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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sany Heavy Equipment International Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED RENEWAL OF  
GENERAL MANDATES TO ISSUE SHARES AND  
BUY-BACK SHARES,  
DECLARATION OF FINAL DIVIDEND,  
RE-ELECTION OF DIRECTORS  
PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Unless the context otherwise requires, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the Annual General Meeting to be held at Conference Room 103, R&D Building, Sany Heavy Equipment Industrial Park, No. 25, 16 Kaifa Road, Shenyang Economic and Technological Development Zone, Liaoning Province, the PRC on Friday, 31 May 2024 at 11:00 a.m. is set out on pages 21 to 26 of this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

26 April 2024

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## DEFINITIONS

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

“2023 Annual Report”	the annual report of the Company for the financial year ended 31 December 2023 which has been dispatched to the Shareholders on 27 April 2024
“AGM Notice”	the notice convening the Annual General Meeting set out on pages 21 to 26 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Conference Room 103, R&D Building, Sany Heavy Equipment Industrial Park, No. 25, 16 Kaifa Road, Shenyang Economic and Technological Development Zone, Liaoning Province, the PRC on Friday, 31 May 2024 at 11:00 a.m., for the purpose of considering and, if thought fit, approving the resolutions proposed in this circular
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	board of the Directors
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy-back Shares in the capital of the Company up to a maximum of 10% of total number of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution
“Cayman Companies Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Sany Heavy Equipment International Holdings Company Limited (三一重裝國際控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules

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## DEFINITIONS

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“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to allot, issue, and otherwise deal with new Shares and other securities and/or to resell treasury shares of the Company (if permitted under the Listing Rules) with an aggregate number of Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution, and the aggregate number of Shares bought back by the Company (if any)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“Memorandum and Articles of Association”	Memorandum and Articles of Association of the Company currently in force
“PRC”	the People’s Republic of China
“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong respectively
“RMB”	Renminbi, the lawful currency of the PRC
“Sany Group”	Sany Group Co., Ltd.* (三一集團有限公司), a company with limited liability established on 18 October 2000 under the laws of the PRC and is an associate of Mr. Liang Wengen who is a controlling shareholder of the Company
“Sany Heavy Industry”	Sany Heavy Industry Co., Ltd.* (三一重工股份有限公司), a non-wholly owned subsidiary of Sany Group listed on the Shanghai Stock Exchange (stock code: 600031)

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent



**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)**

*Executive Directors:*

Mr. Liang Zaizhong (*Chairman*)  
Mr. Qi Jian (*Vice Chairman*)  
Mr. Fu Weizhong

*Non-executive Directors:*

Mr. Tang Xiuguo  
Mr. Xiang Wenbo

*Independent Non-executive Directors:*

Mr. Ng Yuk Keung  
Mr. Poon Chiu Kwok  
Mr. Hu Jiquan

*Registered Office:*

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

*Place of Business in Hong Kong:*

Room 2010  
Landmark North  
No. 39 of Lung Sum Avenue  
Sheung Shui  
New Territories  
Hong Kong

26 April 2024

*To: the Shareholders*

Dear Sir or Madam,

**PROPOSED RENEWAL OF  
GENERAL MANDATES TO ISSUE SHARES AND  
BUY-BACK SHARES,  
DECLARATION OF FINAL DIVIDEND,  
RE-ELECTION OF DIRECTORS  
PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the General Mandate and the Buy-back Mandate, the declaration of final dividend, re-election of Directors, the proposed amendments to the existing Articles of Association and to seek your approval of the resolutions to these matters at the Annual General Meeting.

At the Annual General Meeting, resolutions, amongst others, will be proposed by the Company for the Shareholders to approve (i) the renewal of the General Mandate and the Buy-back Mandate; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Buy-back Mandate; (iii) the declaration of final dividend; (iv) the re-election of Directors; and (v) the proposed amendments to the existing Articles of Association.

