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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)

CONTINUING CONNECTED TRANSACTIONS

**2022 SUPPLEMENTAL MASTER PURCHASE AGREEMENT,
2022 SUPPLEMENTAL PRODUCTS SALES AGREEMENT,
2022 SUPPLEMENTAL MASTER TRANSPORTATION AGREEMENT,
2022 SUPPLEMENTAL EQUIPMENT SALES AND LEASING FRAMEWORK AGREEMENT,
2022 SUPPLEMENTAL TECHNICAL SERVICE FRAMEWORK AGREEMENT,
AND
2022 SUPPLEMENTAL MASTER SALES AGENCY AGREEMENT**

CONTINUING CONNECTED TRANSACTIONS

References are made to the 2019 Announcement, the 2021 Announcement, the 2020 Circular and the 2021 Circular.

The Board is pleased to announce that, on 11 November 2022, in contemplation that the transaction amounts under each of the (i) Supplemental Master Purchase Agreement (2020–2022), (ii) 2021 Supplemental Products Sales Agreement, (iii) the Supplemental Master Transportation Agreement (2020–2022), (iv) Equipment Sales and Leasing Framework Agreement, (v) 2021 Supplemental Technical Service Framework Agreement and (vi) Master Sales Agency Agreement (2020–2022) for the year ending 31 December 2022 will exceed the annual cap set under the respective agreements, the Company entered into the (i) 2022 Supplemental Master Purchase Agreement, (ii) 2022 Supplemental Products Sales Agreement, (iii) 2022 Supplemental Master Transportation Agreement, (iv) 2022 Supplemental Equipment Sales and Leasing Framework Agreement, (v) 2022 Supplemental Technical Service Framework Agreement and (vi) 2022 Supplemental Master Sales Agency Agreement to revise the annual cap.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Mr. Liang is a controlling shareholder of the Company by virtue of 10,870,000 Shares directly held by him and his indirect 56.38% interests in Sany Hong Kong, which in turn holds 2,098,447,688 Shares and 479,781,034 Convertible Preference Shares, which, in aggregate, represents 81.86% of the issued share capital of the Company. As Sany Group was held as to 56.74% by Mr. Liang and Sany Logistics is a subsidiary of Sany Group, each of Sany Group and Sany Logistics is an associate of Mr. Liang under Rule 14A.12(1)(c) of the Listing Rules and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the 2022 Supplemental Agreements with Sany Group or Sany Logistics (as the case may be) and the transactions contemplated thereunder are continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) of the revised annual cap under each of the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement is more than 5%, the respective agreements and the transactions contemplated thereunder (including the proposed annual cap) are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As certain applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the revised annual cap under the 2022 Supplemental Technical Service Framework Agreement exceed 0.1% but all of them are less than 5%, the 2022 Supplemental Technical Service Framework Agreement is only subject to the reporting and announcement requirements, and is exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As all applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the revised annual cap under the 2022 Supplemental Master Sales Agency Agreement are less than 0.1%, the 2022 Supplemental Master Sales Agency Agreement is fully exempt under Rule 14A.76(1) of the Listing Rules.

EGM

The Company will hold the EGM to approve the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement, 2022 Supplemental Equipment Sales and Leasing Framework Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder.

Vinco Financial Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement.

CIRCULAR

A circular containing, among other things, further information on the (i) 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement; (ii) the notice of the EGM; (iii) the letter from Vinco Financial Limited to both the Independent Board Committee and the Independent Shareholders regarding the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement, 2022 Supplemental Equipment Sales and Leasing Framework Agreement and the transactions contemplated thereunder; and (iv) the recommendation of the Independent Board Committee to the Independent Shareholders in connection thereto, will be despatched to the Shareholders as soon as possible. It is currently expected that the circular will be despatched to the Shareholders on or before 2 December 2022.

INTRODUCTION

References are made to the 2019 Announcement, the 2021 Announcement, the 2020 Circular and the 2021 Circular.

The Board is pleased to announce that, on 11 November 2022, in contemplation that the transaction amounts under each of the (i) Supplemental Master Purchase Agreement (2020–2022), (ii) 2021 Supplemental Products Sales Agreement, (iii) Supplemental Master Transportation Agreement (2020–2022), (iv) Equipment Sales and Leasing Framework Agreement, (v) 2021 Supplemental Technical Service Framework Agreement and (vi) Master Sales Agency Agreement (2020–2022) for the year ending 31 December 2022 will exceed the annual cap set under the respective agreements, the Company entered into the (i) 2022 Supplemental Master Purchase Agreement, (ii) 2022 Supplemental Products Sales Agreement, (iii) 2022 Supplemental Master Transportation Agreement, (iv) 2022 Supplemental Equipment Sales and Leasing Framework Agreement, (v) 2022 Supplemental Technical Service Framework Agreement and (vi) 2022 Supplemental Master Sales Agency Agreement to revise the annual cap.

