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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)**

**APPOINTMENT OF JOINT COMPANY SECRETARY**

The board (the “**Board**”) of directors (the “**Directors**”) of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”) hereby announces that Mr. Xiao Huishu (“**Mr. Xiao**”) has been appointed as one of the joint company secretaries of the Company with effect from 11 August 2015, while Ms. Kam Mei Ha Wendy (“**Ms. Kam**”) will continue to be one of the joint company secretaries of the Company.

Mr. Xiao is currently an executive Director and the chief financial officer of the Company. He does not possess the academic or professional qualifications as set out in note (1) of rule 3.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). However, the Company considers that Mr. Xiao, by virtue of his background and experience, details of which are set out in the announcement of the Company dated 6 August 2015, is capable of discharging the functions of a joint company secretary.

By reason of the above, the Company has applied with The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for a waiver from strict compliance with the requirements as set out in Rules 3.28 and 8.17 of the Listing Rules on the basis that:

- (i) Ms. Kam Mei Ha Wendy, who is a Chartered Secretary, and an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries, which complies with note (1) of Rule 3.28 of the Listing Rules has been appointed and will continue to be appointed as one of the joint company secretaries of the Company, will guide Mr. Xiao in the discharge of his duties as a joint company secretary and in gaining the relevant experience as required by the Listing Rules. Mr. Xiao is expected to work closely with Ms. Kam in a timely manner for any communications with the Stock Exchange;
- (ii) Mr. Xiao will attend the training relating to the Listing Rules conducted by the Hong Kong legal advisers. In addition, the Company will ensure that he has access to the relevant training and support to enable him to familiarize himself with the Listing Rules and the duties required of a secretary of a listed issuer on the Stock Exchange;

- (iii) The waiver would be for a term of three years from the date of grant by the Stock Exchange, which will allow additional time for Mr. Xiao to acquire the relevant knowledge and experience required by the Stock Exchange and to demonstrate such knowledge and experience to the Company and the Stock Exchange; and
- (iv) Upon expiry of the three-year period from the date of grant, the experience of Mr. Xiao will be re-evaluated in order to determine whether the appointment of Mr. Xiao as the company secretary of the Company will satisfy the requirements laid down in rule 3.28 of the Listing Rules.

On 11 August 2015, the Stock Exchange has granted a waiver to the Company from strict compliance with the requirements as set out in Rules 3.28 and 8.17 of the Listing Rules for a three-year period (the “**Waiver Period**”) from the date of appointment of Mr. Xiao as a joint company secretary of the Company, provided that:

- (i) Mr. Xiao will be assisted by Ms. Kam during the Waiver Period; and
- (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange will re-visit the situation in the expectation that after the end of the Waiver Period the Company will then be able to demonstrate that Mr. Xiao, having had the benefit of Ms. Kam’s assistance, can satisfy Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to welcome Mr. Xiao on his appointment.

By Order of the Board  
**Sany Heavy Equipment International Holdings Company Limited**  
**Qi Jian**  
*Chairman*

Hong Kong, 12 August 2015

*As at the date of this announcement, 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. Ngai Wai Fung, Mr. Xu Yaxiong and Mr. Ng Yuk Keung.*