

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



SANY HEAVY EQUIPMENT INTERNATIONAL HOLDINGS COMPANY LIMITED

三一重裝國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 631)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”) will be held at Conference Room 103, Research and Development Building, Sany Heavy Equipment Co., Ltd., No. 25, 16 Kaifa Road, Shenyang Economic of Technological Development Zone, Shenyang, Liaoning Province, PRC at 11:00 a.m. on Wednesday, 7 December 2022 for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the 2022 Supplemental Master Purchase Agreement (as defined in the circular of the Company dated 22 November 2022) dated 11 November 2022 entered into between the Company and Sany Group be and is hereby approved, confirmed and ratified; and
- (b) the annual cap for the year ending 31 December 2022 for the transactions under the 2022 Supplemental Master Purchase Agreement be and is hereby approved, confirmed and ratified.”

2. “**THAT:**

- (a) the 2022 Supplemental Products Sales Agreement (as defined in the circular of the Company dated 22 November 2022) dated 11 November 2022, entered into between the Company and Sany Group be and is hereby approved, confirmed and ratified; and

(b) the annual cap for the year ending 31 December 2022 for the transactions under the 2022 Supplemental Products Sales Agreement be and is hereby approved, confirmed and ratified.”

3. “**THAT:**

(a) the 2022 Supplemental Master Transportation Agreement (as defined in the circular of the Company dated 22 November 2022) dated 11 November 2022, entered into between the Company and Sany Logistics be and is hereby approved, confirmed and ratified; and

(b) the annual cap for the year ending 31 December 2022 for the transactions under the 2022 Supplemental Master Transportation Agreement be and is hereby approved, confirmed and ratified.”

4. “**THAT:**

(a) the 2022 Supplemental Equipment Sales and Leasing Framework Agreement (as defined in the circular of the Company dated 22 November 2022) dated 11 November 2022 entered into between the Company and Sany Group be and is hereby approved, confirmed and ratified; and

(b) the annual caps for the year ending 31 December 2022 for the transactions under the 2022 Supplemental Equipment Sales and Leasing Framework Agreement be and is hereby approved, confirmed and ratified.”

By Order of the Board of Directors
Mr. Liang Zaizhong
Chairman

Hong Kong, 22 November 2022

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
- (4) The register of members of the Company will be closed from Friday, 2 December 2022 to Wednesday, 7 December 2022 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 December 2022.
- (5) The completion of a form of proxy will not preclude you from attending and voting at the EGM in person should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

As at the date of this notice, the executive directors of the Company are Mr. Liang Zaizhong, Mr. Qi Jian and Mr. Fu Weizhong, the non-executive directors of the Company are Mr. Tang Xiuguo and Mr. Xiang Wenbo, and the independent non-executive directors of the Company are Mr. Ng Yuk Keung, Mr. Poon Chiu Kwok and Mr. Hu Jiquan.