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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)

Change of Company Secretary and Authorised Representative

The board of directors (the “Board”) of Sany Heavy Equipment International Holdings Company Limited (the “Company”) hereby announces that Ms. Kam Mei Ha Wendy (“Ms. Kam”) has ceased to be one of the joint company secretaries and authorised representatives of the Company with effect from 15 February 2017 due to the expiry of the service agreement between the Company and Tricor Services Limited which designated Ms. Kam to act as the joint company secretary of the Company.

Ms. Kam confirms that she has no disagreement with the Board and there is no other matter in relation to her cessation to be the joint company secretary of the Company that needs to be brought to the attention of the shareholders of the Company.

The Board further announces that Mr. Yu Leung Fai (“Mr. Yu”) has been appointed to replace Ms. Kam as one of the joint company secretaries and authorised representatives of the Company to provide assistance to Mr. Zhu Xiangjun (“Mr. Zhu”), the other joint company secretary of the Company, with effect from 15 February 2017.

Mr. Yu Leung Fai, who is a member of the Hong Kong Institute of Certified Public Accountants, possesses the academic or professional qualification as set out in note (1) of the rule 3.28 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) to act as the company secretary of the Company. Mr. Yu has also been the joint company secretary and authorised representative of China National Materials Company Limited (stock code: 1893) since May 2009; the company secretary and alternative authorised representative of Beijing Media Corporation Limited (stock code: 1000) since March 2010; the company secretary and authorised representative of Yuanda China Holdings Limited (stock code: 2789) since June 2012; the independent non-executive directors of Realord Group Holdings Limited (stock code: 1196) since June 2014; the company secretary and authorised representative of Haichang Holdings Ltd. (stock code: 2255) from March 2014 to March 2015; the company secretary of Group Sense (International) Limited (stock code: 601) from August 2014 to August 2015; the company secretary and authorised representative of Vale S.A. (stock code: 6210 for Common Depositary Receipts and 6230 for Class A Preferred Depositary Receipts) from 2010 to 2016, all of which are listed companies in Hong Kong, except that Vale S.A. was delisted from The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in July 2016.

As disclosed in the announcement of the Company dated 12 September 2016, Mr. Zhu was appointed as the joint company secretary of the Company with effect from 12 September 2016. As Mr. Zhu does not possess the academic or professional qualifications as set out in note (1) of Rule 3.28 of the Listing Rules, the Company had applied to the Stock Exchange for, and had been granted, a waiver from strict compliance with the requirements set out in Rule 3.28 of the Listing Rules on the conditions, amongst others, that Mr. Zhu shall be assisted by Ms. Kam during the three-year period from the date of the appointment of Mr. Zhu as a joint company secretary (the “Waiver Period”).

The Company noted that following Ms. Kam’s cessation to be the joint company secretary of the Company, one of the conditions that the Stock Exchange granted the waiver would be rendered unsatisfied. As such, the Company had applied to and had been granted by the Stock Exchange for a renewed waiver from strict compliance with the requirements set out in Rule 3.28 of the Listing Rules on the following basis:

- (a) Mr. Yu Leung Fai, who is a member of the Hong Kong Institute of Certified Public Accountants, possesses the academic or professional qualification as set out in note (1) of the rule 3.28 of the Listing Rules to act as the company secretary of the Company, will guide Mr. Zhu in discharging his duties as a joint company secretary and in gaining the relevant experience as required by the Listing Rules. Mr. Zhu is expected to work closely with Mr. Yu in a timely manner for any communications with the Stock Exchange;
- (b) Mr. Zhu will continue to attend the training relating to the Listing Rules conducted by the Hong Kong legal advisers. In addition, the Company will ensure that he has continuous access to the relevant training and support to enable him to familiarise himself with the Listing Rules and the duties required of a secretary of a listed issuer on the Stock Exchange;
- (c) The Waiver Period will last until 11 September 2019, which will allow additional time for Mr. Zhu 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
- (d) Upon expiry of the Waiver Period, the experience of Mr. Zhu will be re-evaluated in order to determine whether the appointment of Mr. Zhu as the company secretary of the Company will satisfy the requirements laid down in Rule 3.28 of the Listing Rules.

By the order of the Board of Directors
Sany Heavy Equipment International Holdings Company Limited
Mr. Qi Jian
Chairman

Hong Kong, 15 February 2017

As at the date of this announcement, the executive Directors are Mr. Qi Jian and Mr. Wu Likun, the non-executive Directors are Mr. Tang Xiuguo, Mr. Xiang Wenbo and Mr. Mao Zhongwu, and the independent non-executive Directors are Mr. Hu Jiquan, Mr. Ng Yuk Keung and Mr. Poon Chiu Kwok.