(1) 2022 SUPPLEMENTAL MASTER PURCHASE AGREEMENT

References are made to the 2019 Announcement and the 2020 Circular regarding the Supplemental Master Purchase Agreement (2020–2022) pursuant to which the Group will purchase parts and components and second-hand manufacturing equipment from Sany Group Companies. On 11 November 2022, the Company entered into the 2022 Supplemental Master Purchase Agreement with Sany Group to revise the annual cap of the Supplemental Master Purchase Agreement (2020–2022) for the year ending 31 December 2022 from RMB721,460,178 to RMB908,001,000.

The transaction amounts under the Supplemental Master Purchase Agreement (2020–2022) for the nine months ended 30 September 2022 were RMB652,912,000. The revised annual cap for the year ending 31 December 2022 was arrived based on the historical transaction amounts for the year 2022, the orders under negotiation and the anticipated procurement plan of the Group having considered the business plan of the Group.

Except for the annual cap, all other terms of the Supplemental Master Purchase Agreement (2020–2022) remain unchanged in the 2022 Supplemental Master Purchase Agreement. The principal terms of the Supplemental Master Purchase Agreement (2020–2022) have been set out in the paragraph headed “(A) SUPPLEMENTAL MASTER PURCHASE AGREEMENT (2020–2022)” of the 2019 Announcement and 2020 Circular.

As at the date of this announcement, the annual cap for the year ending 31 December 2022 under the Supplemental Master Purchase Agreement (2020–2022) has not been exceeded.

(2) 2022 SUPPLEMENTAL PRODUCTS SALES AGREEMENT

References are made to the 2021 Announcement and the 2021 Circular regarding the 2021 Supplemental Products Sales Agreement pursuant to which the Group agreed to sell its finished products to Sany Group Companies. On 11 November 2022, the Company entered into the 2022 Supplemental Products Sales Agreement with Sany Group to revise the annual cap of the 2021 Supplemental Products Sales Agreement for the year ending 31 December 2022 from RMB1,469,953,000 to RMB2,178,490,000.

The transaction amounts under the 2021 Supplemental Products Sales Agreement for the nine months ended 30 September 2022 were RMB1,082,887,000. The revised annual cap for the year ending 31 December 2022 was arrived based on the historical transaction amounts for the year 2022, the orders under negotiation, the business plan of the Group and the expected demand of the products by end-customers.

Except for the annual cap, all other terms of the 2021 Supplemental Products Sales Agreement remain unchanged in the 2022 Supplemental Products Sales Agreement. The principal terms of the 2021 Supplemental Products Sales Agreement have been set out in the paragraph headed “(2) 2021 SUPPLEMENTAL PRODUCTS SALES AGREEMENT” of the 2021 Announcement and “(B) 2021 SUPPLEMENTAL PRODUCTS SALES AGREEMENT” of the 2021 Circular.

As at the date of this announcement, the annual cap for the year ending 31 December 2022 under the 2021 Supplemental Products Sales Agreement has not been exceeded.

(3) 2022 SUPPLEMENTAL MASTER TRANSPORTATION AGREEMENT

References are made to the 2019 Announcement and the 2020 Circular regarding the Supplemental Master Transportation Agreement (2020–2022) pursuant to which Sany Logistics will provide logistic services to the Group. On 11 November 2022, the Company entered into the 2022 Supplemental Master Transportation Agreement with Sany Logistics to revise the annual cap of the Supplemental Master Transportation Agreement (2020–2022) for the year ending 31 December 2022 from RMB553,644,000 to RMB616,174,000.

The transaction amounts under the Supplemental Master Transportation Agreement (2020–2022) for the nine months ended 30 September 2022 were RMB393,524,000. The revised annual cap for the year ending 31 December 2022 was arrived based on the historical transaction amounts for the year 2022, the orders under negotiation and the anticipated logistic services which will be required by the Group at the prevailing market price for such services.