### RENEWAL OF GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the Company's annual general meeting held on 31 May 2023, resolutions were passed giving general mandates to the Directors (i) to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution; and (ii) to buy-back Shares up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution. Such general mandates will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue new Shares and/or resell treasury shares of the Company not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 3,192,660,321 Shares were in issue and the Company had no treasury shares. Subject to the passing of the proposed resolution granting the General Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the General Mandate to issue new shares or resell treasury shares of the Company involving a maximum of 638,532,064 Shares. The General Mandate will end on the earliest of (a) the date of the next annual general meeting; or (b) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company;

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## LETTER FROM THE BOARD

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- (b) to grant the Buy-back Mandate to the Directors to exercise all powers of the Company to buy-back issued Shares. Under such Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, the number of Shares in issue was 3,192,660,321 Shares and the Company had no treasury shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Buy-back Mandate and no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 319,266,032 Shares, being 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation thereof. The Buy-back Mandate will end on the earliest of (a) the date of the next annual general meeting; or (b) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Buy-back Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

As at the Latest Practicable Date, the Directors had no immediate plan to allot and issue any additional Shares or to resell treasury shares of the Company pursuant to the Issue Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Buy-back Mandate at the Annual General Meeting.

### DECLARATION OF FINAL DIVIDEND

As stated in the announcement of the Company dated 27 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board has resolved to declare and pay the final dividend of HK\$0.19 per ordinary share of the Company to the Shareholders whose names appear on the Register of Members at the closing of business on Wednesday, 12 June 2024, amounting to HK\$606,035,461 in aggregate based on the total number of 3,189,660,321 Shares on 29 February 2024. Should there be any change in the total number of the Shares from 29 February 2024 to the record date for the dividend payment, the dividend per ordinary share of the Company shall remain unchanged and the total dividends amount shall be adjusted accordingly. The final dividend is subject to the Shareholders' approval by way of an ordinary resolution at the Annual General Meeting. Such final dividend is expected to be distributed on or around 26 June 2024.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with article 84(1) of the Articles of Association, each of Mr. Qi Jian, Mr. Tang Xiuguo and Mr. Hu Jiquan will retire from the office of Director by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of with reference to the nomination principles and criteria set out in the Company's Board diversity policy and Director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company recommended the re-election of Mr. Qi Jian, Mr. Tang Xiuguo and Mr. Hu Jiquan as Directors at the Annual General Meeting. Mr. Hu Jiquan, being an independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. On 27 March 2024, the nomination committee of the Company assessed and reviewed the individual independent non-executive Directors' annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors, including Mr. Hu Jiquan, remained independent.

The biographical details of such re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 March 2024. The Board proposes to amend the Articles of Association to (i) bring the Articles of Association in line with the latest requirements under the Listing Rules, including the amendments to Rule 2.07A of the Listing Rules with respect to electronic dissemination of corporate communications which took effect from 31 December 2023; and (ii) incorporate certain corresponding and housekeeping amendments (the "**Proposed Amendments**"). The Proposed Amendments will be subject to the approval of the Shareholders by way of a special resolution. Prior to the passing of such special resolution at the Annual General Meeting, the Articles of Association shall remain valid.

The full text of the Proposed Amendments is set out in Appendix III to this circular.

The Proposed Amendments are prepared and written in English. As such, any Chinese translation shall be for reference only. In the event of any inconsistency, the English version shall prevail. After the amendments to the existing Articles of Association come into effect, the full text of the amended Articles of Association of the Company will be published on the websites of the Stock Exchange and the Company.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The Company will convene and hold the Annual General Meeting at Conference Room 103, R&D Building, Sany Heavy Equipment Industrial Park, No. 25, 16 Kaifa Road, Shenyang Economic and Technological Development Zone, Liaoning Province, the PRC on Friday, 31 May 2024 at 11:00 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions set out in the AGM Notice as set out on pages 21 to 26 of this circular.

