THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **SANY Heavy Industry Co., Ltd**., you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

SANY

SANY HEAVY INDUSTRY CO., LTD.

三一重工股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6031)

PROPOSED ESTABLISHMENT OF AND APPLICATION FOR ISSUANCE OF ASSET-BACKED SECURITIES (ABS) AND THE RELATED-PARTY TRANSACTION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting to be held at 2:30 p.m. on Wednesday, September 23, 2026 at No. 1 Conference Room, Administrative Center, SANY Industrial Park, Changsha County, Changsha City, Hunan Province, the PRC is set out on pages 8 to 9 of this circular.

The form of proxy for the EGM has been distributed to the Shareholders who have indicated their wish to receive a printed copy on August 28, 2026 and has also been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website (www.sany.com.cn). If you are not able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the EGM, and deposit it together with the notarized power of attorney or other document of authorization with the H Share Registrar of the Company, Tricor Investor Services Limited (for holders of H Shares). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person should you so desire.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and the English versions, the Chinese version shall prevail.

August 28, 2026

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In this circular, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:

"A Share(s)"	the domestic listed share(s) with a par value of RMB1.00 each in the share capital of the Company, which is listed on the Shanghai Stock Exchange and traded in RMB
"A Shareholder(s)"	holder(s) of the A Share(s)
"Articles of Association"	the Articles of Association of SANY Heavy Industry Co., Ltd., as amended from time to time
"associate(s)"	has the meaning as ascribed thereto under the Hong Kong Listing Rules
"Board" or "Board of Directors"	the board of directors of the Company
"CCASS"	the Central Clearing and Settlement System, a securities settlement system established and operated by the Hong Kong Securities Clearing Company Limited
"Company" or "Sany Heavy Industry"	SANY Heavy Industry Co., Ltd., a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Hong Kong Stock Exchange under the stock code 06031 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code 600031
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	director(s) of the Company

"EGM" or "Extraordinary General Meeting"	the second extraordinary general meeting of the Company for the year 2026 to be held at 2:30 p.m. on Wednesday, September 23, 2026 at No. 1 Conference Room, Administrative Center, SANY Industrial Park, Changsha County, Changsha City, Hunan Province, the PRC and any adjournment thereof
"Group"	SANY Heavy Industry and its subsidiaries
"H Share(s)"	overseas listed share(s) with a par value of RMB1.00 each in the share capital of the Company, which is listed on the Hong Kong Stock Exchange and traded in HK dollars
"H Share Registrar"	Tricor Investor Services Limited
"H Shareholder(s)"	holder(s) of the H Share(s)
"HK$" or "Hong Kong dollar(s)"	the lawful currency of Hong Kong
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong 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)
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	August 25, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"PRC" or "China"	the People's Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"SANY Group"	SANY Group Co., Ltd. (三一集團有限公司), a limited liability company established in the PRC on October 18, 2000 and one of the controlling Shareholders of the Company

"Share(s)"	the A Share(s) and/or the H Share(s) of the Company
"Shareholder(s)"	the shareholder(s) of the Company, including H Shareholder(s) and A Shareholder(s)
"%"	per cent

References to time and dates in this circular refer to Hong Kong time and dates.

In this circular, certain amounts and percentage figures included have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, governmental authorities, institutions, natural persons, laws or regulations have been included in this circular in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of the official Chinese names are for identification purposes only.