Except for the annual cap, other terms of the Supplemental Master Transportation Agreement (2020–2022) remain unchanged in the 2022 Supplemental Master Transportation Agreement. The principal terms of the Supplemental Master Transportation Agreement (2020–2022) have been set out in the paragraph headed “(C) SUPPLEMENTAL MASTER TRANSPORTATION AGREEMENT (2020–2022)” of the 2019 Announcement and “(B) SUPPLEMENTAL MASTER TRANSPORTATION AGREEMENT (2020–2022)” of the 2020 Circular.

As at the date of this announcement, the annual cap for the year ending 31 December 2022 under the Supplemental Master Transportation Agreement (2020–2022) has not been exceeded.

(4) 2022 SUPPLEMENTAL EQUIPMENT SALES AND LEASING FRAMEWORK AGREEMENT

References are made to the 2021 Announcement and the 2021 Circular regarding the Equipment Sales and Leasing Framework Agreement pursuant to which: (i) parts and equipment shall either be sold by the Group to Sany Group Companies for leasing to the lessees or to the lessees which shall then be on-sold to Sany Group Companies for leasing back to the lessees; and (ii) the Group shall settle the outstanding lease payments on behalf of the lessees or repurchase the parts and equipment under certain circumstances. On 11 November 2022, the Company entered into the 2022 Supplemental Equipment Sales and Leasing Framework Agreement with Sany Group to revise the annual cap of:

- (a) the sales of parts and equipment under the Equipment Sales and Leasing Framework Agreement for the year ending 31 December 2022 from RMB600,000,000 to RMB1,478,419,000; and
- (b) the financial guarantee and the repurchase of parts and equipment under the Equipment Sales and Leasing Framework Agreement for the year ending 31 December 2022 from RMB510,000,000 to RMB1,299,559,000.

The transaction amounts of the sales of parts and equipment under the Equipment Sales and Leasing Framework Agreement for the nine months ended 30 September 2022 were RMB478,419,000 and the transaction amounts of the financial guarantee and the repurchase of parts and equipment were RMB399,559,000 for the same period. The revised annual caps for the year ending 31 December 2022 under the 2022 Supplemental Equipment Sales and Leasing Framework Agreement were arrived based on:

- (i) historical transaction amounts for the year 2022 under the Equipment Sales and Leasing Framework Agreement;

- (ii) the orders under negotiation and the product sales plan at the prevailing market price of the parts and equipment, and the expected transaction scale which similar guarantee are required;
- (iii) the average loan ratio of the sales of parts and equipment of 85% (for the financial guarantee and the repurchase of parts and equipment); and
- (iv) current intention of the customers of changing from using instalment payment model directly with the Group to using finance lease services with Sany Group Companies, which would help to speed up the cash collection process of the Group.

Except for the annual caps, other terms of the Equipment Sales and Leasing Framework Agreement remain unchanged in the 2022 Supplemental Equipment Sales and Leasing Framework Agreement. The principal terms of the Equipment Sales and Leasing Framework Agreement have been set out in the paragraph headed “(4) EQUIPMENT SALES AND LEASING FRAMEWORK AGREEMENT” of the 2021 Announcement and “(C) EQUIPMENT SALES AND LEASING FRAMEWORK AGREEMENT” of the 2021 Circular.

As at the date of this announcement, the annual caps for the year ending 31 December 2022 under the Equipment Sales and Leasing Framework Agreement have not been exceeded.

(5) 2022 SUPPLEMENTAL TECHNICAL SERVICE FRAMEWORK AGREEMENT

Reference is made to the 2021 Announcement regarding the 2021 Supplemental Technical Service Framework Agreement pursuant to which the Group shall provide technical services to Sany Group Companies. On 11 November 2022, the Company entered into the 2022 Supplemental Technical Service Framework Agreement with Sany Group to revise the annual cap of the 2021 Supplemental Technical Service Framework Agreement for the year ending 31 December 2022 from RMB96,000,000 to RMB134,380,000.

The transaction amounts under the 2021 Supplemental Technical Service Framework Agreement for the nine months ended 30 September 2022 were RMB91,054,000. The revised annual cap for the year ending 31 December 2022 was arrived based on the historical transaction amounts for the year 2022, the orders under negotiation and the anticipated demand of the technical services required by Sany Group Companies at the prevailing market prices of similar services.

Except for the annual cap, other terms of the 2021 Supplemental Technical Service Framework Agreement remain unchanged in the 2022 Supplemental Technical Service Framework Agreement. The principal terms of the 2021 Supplemental Technical Service Framework Agreement have been set out in the paragraph headed “(3) 2021 SUPPLEMENTAL TECHNICAL SERVICE FRAMEWORK AGREEMENT” of the 2021 Announcement.

