

**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/01/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sany Heavy Equipment International Holdings Company Limited

Date Submitted 02/02/2017

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

(1) Stock code : <u>631</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding			

## 2. Preference Shares

Stock code : <u>---</u> Description : <u>Convertible Preference Shares</u>			
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>538,932,120</u>	<u>HK\$0.10</u>	<u>HK\$53,893,212</u>
Increase/(decrease)	<u>---</u>	<u>---</u>	<u>---</u>
Balance at close of the month	<u>538,932,120</u>	<u>HK\$0.10</u>	<u>HK\$53,893,212</u>

## 3. Other Classes of Shares

Stock code : <u>---</u> Description : <u>---</u>			
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>---</u>	<u>---</u>	<u>---</u>
Increase/(decrease)	<u>---</u>	<u>---</u>	<u>---</u>
Balance at close of the month	<u>---</u>	<u>---</u>	<u>---</u>

Total authorised share capital at the end of the month (*State currency*) :

**HK\$500,000,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	3,041,025,000	---	479,781,034	---
Increase/ (decrease) during the month	---	---	---	---
Balance at close of the month	3,041,025,000	---	479,781,034	---

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 16 February 2013 Date of grant: 26 February 2013 Exercise price: HK\$4.18	---	---	---	---		---
Ordinary Shares	0	0	0	0	0	0
(Note 1)						
2. ---	---	---	---	---	---	---
( / / ) shares						
(Note 1)						
3. ---	---	---	---	---	---	---
( / / ) shares						
(Note 1)						
			Total A. (Ordinary shares)	Nil		
			(Preference shares)	Nil		
			(Other class)	Nil		
Total funds raised during the month from exercise of options (State currency)				---		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. --- _____ _____ _____ ( / / )	---	---	---	---	---	---
Stock code (if listed) _____	---	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> ) _____	---	_____	_____	_____	_____	_____
Subscription price _____	---	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy) _____	( / / )	_____	_____	_____	_____	_____
2. --- _____ _____ _____ ( / / )	---	---	---	---	---	---
Stock code (if listed) _____	---	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> ) _____	---	_____	_____	_____	_____	_____
Subscription price _____	---	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy) _____	( / / )	_____	_____	_____	_____	_____
3. --- _____ _____ _____ ( / / )	---	---	---	---	---	---
Stock code (if listed) _____	---	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> ) _____	---	_____	_____	_____	_____	_____
Subscription price _____	---	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy) _____	( / / )	_____	_____	_____	_____	_____
4. --- _____ _____ _____ ( / / )	---	---	---	---	---	---
Stock code (if listed) _____	---	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> ) _____	---	_____	_____	_____	_____	_____
Subscription price _____	---	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy) _____	( / / )	_____	_____	_____	_____	_____
Total B.				(Ordinary shares) Nil	_____	_____
				(Preference shares) Nil	_____	_____
				(Other class) Nil	_____	_____

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Preference Shares	HK\$	479,781,034	Nil	479,781,034	Nil	Nil
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$2.0090					
EGM approval date (if applicable) (dd/mm/yyyy)	( 19/12/2014)					
2. ---	---	---	---	---	---	---
Stock code (if listed)	---					
Class of shares issuable ( <i>Note 1</i> )	---					
Subscription price	---					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. ---	---	---	---	---	---	---
Stock code (if listed)	---					
Class of shares issuable ( <i>Note 1</i> )	---					
Subscription price	---					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. ---	---	---	---	---	---	---
Stock code (if listed)	---					
Class of shares issuable ( <i>Note 1</i> )	---					
Subscription price	---					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	Nil	
				(Preference shares)	Nil	
				(Other class)	Nil	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy),	No. of new shares of	No. of new shares of
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if applicable, and class of shares issuable:	issuer issued during the month pursuant thereto	issuer which may be issued pursuant thereto as at close of the month
1. --- _____ _____ _____ ( / / ) shares (Note 1)	---	---
2. --- _____ _____ _____ ( / / ) shares (Note 1)	---	---
3. --- _____ _____ _____ ( / / ) shares (Note 1)	---	---
Total D. (Ordinary shares) (Preference shares) (Other class)	Nil Nil Nil	

## Other Movements in Issued Share Capital

Type of Issue	No. of new shares of issuer which may be issued pursuant thereto during the month	No. of new shares issued thereto as at close of the month
<p>1. Rights issue</p> <p>At price : State currency _____</p> <p>Class of shares issuable (Note 1) _____</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A</p>		
<p>2. Open offer</p> <p>At price : State currency _____</p> <p>Class of shares issuable (Note 1) _____</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A</p>		
<p>3. Placing</p> <p>At price : State currency _____</p> <p>Class of shares issuable (Note 1) _____</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A</p>		
<p>4. Bonus issue</p> <p>Class of shares issuable (Note 1) _____</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A</p>		

Type of Issue	No. of new shares of issuer which may be issued pursuant thereto as at close of the month pursuant thereto
5. Scrip dividend      At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)      ( / /)</p> <p>EGM approval date: (dd/mm/yyyy)      ( / /)</p> <p style="text-align: right;">N/A</p>
6. Repurchase of shares	<p>Class of shares repurchased (Note 1) _____</p> <p>Cancellation date : (dd/mm/yyyy)      ( / /)</p> <p>EGM approval date: (dd/mm/yyyy)      ( / /)</p> <p style="text-align: right;">N/A</p>
7. Redemption of shares	<p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : (dd/mm/yyyy)      ( / /)</p> <p>EGM approval date: (dd/mm/yyyy)      ( / /)</p> <p style="text-align: right;">N/A</p>
8. Consideration issue      At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)      ( / /)</p> <p>EGM approval date: (dd/mm/yyyy)      ( / /)</p> <p style="text-align: right;">N/A</p>



Type of Issue	No. of new shares of issuer which may be issued pursuant thereto during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto at close of the month
9. Capital reorganisation  Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )		N/A
10. Other: Exercise of Over-Allotment Option      At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		N/A
	Total E. (Ordinary shares)	Nil
	(Preference shares)	Nil
	(Other class)	Nil

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	Nil
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		Nil
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		Nil
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Shares are Capital").)</i>		