A form of proxy for use in connection with the Annual General Meeting is enclosed herewith. If you intend appoint a proxy to attend Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the Annual General Meeting will be by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to article 66 of the Articles of Association.

### CLOSURE OF REGISTER OF MEMBERS — ANNUAL GENERAL MEETING

The Register of Members will be closed from Monday, 27 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of the Shares will be registered. The record date for entitlement to attend and vote at the Annual General Meeting is Friday, 31 May 2024. In order to be entitled to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 31 May 2024, all transfer documents 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 no later than 4:30 p.m. on Friday, 24 May 2024.

### CLOSURE OF REGISTER OF MEMBERS — FINAL DIVIDEND PAYMENT

The Register of Members will also be closed from Friday, 7 June 2023 to Wednesday, 12 June 2024, both days inclusive, during which period no transfer of the Shares will be registered. The record date for entitlement to the proposed dividend is Wednesday, 12 June 2024. In order for the Shareholders to be entitled to the proposed dividend, all transfer documents 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 no later than 4:30 p.m. on Thursday, 6 June 2024.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the proposed renewal of the General Mandate and the Buy-back Mandate, the declaration of final dividend, the re-election of Directors and the proposed amendments to the Articles of Association are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting as set out in the AGM Notice.

Yours faithfully  
By order of the Board  
**Mr. Liang Zaizhong**  
*Chairman*

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy-back their shares on the Stock Exchange and other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 3,192,660,321 Shares in issue and the Company had no treasury shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 319,266,032 Shares (excluding treasury shares), being 10% of the total number of issued Shares as at the date of the passing of the relevant resolution at the Annual General Meeting.

### **3. REASONS FOR SHARE BUY-BACK**

The Directors have no present intention to buy back any Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed, but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2023 (as disclosed in its latest audited financial statements for the year ended 31 December 2023), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-back were to be carried out in full during the proposed buy-back period. In the circumstances, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

#### **4. FUNDING OF BUY-BACK**

The Company is empowered by the Memorandum and Articles of Association to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the Cayman Companies Act. Under the Cayman Companies Act, payment for a share buy-back by the Company may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or out of capital of the Company. The amount of premium payable on a buy-back of Shares may be paid out of either the profits or out of the share premium of the Company or out of capital of the Company.

In addition, under the Cayman Companies Act, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the Cayman Companies Act, the shares so bought back may (i) be treated by the Company as cancelled or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorized share capital would not be reduced.

#### **5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

**6. EFFECT OF TAKEOVERS CODE**

A buy-back of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the controlling shareholders of the Company, Mr. Liang Wengen and Sany Hongkong Group Limited are able to exercise approximately 65.77% voting rights in a general meeting of the Company. In the event that the Directors exercise in full the power to buy back the Shares which is proposed to be granted pursuant to the Buy-back Mandate and the Company does not have any treasury shares, the voting right of Mr. Liang Wengen and Sany Hongkong Group Limited would be increased to approximately 73.08% and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the public hands (excluding treasury shares). The Company has no intention to exercise the Buy-back Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of shares held by the public being reduced to less than 25% of the issued share capital of the Company (excluding treasury shares).

**7. SHARE BUY-BACK BY THE COMPANY**

The Company had not bought back any of its Shares (on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**8. SHARE PRICES**

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months up to the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
March	8.25	7.17
April	10.4	7.91
May	11.28	10.34
June	10.5	9.81
July	12.78	10.12
August	12.62	11.3
September	12.92	11.86
October	12.7	10.28
November	10.1	8.12
December	7.91	7.09
<b>2024</b>		
January	7.45	5.07
February	6.29	5.21
March	6.23	5.03
April (up to the Latest Practicable Date)	5.38	4.32



**DIRECTORS STANDING FOR RE-ELECTION**

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

**Mr. Qi Jian (戚建)**, aged 63, was appointed as an executive Director, chairman of the Board and chief executive officer of the Company on 6 August 2015, and was redesignated as the vice chairman of the Board and remained as the chief executive officer and a member of the Strategic Investment Committee since 21 October 2019. Since 20 February 2023, he was appointed as the chairman of ESG Committee.