As at the date of this announcement, the annual cap for the year ending 31 December 2022 under the 2021 Supplemental Technical Service Framework Agreement has not been exceeded.

(6) 2022 SUPPLEMENTAL MASTER SALES AGENCY AGREEMENT

Reference is made to the 2019 Announcement regarding the Master Sales Agency Agreement (2020–2022) pursuant to which Sany Group Companies shall act as the sales agency for the Group for overseas end-customers. On 11 November 2022, the Company entered into the 2022 Supplemental Master Sales Agency Agreement with Sany Group to revise the annual cap of the Master Sales Agency Agreement (2020–2022) for the year ending 31 December 2022 from RMB7,000,000 to RMB9,982,000.

The transaction amounts under Master Sales Agency Agreement (2020–2022) for the nine months ended 30 September 2022 were RMB6,486,000. The revised annual cap for the year ending 31 December 2022 was arrived based on the historical transaction amounts for the year 2022, orders under negotiation and the anticipated sales plan for overseas regions.

Except for the annual cap, other terms of the Master Sales Agency Agreement (2020–2022) remain unchanged in the 2022 Supplemental Master Sales Agency Agreement. The principal terms of the Master Sales Agency Agreement (2020–2022) have been set out in the paragraph headed “(G) MASTER SALES AGENCY AGREEMENT (2020–2022)” of the 2019 Announcement.

As at the date of this announcement, the annual cap for the year ending 31 December 2022 under the Master Sales Agency Agreement (2020–2022) has not been exceeded.

REASONS AND BENEFITS

The reasons and benefits of the entering into of each of the Existing Agreements have been set out in the 2019 Announcement, the 2020 Circular, the 2021 Announcement and the 2021 Circular. In anticipation of the increase in transaction amounts of the continuing connected transactions conducted under each of the Existing Agreements, the Board considered that the entering into of the 2022 Supplemental Agreements to revise the annual caps will enable the Group to continue the continuing connected transactions contemplated thereunder in compliance with the Listing Rules.

In view of the reasons above, the Board considered that the terms of the transactions contemplated under each of the 2022 Supplemental Agreements are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group and in the interests of the Group and the Shareholders as a whole.

Since Sany Group or Sany Logistics, being parties to the 2022 Supplemental Agreements are associates of Mr. Liang, Mr. Liang Zaizhong, being the son of Mr. Liang, has abstained from voting on the Board resolution approving each of the 2022 Supplemental Agreements due to conflict of interests.

As Mr. Tang Xiuguo and Mr. Xiang Wenbo also have interests in Sany Group, they have abstained from voting on the relevant Board resolutions approving each of the 2022 Supplemental Agreements.

Save as disclosed above, no Director has a material interest in the 2022 Supplemental Agreements or has abstained from voting on the relevant Board resolution approving the 2022 Supplemental Agreements.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Liang is a controlling shareholder of the Company by virtue of 10,870,000 Shares directly held by him and his indirect 56.38% interests in Sany Hong Kong, which in turn holds 2,098,447,688 Shares and 479,781,034 Convertible Preference Shares, which, in aggregate, represents 81.86% of the issued share capital of the Company. As Sany Group was held as to 56.74% by Mr. Liang and Sany Logistics is a subsidiary of Sany Group, each of Sany Group and Sany Logistics is an associate of Mr. Liang under Rule 14A.12(1)(c) of the Listing Rules and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the 2022 Supplemental Agreements with Sany Group or Sany Logistics (as the case may be) and the transactions contemplated thereunder are continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) of the revised annual cap under each of the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement is more than 5%, the respective agreements and the transactions contemplated thereunder (including the proposed annual cap) are subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As certain applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the revised annual cap under the 2022 Supplemental Technical Service Framework Agreement exceed 0.1% but all of them are less than 5%, the 2022 Supplemental Technical Service Framework Agreement is only subject to the reporting and announcement requirements, and is exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As all applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the revised annual cap under the 2022 Supplemental Master Sales Agency Agreement are less than 0.1%, the 2022 Supplemental Master Sales Agency Agreement is fully exempt under Rule 14A.76(1) of the Listing Rules.

