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**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 EXTRAORDINARY GENERAL MEETING**

**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 on Thursday, 25 February 2016 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the Supplemental Master Purchase Agreement (2016) (as defined in the circular of the Company dated 3 February 2016) dated 7 January 2016 entered into between the Company and Sany Group be and is hereby approved, confirmed and ratified; and
- (b) the cap for the fixed term commencing from 7 January 2016 to 31 December 2016 for the transactions under the Supplemental Master Purchase Agreement (2016) be and is hereby approved, confirmed and ratified.”

2. **“THAT:**

- (a) the Supplemental Products Sales Agreement (2016) (as defined in the circular of the Company dated 3 February 2016) dated 7 January 2016 entered into between the Company and Sany Group be and is hereby approved, confirmed and ratified; and

(b) the cap for the fixed term commencing from 7 January 2016 to 31 December 2016 for the transactions under the Supplemental Products Sales Agreement (2016) be and is hereby approved, confirmed and ratified.”

By Order of the Board  
**Mr. Qi Jian**  
Chairman

Hong Kong, 3 February 2016

*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 Tuesday, 23 February 2016 to Thursday, 25 February 2016 (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 Monday, 22 February 2016.
- (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 are Mr. Qi Jian, Mr. Fu Weizhong and Mr. Xiao Huishu, the non-executive Directors are Mr. Tang Xiuguo, Mr. Xiang Wenbo and Mr. Mao Zhongwu, and the independent non-executive Directors are Mr. Xu Yaxiong, Mr. Ng Yuk Keung and Mr. Poon Chiu Kwok.*