Mr. Qi joined Sany Group in May 2001. He served as the deputy dean of the research institute of Sany Heavy Industry from May 2001 to May 2003, overseeing the research and development of road machinery products. He served as the deputy general manager of Sany Auto Manufacturing Co., Ltd. (三一汽車製造有限公司) from May 2003 to November 2006, overseeing the research and development and the production and manufacturing of commercial vehicles and passenger vehicles. From November 2006 to July 2015, he served as the general manager of Sany Automobile Lifting Machinery Co., Ltd. (三一汽車起重機械有限公司). During his term of service, Sany Automobile Lifting Machinery Co., Ltd. grew rapidly and became a core business of Sany Group with a sales amount ranked second in lifting machinery industry in 2014. Since 3 February 2024, he was appointed as the chairman of Sany Group.

From 1982 to May 2001, Mr. Qi had taken positions such as the deputy chief engineer and the deputy director of China BlueStar Changsha Design and Research Institute, engaged in product design and contracting of engineering projects. He participated in over 30 projects of chemical engineering, light industry and mechanical engineering designs. He was in charge of and completed over 20 engineering designs, which received various provincial and ministerial excellent achievement awards. Mr. Qi is a senior engineer at the level of researcher, who has over 30 years of experience in design and technical management and over 10 years of experience as senior management.

Mr. Qi graduated from Qingdao Chemical Engineering Academy (青島化工學院) in 1982 with a bachelor degree in chemical machinery. He also received a degree of executive master of business administration at Wuhan University (武漢大學) in 2005.

Mr. Qi has entered into a director service contract with the Company on 6 August 2021 for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the director service contract, the director service fees payable to Mr. Qi is RMB500,000 per year, which is determined by reference to, among others, his duties and responsibilities with the Company.

The nomination committee has evaluated Mr. Qi based on the duties of the nomination committee, including but not limited to his character and integrity, professional qualifications, skills, knowledge, experience and willingness and ability to devote adequate time to discharge duties as a member of the Board. The nomination committee is of the view that Mr. Qi will bring to the Board perspectives, skills and experience as



further described in his biography. Based on the Board diversity policy adopted by the Company, the nomination committee considers that Mr. Qi can contribute to the diversity of the Board, in particular with Mr. Qi's professional experience in corporate management.

Save as disclosed herein, Mr. Qi held no other directorships in any listed public companies in the last three years and Mr. Qi has not held any other positions with the Company and its subsidiaries. Save as disclosed, Mr. Qi does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, the 9,048,865 Shares in which Mr. Qi Jian is interested or deemed to be interested represent (i) 5,290,000 Shares which may be issued to him upon the exercise of the share options granted to him on 29 December 2021 under the share option scheme adopted by the Company on 16 February 2013 (the “**Share Option Scheme**”, amended on 11 August 2023); (ii) 367,077 Shares awarded to him on 18 December 2020, 236,514 Shares awarded to him on 2 September 2021, 472,592 Shares awarded to him on 8 June 2022 and 2,682,682 Shares awarded to him on 20 September 2023 under the restricted share award scheme adopted by the Company on 3 December 2019 (the “**Share Award Scheme**”). Save as disclosed, Mr. Qi had no interest in any Shares or underlying Shares pursuant to Part XV of the SFO.

**Mr. Tang Xiuguo (唐修國)**, aged 61, was appointed as a non-executive Director on 28 September 2014. Mr. Tang was one of the four founders of Sany Group, and has been the director and president of Sany Group since 2002. From 1997 to 2002, Mr. Tang worked in Sany Group as general administration manager. From 1992 to 1997, he was the deputy general manager of Sany Group and the director of Sany Heavy Industry. From 1991 to 1992, Mr. Tang participated in the foundation of Sany Group. From 1989 to 1991, he participated in the foundation of Hunan Lianyuan Special Welding Materials Factory (湖南漣源特種焊接材料廠) and from 1986 to 1988, he specialized in the development and manufacture of special welding materials.