INTERNAL CONTROL MEASURES

To ensure that the terms of the continuing connected transactions of the Company are on normal commercial terms and on terms no less favorable to the Company than terms offered to or by Independent Third Parties, the Company has adopted various internal control measures for the Existing Agreements, details of which are set out in the relevant paragraphs under: (i) the section headed "INTERNAL CONTROL" of the 2019 Announcement; (ii) the section headed "INTERNAL CONTROL MEASURES" of the 2021 Announcement; (iii) the sections headed "PRICING POLICY" and "INTERNAL CONTROL PROCEDURES" of the 2020 Circular; and (iv) the sections headed "INTERNAL CONTROL PROCEDURES" of the 2021 Circular. These internal control measures have remained the same for the 2022 Supplemental Agreements.

EGM

The Company will hold the EGM to approve the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement, 2022 Supplemental Equipment Sales and Leasing Framework Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder.

Vinco Financial Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement.

CIRCULAR

A circular containing, among other things, further information on the (i) 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement; (ii) the notice of the EGM; (iii) the letter from Vinco Financial Limited to both the Independent Board Committee and the Independent Shareholders regarding the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement, 2022 Supplemental Equipment Sales and Leasing Framework Agreement and the transactions contemplated thereunder; and (iv) the recommendation of the Independent Board Committee to the Independent Shareholders in connection thereto, will be despatched to the Shareholders as soon as possible. It is currently expected that the circular will be despatched to the Shareholders on or before 2 December 2022.

INFORMATION ABOUT THE COMPANY AND THE GROUP

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacture and sale of mining equipment, logistics equipment, robotic and smart mined products and spare parts and the provision of related services.

INFORMATION ABOUT SANY GROUP

Sany Group is principally engaged in the manufacture and distribution of engineering machineries for construction purposes, and machinery leasing, manufacture of automobile and educational businesses. As at the date of this announcement, Sany Group is held as to 56.74% by Mr. Liang, 8.75% by Tang Xiuguo (a non-executive Director), 8% by Xiang Wenbo (a non-executive Director), 8% by Mao Zhongwu (an Independent Third Party), 0.5% by Liang Linhe (nephew of Mr. Liang), and 10 shareholders who are Independent Third Parties each of them holding less than 5.00% of equity interest of Sany Group.

INFORMATION ABOUT SANY LOGISTICS

Sany Logistics is a subsidiary of Sany Group and it is principally engaged in domestic freight transportation services, freight transportation agency services, logistics information consulting services and export trading.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

- “2019 Announcement” the announcement of the Company dated 18 December 2019 regarding, among others, the Supplemental Master Purchase Agreement (2020–2022), the Supplemental Master Transportation Agreement (2020–2022) and the Master Sales Agency Agreement (2020–2022);
- “2020 Circular” the circular of the Company dated 7 February 2020 regarding, among others, the Supplemental Master Purchase Agreement (2020–2022) and the Supplemental Master Transportation Agreement (2020–2022);
- “2021 Announcement” the announcement of the Company dated 21 May 2021 regarding, among others, the 2021 Supplemental Products Sales Agreement, the Equipment Sales and Leasing Framework Agreement and the 2021 Supplemental Technical Service Framework Agreement;
- “2021 Circular” the circular of the Company dated 25 June 2021 regarding, among others, the 2021 Supplemental Products Sales Agreement and the Equipment Sales and Leasing Framework Agreement;
- “2021 Supplemental Products Sales Agreement” the supplemental agreement entered into between the Company and Sany Group on 21 May 2021 to supplement the products sales agreement entered into between the Company and Sany Group on 18 December 2019 regarding the sales of finished products by the Group to Sany Group Companies for sales to the end-customers, details of which are set out in the 2021 Announcement and the 2021 Circular;
- “2021 Supplemental Technical Service Framework Agreement” the supplemental agreement entered into between the Company and Sany Group on 21 May 2021 to supplement the technical service framework agreement entered into between the Company and Sany Group on 30 October 2020, pursuant to which the Group will provide Sany Group Companies with the technical services, details of which are set out in the 2021 Announcement;

