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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)

POLL RESULTS FOR THE EXTRAORDINARY GENERAL MEETING HELD ON 11 AUGUST 2023

Reference is made to the circular of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”) dated 25 July 2023 (the “**Circular**”), and the notice of the extraordinary general meeting (“**EGM**”) of the Company dated 25 July 2023 (the “**EGM Notice**”). Unless otherwise stated herein, terms used in this announcement shall have the same meanings as those defined in the Circular and the EGM Notice.

RESULTS OF THE EGM

The Board is pleased to announce that the resolutions proposed at the EGM convened and held on 11 August 2023 were duly passed by the Shareholders by way of poll. Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Details of the poll results in respect of the resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of vote (%)	
		For	Against
1.	(1) To approve and adopt the new share option scheme of the Company (the “ 2023 Share Option Scheme ”), as defined and summarised in Appendix I to the Circular. (2) To authorise the directors of the Company (the “ Directors ”) 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.	2,003,474,681 90.09%	220,492,833 9.91%

Ordinary Resolutions		Number of vote (%)	
		For	Against
2.	<p>(1) To approve 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, and approve and adopt the amended and restated 2019 Share Award Scheme in substitution for, and to the exclusion of, the existing 2019 Share Award Scheme with immediate effect after the close of this meeting.</p> <p>(2) To authorise the Directors 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.</p>	<p>2,085,634,563 93.78%</p>	<p>138,332,951 6.22%</p>

Ordinary Resolutions		Number of vote (%)	
		For	Against
3.	<p>(1) To approve and adopt 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 this resolution) and authorise the Directors 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.</p> <p>(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, to approve 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”).</p> <p>(3) To authorise the board of Directors, 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.</p>	2,003,474,681 90.09%	220,492,833 9.91%

As at the date of the EGM, the total number of Shares in issue was 3,188,609,465 Shares. There was no restriction on any Shareholders to vote only against the proposed resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder has a material interest in the adoption of the 2023 Share Option Scheme and the Amendments to the 2019 Share Award Scheme and is required to abstain from voting at the EGM. No Shareholder has stated his or her intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the EGM. As at the date of the EGM, the trustee of the 2019 Share Award Scheme holds in aggregate 14,433,955 Shares. Pursuant to the terms of the 2019 Share Award Scheme, the trustee is not allowed to vote on the Shares held by it. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM was 3,174,175,510 Shares.

All the Directors, namely Mr. Liang Zaizhong, Mr. Qi Jian, Mr. Fu Weizhong, Mr. Tang Xiuguo, Mr. Xiang Wenbo, Mr. Ng Yuk Keung, Mr. Poon Chiu Kwok and Mr. Hu Jiquan attended the EGM either in person or by electronic means.

As more than half of the votes were cast in favour of each resolution proposed at the EGM, all of the above resolutions were duly passed as ordinary resolutions of the Company at the EGM.

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

Hong Kong, 11 August 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.