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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)

**FURTHER INFORMATION ANNOUNCEMENT
TO THE AGM CIRCULAR**

Reference is made to the circular of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”) dated 27 April 2023 in relation to, among other things, the proposed amendments to the Memorandum and Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association (the “**AGM Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular unless the context requires otherwise.

The Company noted that, due to an inadvertent clerical error, the text of the second amended and restated memorandum of association of the Company (the “**Amended and Restated Memorandum**”) was not included in Appendix III to the AGM Circular. To supplement Shareholders details of the amendments to the existing consolidated version of the memorandum of association of the Company (the “**Existing Memorandum**”), the text of the Amended and Restated Memorandum (marked-up against the Existing Memorandum) is set out in the Appendix to this announcement.

Save as disclosed in this announcement, all other information stated in the AGM Circular, the AGM Notice and the proxy form for the Annual General Meeting (both English and Chinese versions) remains unchanged and shall continue to be valid for all purposes. This announcement is to provide further information to the AGM Circular and should be read in conjunction with the AGM Circular.

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

Hong Kong, 4 May 2023

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.

APPENDIX

THE COMPANIES ~~LAW~~ ACT EXEMPTED COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF

Sany Heavy Equipment International Holdings Company Limited **三一重裝國際控股有限公司**

(Adopted by way of special resolution passed at a general meeting held on 31 May 2023)

1. The name of the Company is **Sany Heavy Equipment International Holdings Company Limited** and its dual foreign name is 三一重裝國際控股有限公司.
2. The Registered Office of the Company shall be at the offices of Conyers Trust Company (Cayman) Limited ~~Codan Trust Company (Cayman) Limited~~, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted.
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies ~~Law~~ Act.
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is HK\$500,000,000 divided into (i) 4,461,067,880 ~~5,000,000,000~~ ordinary shares of a nominal or par value of HK\$0.10 each; and (ii) 538,932,120 convertible preference shares of a nominal or par value of HK\$0.10 each.
9. The Company may exercise the power contained in the Companies ~~Law~~ Act to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.