“2022 Supplemental Agreements”	collectively the 2022 Supplemental Master Purchase Agreement, the 2022 Supplemental Products Sales Agreement, the 2022 Supplemental Master Transportation Agreement, the 2022 Supplemental Equipment Sales and Leasing Framework Agreement, the 2022 Supplemental Technical Service Framework Agreement and the 2022 Supplemental Master Sales Agency Agreement;
“2022 Supplemental Equipment Sales and Leasing Framework Agreement”	the supplemental agreement entered into between the Company and Sany Group on 11 November 2022 to supplement the Equipment Sales and Leasing Framework Agreement;
“2022 Supplemental Master Purchase Agreement”	the supplemental agreement entered into between the Company and Sany Group on 11 November 2022 to supplement the Supplemental Master Purchase Agreement (2020–2022);
“2022 Supplemental Master Sales Agency Agreement”	the supplemental agreement entered into between the Company and Sany Group on 11 November 2022 to supplement the Master Sales Agency Agreement (2020–2022);
“2022 Supplemental Master Transportation Agreement”	the supplemental agreement entered into between the Company and Sany Logistics on 11 November 2022 to supplement the Supplemental Master Transportation Agreement (2020–2022);
“2022 Supplemental Products Sales Agreement”	the supplemental agreement entered into between the Company and Sany Group on 11 November 2022 to supplement the 2021 Supplemental Products Sales Agreement;
“2022 Supplemental Technical Service Framework Agreement”	the supplemental agreement entered into between the Company and Sany Group on 11 November 2022 to supplement the 2021 Supplemental Technical Service Framework Agreement;
“associate”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Company”	Sany Heavy Equipment International Holdings Company Limited (三一重裝國際控股有限公司), a company incorporated with limited liability on 23 July 2009 under the laws of the Cayman Islands and the Shares of which are listed on the Stock Exchange (stock code: 631);

“connected person”	has the same meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules;
“Convertible Preference Shares”	the limited-voting convertible preference shares of the Company;
“Director(s)”	the directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened to, among others, consider and if thought fit, approve the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement;
“Equipment Sales and Leasing Framework Agreement”	the equipment sales and leasing framework agreement entered into between the Company and Sany Group on 21 May 2021, in respect of the sale of parts and equipment manufactured by the Group such as mining equipment, logistics equipment, automation machinery and relevant ancillary parts by the Group for leasing to the lessee(s);
“Existing Agreements”	collectively the Supplemental Master Purchase Agreement (2020–2022), the 2021 Supplemental Products Sales Agreement, the Supplemental Master Transportation Agreement (2020–2022), the Equipment Sales and Leasing Framework Agreement, the 2021 Supplemental Technical Service Framework Agreement and the Master Sales Agency Agreement (2020–2022);
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

“Independent Board Committee”	an independent board committee of the Board comprising all the independent non-executive Directors, who have no material interest in the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement, namely Mr. Poon Chiu Kwok, Mr. Ng Yuk Keung and Mr. Hu Jiquan;
“Independent Shareholders”	the Shareholders who are not interested in or involved in the 2022 Supplemental Master Purchase Agreement, 2022 Supplemental Products Sales Agreement, 2022 Supplemental Master Transportation Agreement and 2022 Supplemental Equipment Sales and Leasing Framework Agreement;
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholders (within the meaning of the Listing Rules) of the Company, its subsidiaries or any of their respective associates;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Master Sales Agency Agreement (2020–2022)”	the master sales agency agreement dated 18 December 2019 entered into between the Company and Sany Group, pursuant to which the Company agreed to engage Sany Group Companies to act as the sales agent for its products;
“Mr. Liang”	Mr. Liang Wengen, the controlling shareholder of the Company;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Sany Group”	三一集團有限公司 (Sany Group Limited*), a company with limited liability established on 18 October 2000 under the laws of the PRC;
“Sany Group Companies”	Sany Group and its subsidiaries from time to time;

* *for identification only*

“Sany Hong Kong”	Sany Hong Kong Group Limited (三一香港集團有限公司), a company with limited liability incorporated on 14 October 2005 under the laws of Hong Kong, and the controlling shareholder of the Company;
“Sany Logistics”	Hunan Sany Logistics Co., Ltd.* (湖南三一物流有限公司), a company with limited liability established under the laws of the PRC, a wholly-owned subsidiary of Sany Group;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of our Company;
“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company with a nominal value of HK\$0.10 each;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	has the meaning ascribed to it under the Listing Rules;
“Supplemental Master Purchase Agreement (2020–2022)”	the supplemental agreement entered into between the Company and Sany Group on 18 December 2019 in relation to (1) the purchase by the Group of parts and components from Sany Group Companies and (2) the purchase by the Group of second-hand manufacturing equipment for the manufacturing of the Group from Sany Group Companies;
“Supplemental Master Transportation Agreement (2020–2022)”	the supplemental agreement entered into between the Company and Sany Logistics on 18 December 2019 in relation to the provision of logistics services by Sany Logistics to the Group;

“%”

per cent.

By the order of the Board
Sany Heavy Equipment International Holdings Company Limited
Mr. Liang Zaizhang
Chairman

Hong Kong, 11 November 2022

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