Mr. Tang has been granted numerous awards, including “Sany Group Distinguished Contribution Award of the Year” for many consecutive years, “China Outstanding Quality Model” and “Excellent Entrepreneur of the State”.

Mr. Tang has entered into a director service contract with the Company on 28 September 2023, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. No director's fee will be or has been received by Mr. Tang for his office as a non-executive Director.

The nomination committee has evaluated Mr. Tang based on the duties of the nomination committee, including but not limited to his character and integrity, professional qualifications, skills, knowledge, experience and willingness and ability to devote adequate time to discharge duties as a member of the Board. The nomination committee is of the view that Mr. Tang will bring to the Board perspectives, skills and experience as further described in his biography. Based on the Board diversity policy adopted by the Company, the nomination committee considers that Mr. Tang can contribute to the diversity of the Board, in particular with Mr. Tang's professional experience in corporate management.

Save as disclosed herein, Mr. Tang held no other directorships in any listed public companies in the last three years and Mr. Tang has not held any other positions with the Group. As at the Latest Practicable Date, Mr. Tang Xiuguo holds 8.70% of the issued share capital of Sany Heavy Equipment Investments Company Limited, which in turn holds the entire issued share capital of Sany Hongkong Group Limited, a controlling shareholder of the Company. Mr. Tang is directly interested in 2,110,000 Shares and 5,357,000 Shares held by his spouse. Save as disclosed, Mr. Tang had no interest any Shares or underlying Shares pursuant to part XV of the SFO. Save as disclosed herein, Mr. Tang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

**Mr. Hu Jiquan (胡吉全)**, aged 66, was appointed as an independent non-executive Director on 11 December 2016.

Mr. Hu is a researcher (professor) and a tutor of doctorate candidate. Currently, he is the director of the engineering center of department of education for port logistic technology and equipment and the associate dean of the institute of logistic engineering of Wuhan University of Technology (武漢理工大學).

Mr. Hu graduated from Wuhan School of Marine Transportation Engineering (武漢水運工程學院) with a diploma in lifting transportation machinery in January 1982. He was an assistant lecturer, a lecturer and an associate professor in Wuhan School of Marine Transportation Engineering, Wuhan Transportation University (武漢交通科技大學) and Wuhan University of Technology respectively between 1982 and 2004. He served as a researcher (professor) in the institute of logistics engineering of Wuhan University of Technology in 2005, a tutor of doctorate candidate in 2006, and was appointed as a distinguished professor for production academic and research and served as a member of academic committee by Wuhan University of Technology in 2012. Currently, he also serves as the managing director of the port machinery branch of the Chinese Mechanical Engineering Society (中國工程機械學會), the director of the Logistics Technology Committee of the Mechanical Engineering Society of Hubei (湖北省機械工程學會物流技術專業委員會) and a member of National Standardised Technology of Lifting Machinery Committee (全國起重機標準化技術委員會). He led and principally engaged in the research of design theory and method of modern port loading and unloading, and port logistic equipment and logistics system automation. He participated in a number of projects supported by the State, the National Transportation Readiness and Military Key Project, Science and Technology Key Projects of Hubei Province, production, academic and research cooperation projects of Guangdong Province, and enterprise science and technology cooperation projects. He presided over the development of various types of port machinery products. He won 6 awards of scientific and technological progress at the provincial and ministerial levels and obtained more than 20 invention patents and utility model patents. He published more than 40 SCI/EI papers and participated in the preparation of 3 sets of teaching materials and 4 mechanical design manuals.

Mr. Hu has entered into a letter of appointment with the Company on 11 December 2022 for a term of three years. Mr. Hu is entitled to receive an emolument of HK\$200,000 per annum. The relevant letter of appointment is in compliance with the requirements of the

Articles of Association and the Listing Rules, in which it contains the terms on early retirement and retirement by rotation for Directors. The emolument for Mr. Hu is determined by reference to the remuneration indicators in the industry and the prevailing market conditions.

