



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Sany Heavy Equipment International Holdings Company Limited

Date Submitted: 02 February 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00631	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	4,461,067,880	HKD	0.1	HKD	446,106,788	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	4,461,067,880	HKD	0.1	HKD	446,106,788	

2. Class of shares	Preference shares	Type of shares	Other type (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	538,932,120	HKD	0.1	HKD	53,893,212	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	538,932,120	HKD	0.1	HKD	53,893,212	

Total authorised/registered share capital at the end of the month: HKD 500,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00631	Description				
Balance at close of preceding month			3,189,660,321			
Increase / decrease (-)						
Balance at close of the month			3,189,660,321			

2. Class of shares	Preference shares	Type of shares	Other type(specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference shares			
Balance at close of preceding month			479,781,034			
Increase / decrease (-)			0			
Balance at close of the month			479,781,034			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				00631					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share Option Scheme adopted on 16 February 2013	58,997,152	Exercised	0	58,997,152	0	25,215,070	0	
General Meeting approval date (if applicable)		12 December 2017							

2. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				00631					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	2023 Share Option Scheme adopted on 11 August 2023	0			0		0	294,585,675	
General Meeting approval date (if applicable)		11 August 2023							

Total A (Ordinary shares): _____ 0

Total funds raised during the month from exercise of options: HKD _____ 0

Remarks:

The scheme mandate for the 2023 Share Option Scheme and the Amended 2019 Share Award Scheme as approved on 11 August 2023 was 318,860,946. The total number of securities which may be issued upon exercise of all share options to be granted under the scheme as close of the month as shown in the table above representing the remaining scheme mandate after the grant of the restricted shares under the Amended 2019 Share Award Scheme as mentioned in part E of this monthly return, and is shared between the 2023 Share Option Scheme and the Amended 2019 Share Award Scheme (see part E of this monthly return).

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable	Preference shares	Type of shares	Other type (Please specify)	Shares issuable to be listed on SEHK (Note 1)	Yes	
Other type (Please specify)	Convertible Preference shares					
Stock code of shares issuable (if listed on SEHK) (Note 1)	00631					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Preference shares	HKD	479,781,034	0	479,781,034	0	479,781,034
Type of convertibles	Preference Shares					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	2.009				
General Meeting approval date (if applicable)	19 December 2014					

Total C (Preference shares Convertible Preference shares): _____ 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00631				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Share award scheme	HKD			11 August 2023	0	294,585,675

Total E (Ordinary shares): _____ 0

Remarks:

(1) A total of 24,275,271 restricted shares were granted on 20 September 2023 with the following vesting schedule: (a) 319,849 restricted shares to be vested on 30 September 2024; (b) 639,695 restricted shares to be vested on each of 31 March 2025, 31 March 2026, 31 March 2027 and 31 March 2028; and (c) 319,848 restricted shares to be vested on 31 March 2029.

(2) The number of new shares of issuer which may be issued pursuant thereto as at close of the month as shown in the table above representing the remaining scheme mandate after the grant under the Amended 2019 Share Award Scheme as mentioned in (1) above, and is shared between the 2023 Share Option Scheme (see part A of this monthly return) and the Amended 2019 Share Award Scheme.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0

Total increase / decrease (-) in Preference shares Convertible Preference shares during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Yu Leung Fai

Title: Joint company secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"