SANY HEAVY INDUSTRY CO., LTD.
三一重工股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6031)

Executive Directors:
Mr. XIANG Wenbo *(Chairman of the Board of Directors)*
Mr. YU Hongfu

Non-executive Directors:
Mr. LIANG Wengen
Mr. LIANG Zaizhong
Mr. LIU Daojun

Independent Non-executive Directors:
Mr. WU Zhongxin
Ms. XI Qing
Mr. LAM Yuk Kun Lawrence

Registered Office and Headquarters in Mainland China:
5/F, Building 6
No. 8, Beiqing Road
Changping District, Beijing
PRC

Principal place of business in Hong Kong:
Room 1808-10, 18th Floor, Landmark North
No. 39 Lung Sum Avenue, Sheung Shui
New Territories
Hong Kong

August 28, 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED ESTABLISHMENT OF AND APPLICATION FOR ISSUANCE OF ASSET-BACKED SECURITIES (ABS) AND THE RELATED-PARTY TRANSACTION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the notice of the EGM (set out on pages 8 to 9 of this circular) and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions or abstain from voting at the EGM.

The following ordinary resolution will be proposed to the EGM to approve the proposed establishment of and application for issuance of asset-backed securities (ABS) and the related-party transaction.

II. ORDINARY RESOLUTION

(i) Proposal regarding the Establishment of and Application for Issuance of Asset-backed Securities (ABS) and the Related-party Transaction

Reference is made to the announcement of the Company dated August 28, 2026. The proposed establishment of and application for issuance of asset-backed securities was considered and approved at the Board meeting held on August 28, 2026. The relevant proposal will be proposed at the EGM for consideration and approval by way of an ordinary resolution.

The following sets out the contents of the relevant proposal regarding the establishment of and application for issuance of asset-backed securities:

The Company intends to use the accounts receivable claims against debtors, together with their ancillary security interests, arising from the operations of the Company and its subsidiaries as the underlying assets, and to establish an asset-backed special purpose plan through the plan managers. The shelf issuance size of the special purpose plan shall not exceed RMB10 billion (inclusive), which is expected to be listed and transferred on the Shanghai Stock Exchange, and may be issued in one or multiple tranches, with the expected duration of each tranche of the special purpose plan not exceeding five years. The Asset-backed Securities (ABS) to be issued shall be divided into senior ABS and subordinated ABS. The details set forth above are subject to the special purpose plan as actually established. Each tranche of the special purpose plan may incorporate or dispense with a mechanism for the revolving purchase of underlying assets, depending on the actual circumstances of the underlying assets in the pool.

Key terms of this special purpose plan are proposed as follows:

(1) Originator/Asset Servicer/Liquidity Deficiency Payment Obligor: SANY Heavy Industry Co., Ltd.

(2) Underlying Assets: Accounts receivable claims against debtors, together with their ancillary security interests, arising from the operations of the Company and its subsidiaries.

(3) Issuance Size: The anticipated shelf registration quota shall not exceed RMB10 billion (inclusive), to be issued in tranches within two years; the subordinated proportion shall be no less than 5%, subject to the final determination by rating agencies.

(4) Issuance Interest Rate: The specific coupon rate shall be determined based on the guidance pricing and market conditions at the time of issuance.

(5) Credit Enhancement Measures: The Company undertakes to make up the shortfall in the event that the funds in the special purpose plan account are insufficient to pay the applicable taxes and fees payable by the special purpose plan, the expected yield on senior ABS and the principal payable.

SANY Group, a controlling shareholder of the Company, proposes to subscribe for all subordinated ABS under the proposed issuance of ABS, with an aggregate subscription amount of not more than RMB1 billion. As at the Latest Practicable Date, as SANY Group is a controlling shareholder of the Company and, with its parties acting in concert, held approximately 31.09% of the total issued Shares of the Company, SANY Group is a connected person. Accordingly, SANY Group, its associates and parties acting in concert shall abstain from voting on this proposal.

As of the Latest Practicable Date, the final transaction documents in relation to the establishment of the special plan and the proposed issuance of ABS had not been signed, and the terms and conditions of the special plan and the proposed issuance of ABS had not been finalized. The Company will comply with the requirements under Chapter 14 and/or Chapter 14A of the Hong Kong Listing Rules as and when appropriate.