Mr. Hu serves as the independent non-executive director of other companies. The Company considers that Mr. Hu has been and will continue to fulfill his duties and obligations diligently as an independent non-executive Director. Independent non-executive Director is not required to take executive role in the management and operations of the Group but to supervise the management of our Group and to attend board meetings and special committee meetings (either physically or by other means of communications) as and when required. The Company usually convenes a Board meeting prior to a material transaction for the purposes of discussion and communication, enabling the independent non-executive Directors to fully understand the Company's business and the transaction in order to perform their responsibilities of providing advice and recommendations to the Board. Mr. Hu's adequate and good record of attendance in the Company's board meetings upon his first joined the Company and his provision of recommendation and advice on issues in relation to compliance and management, corporate governance and transactions from time to time fully demonstrate his proactive discharges his duties.

Mr. Hu possesses good academic and professional qualifications, diverse experiences and knowledge across a wide range of industries together with a broad understanding of culture in China. He has been able to bring about critical and complementary insights on operating strategies, corporate governance and capital market to the Board. Moreover, he has continuously participated in professional follow-up training to enhance his professional knowledge, which is conducive to contributing new perspectives and independent judgments to the Board, facilitating effective board decisions. The Company and all of the Directors are of the view, and as confirmed by Mr. Hu, that he will be able to devote sufficient time to discharge his duties as an independent non-executive Director.

Mr. Hu has also demonstrated that he understands his duties and obligations as required by the relevant laws and regulations, including the Listing Rules, while in the course of discharging his duties and obligation, Mr. Hu, same as other Directors, is fully supported by the company secretary of the Company and the legal team. The Board really appreciate that Mr. Hu has offered himself for re-election as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Hu is deemed to be interested in 1,000,000 Shares which may be issued to him upon exercise of share options granted to him on 15 December 2017 pursuant to the share option scheme, and the above options have been exercised on 3 April 2024. Save as disclosed, Mr. Hu had no interest in any Shares or underlying Shares pursuant to part XV of the SFO.

### **Others**

Save as disclosed, there is no other information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

Article 85 of the Articles of Association provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Articles of Association:

- (i) “head office” means such office of the Company as the Directors may from time to time determine to be the principal office of the Company;
- (ii) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;
- (iii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles of Association; and
- (iv) “Registration Office” means, in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if any Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be lodged at the Company’s head office in Hong Kong, namely (i) his/her notice of intention to propose a resolution at the general meeting; (ii) a notice signed by the nominated candidate of the candidate’s willingness to be appointed; (iii) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”; (iv) the candidate’s written consent to the publication of his/her personal data, no later than seven (7) days before the Annual General Meeting.

**Required information of the candidate(s) nominated by Shareholders**

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and its subsidiaries (if any);
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in Shares within the meaning of Part XV of the SFO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting.

Details of the proposed amendments to the Articles of Association are set out below. The English version shall prevail in case of any discrepancy or inconsistency between the English version and its Chinese translation.

**Article 151**

- (1) By deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents” at the end of Article 151.

**Article 158**

- (2) By inserting the words “and “actionable corporate communication”” immediately after the words “including any “corporate communication”” in the parentheses in Article 158(1).
- (3) By inserting the words “, subject to compliance with the Listing Rules,” immediately after the words “other form of electronic transmission or electronic communication and” in Article 158(1).
- (4) By deleting the words “, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person” in Article 158(1)(e).
- (5) By deleting Article 158(1)(f) in its entirety and replacing it with the following:  
  
“(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange; or”
- (6) By deleting Article 158(2) in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

**Article 159**

- (7) By deleting Article 159(b) in its entirety and replacing it with the following:  
  
“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”
- (8) By deleting Article 159(c) in its entirety and replacing it with the words “INTENTIONALLY DELETED”.





