual Shareholders who invest in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees and held by CSDC as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic Shareholders who are securities investment funds investing in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees and held by CSDC as nominee shareholder), the Company will withhold and pay individual income tax at the rate of 20% on their behalf in the distribution of the final dividend. For domestic enterprise Shareholders who invest in H Shares through Shenzhen-Hong Kong Stock Connect (such H Shares are registered in the name of HKSCC Nominees and held by CSDC as nominee shareholder), the Company will not withhold or pay enterprise income tax on their behalf in the distribution of the final dividend, and the domestic enterprise Shareholders shall report and pay the relevant taxes payable by themselves. Any dividend received in respect of H Shares which have been continuously held by a domestic enterprise Shareholder for 12 months shall be exempted from enterprise income tax.

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 disposal 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 Wednesday, 7 July 2021. 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, 28 May 2021

*As at the date of this announcement, the executive Director is Dr. Zhan Chunxin; the non-executive Directors are Mr. He Liu and Mr. Zhao John Huan; and the independent non-executive Directors are Mr. Zhao Songzheng, Mr. Lai Kin Keung, Ms. Liu Guiliang and Mr. Yang Changbo.*

\* *For identification purpose only*