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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the an extraordinary general meeting (the “**EGM**”) of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”) will be held at Conference Room 103, Research and Development Building, Sany Heavy Equipment Co., Ltd., No. 25, 16 Kaifa Road, Shenyang Economic of Technological Development Zone, Shenyang, Liaoning Province, PRC at 10:00 a.m. on Friday, 11 August 2023 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. “**THAT**

- (1) the new share option scheme of the Company (the “**2023 Share Option Scheme**”), as defined and summarised in Appendix I to the circular of the Company dated 25 July 2023 (the “**Circular**”) (the rules of which are contained in the document produced to the meeting marked “**A**” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved and adopted; and
- (2) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme, including but without limitation:
  - (i) administering the 2023 Share Option Scheme under which options will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to Eligible Participants (as defined in the Circular) under the 2023 Share Option Scheme to exercise the options and subscribe for new

shares in the capital of the Company (“**Shares**”), including but not limited to determining and granting the options in accordance with the terms of the 2023 Share Option Scheme;

- (ii) modifying, amending and/or altering the rules of the 2023 Share Option Scheme from time to time provided that such modification, amendment and/or alternation is effective in accordance with the provision of the 2023 Share Option Scheme relating to modification, amendment and/or alternation and the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”);
- (iii) granting options under the 2023 Share Option Scheme and allotting and issuing from time to time such number of Shares as may be required pursuant to the exercise of the options granted under the 2023 Share Option Scheme, subject to the applicable laws and regulations;
- (iv) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be allotted and issued pursuant to the options granted under the 2023 Share Option Scheme; and
- (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Scheme and subject to the applicable laws and regulations.”

## 2. “**THAT**

- (1) the proposed amendments (the “**Amendments**”) to the share award scheme adopted by the Company on 3 December 2019 as amended from time to time (the “**2019 Share Award Scheme**”), as defined and set out in Appendix II to the Circular are hereby approved and the amended and restated 2019 Share Award Scheme, a copy of which has been produced to the meeting and marked “**B**” and initialled by the chairman of the meeting for identification purpose, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing 2019 Share Award Scheme with immediate effect after the close of this meeting; and

- (2) the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Amendments and the amended 2019 Share Award Scheme, including but without limitation:
- (i) administering the amended 2019 Share Award Scheme under which awards will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to Eligible Participants under the amended 2019 Share Award Scheme to subscribe for new Shares, including but not limited to determining and granting the awards in accordance with the terms of the amended 2019 Share Award Scheme;
  - (ii) modifying, amending and/or altering the rules of the amended 2019 Share Award Scheme from time to time provided that such modification, amendment and/or alternation is effective in accordance with the provision of the amended 2019 Share Award Scheme relating to modification, amendment and/or alternation and the requirements of the Listing Rules;
  - (iii) granting awards under the amended 2019 Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required pursuant to the amended 2019 Share Award Scheme, subject to the applicable laws and regulations;
  - (iv) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be allotted and issued pursuant to the awards granted under amended 2019 Share Award Scheme; and
  - (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the amended 2019 Share Award Scheme and subject to the applicable laws and regulations.”

3. **“THAT**

- (1) the Scheme Mandate Limit (as defined in the Circular) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company (i.e. 10% of the Shares in issue as at the date of passing of this resolution) be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit;

- (2) conditional upon the 2023 Share Option Scheme and the Amendments being approved and adopted by way of the ordinary resolutions of the Company numbered 1 and 2 above and within the Scheme Mandate Limit, the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted to the Service Providers (as defined in the Circular) under all the share schemes of the Company involving issue of new shares by the Company or its principal subsidiaries (collectively, the “**share schemes**”), being 1% of the Shares in issue as at the date of passing this resolution (the “**Service Provider Sublimit**”), be and is hereby approved; and
- (3) the board of Directors be and is hereby authorised, subject to compliance with the Listing Rules, to grant share options and awards to the Service Providers under the share schemes up to the Service Provider Sublimit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and awards.”

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

Hong Kong, 25 July 2023

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Room 2010, 20th Floor, Landmark North  
No. 39 of Lung Sum Avenue  
Sheung Shui  
N.T. Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
- (4) The completion of a form of proxy will not preclude you from attending and voting at the EGM in person should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.
- (5) The register of members of the Company will be closed from Tuesday, 8 August 2023 to Friday, 11 August 2023 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 7 August 2023.
- (6) Pursuant to Rule 13.39(4) of the Listing Rules, voting on the ordinary resolution as set out above will be conducted by way of poll.
- (7) The Chinese version of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.

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