**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 IS HEREBY GIVEN** that the Annual General Meeting of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”) will be held at Conference Room 103, R&D Building, Sany Heavy Equipment Industrial Park, No. 25, 16 Kaifa Road, Shenyang Economic and Technological Development Zone, Liaoning Province, the PRC on Friday, 31 May 2024 at 11:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company and its subsidiaries for the year ended 31 December 2023;
2. To re-elect Mr. Qi Jian as an executive Director;
3. To re-elect Mr. Tang Xiuguo as a non-executive Director;
4. To re-elect Mr. Hu Jiquan as an independent non-executive Director;
5. To declare a final dividend of HK19 cents per ordinary share for the year ended 31 December 2023;
6. To authorize the board of Directors to fix the Directors’ remuneration;
7. To re-appoint Ernst & Young as auditors of the Company and authorize the board of Directors to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the issued capital of the Company (the “**Shares**”) and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted together with the treasury shares of the Company resold (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and



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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of the Shares open for a period fixed by the Directors to holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued Shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares which are authorized to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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10. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 8 and 9 above, the general mandate to the Directors pursuant to resolution no. 8 be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares purchased by the Company under the authority granted pursuant to the resolution no. 9, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing this resolution.”

### SPECIAL RESOLUTION

11. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT** the amended and restated articles of association of the Company (the “**Articles**”) be and are hereby amended as follows:

(a) Article 151

- (1) By deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents” at the end of Article 151.

Article 158

- (2) By inserting the words “and “actionable corporate communication”” immediately after the words “including any “corporate communication”” in the parentheses in Article 158(1).
- (3) By inserting the words “, subject to compliance with the Listing Rules,” immediately after the words “other form of electronic transmission or electronic communication and” in Article 158(1).
- (4) By deleting the words “, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person” in Article 158(1)(e).
- (5) By deleting Article 158(1)(f) in its entirety and replacing it with the following:

“(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange; or”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (6) By deleting Article 158(2) in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 159

- (7) By deleting Article 159(b) in its entirety and replacing it with the following:

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”

- (8) By deleting Article 159(c) in its entirety and replacing it with the words “INTENTIONALLY DELETED”; and

- (b) the Directors and company secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing, including without limitation attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board  
**Mr. Liang Zaizhong**  
*Chairman*

Hong Kong, 26 April 2024

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 branch 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 register of members of the Company will be closed from Monday, 27 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of the Shares will be registered. The record date for entitlement to attend and vote at the annual general meeting is Friday, 31 May 2024. In order to be entitled to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 31 May 2024, all transfer documents 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 no later than 4:30 p.m. on Friday, 24 May 2024

The register of members of the Company will also be closed from Friday, 7 June 2024 to Wednesday, 12 June 2024, both days inclusive, during which period no transfer of the Shares will be registered. The record date for entitlement to the proposed dividends is Wednesday, 12 June 2024. In order for the Shareholders to be entitled to the proposed dividends, all transfer documents 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 no later than 4:30 p.m. on Thursday, 6 June 2024.

- (5) The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.
- (6) Shareholders of the Company whose names appear on the register of members of the Company on Friday, 31 May 2024 are entitled to attend and vote at the Annual General Meeting or any adjourned meetings.
- (7) If a Shareholder wishes to propose a person (the “**Candidate**”) to stand for election as a Director, (i) a notice signed by a Shareholder of the Company (other than him/herself) duly qualified to attend and vote at the Annual General Meeting of his/her intention to propose the Candidate for election; (ii) a notice signed by the Candidate of his/her willingness to be elected; (iii) that Candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (iv) the Candidate's written consent to the publication of his/her personal data, must be lodged at the head office of the Company with minimum notice(s) period of at least seven days, and that the period of lodgment of such notice(s) shall commence on the day after the date of the dispatch of this notice and end no later than seven days prior to Friday, 31 May 2024.

*As at the date of this circular, 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.*