III. EGM ARRANGEMENT

The EGM will be held at 2:30 p.m. on Wednesday, September 23, 2026 at No. 1 Conference Room, Administrative Center, SANY Industrial Park, Changsha County, Changsha City, Hunan Province, the PRC, and the notice of the EGM is set out on pages 8 to 9 of this circular.

The register of members of H Shares will be closed from Friday, September 18, 2026 to Wednesday, September 23, 2026 (both days inclusive), during which period no share transfers of H Shares will be effected. Holders of Shares whose names appear on the register of members of H Shares of the Company on Wednesday, September 23, 2026 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM. In order to attend the EGM, holders of H Shares should ensure that all share transfer documents, accompanied by relevant share certificates, are lodged with the H Share Registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m. on Thursday, September 17, 2026. The record date for determining the identity of the Shareholders who are entitled to attend and vote at the EGM is Wednesday, September 23, 2026.

The form of proxy for the EGM has been distributed to the Shareholders who have indicated their wish to receive a printed copy on August 28, 2026 and has also been published on the HKEXnews website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.sany.com.cn).

To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to the H Share Registrar not less than 24 hours before the time appointed for the EGM (i.e. before 2:30 p.m. on Tuesday, September 22, 2026). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person if you so wish.

IV. HONG KONG LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, voting for all resolutions at the EGM will be taken by way of a poll.

Save as disclosed above, as at the Latest Practicable Date, to the best knowledge of the Directors, no Shareholder has a material interest in any of the above resolutions and therefore no Shareholder is required to abstain from voting in respect of the above resolutions at the EGM.

V. RESPONSIBILITY STATEMENT

The Board considers that the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolution at the EGM as set out in the notice of EGM as attached to this circular.

Yours faithfully,
By order of the Board
SANY Heavy Industry Co., Ltd.
XIANG Wenbo
Executive Director and Chairman of the Board

SANY HEAVY INDUSTRY CO., LTD.
三一重工股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6031)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of SANY Heavy Industry Co., Ltd. (the "**Company**") for 2026 (the "**EGM**") will be held at 2:30 p.m. on Wednesday, September 23, 2026 at No. 1 Conference Room, Administrative Center, SANY Industrial Park, Changsha County, Changsha City, Hunan Province, the PRC, to deal with the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the proposal regarding the proposed establishment of and application for issuance of asset-backed securities (ABS) and the related-party transaction.

By order of the Board
SANY Heavy Industry Co., Ltd.
XIANG Wenbo
Executive Director and Chairman of the Board

Hong Kong, the PRC
August 28, 2026

Notes:

1. **Eligibility for attending the EGM and date of registration of members for H Shares.**

   The register of members of H Shares of the Company will be closed from Friday, September 18, 2026 to Wednesday September 23, 2026 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of H Shares who have submitted their share transfer documents to the Company's H Share Registrar and registered as Shareholders on the register of members of H Shares of the Company before 4:30 p.m. on Thursday, September 17, 2026 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM. The record date for determining the identity of the Shareholders who are entitled to attend and vote at the EGM is Wednesday, September 23, 2026.

   In order to attend the EGM, holders of H Shares should ensure that all share transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m. on Thursday, September 17, 2026.

2. **Proxy**

   Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote on his/her/their behalf. The proxy need not be a Shareholder of the Company.

   (i) The form of proxy appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If the form of proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

   (ii) To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time appointed for the EGM (i.e. before 2:30 p.m. on Tuesday, September 22, 2026).

3. **Registration procedures for attending the EGM**

   A Shareholder or his/her proxy should present proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other person authorized by the Board of Directors or other governing body of such Shareholder may attend the EGM by providing a copy of the resolution of the Board of Directors or other governing body of such Shareholder appointing such person to attend the meeting.

4. **Voting by poll**

   According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. For the avoidance of doubt and for the purposes of the Hong Kong Listing Rules, holders of treasury Shares are required to abstain from voting on the matters to be approved by Shareholders at the shareholders' meetings of the Company.

5. **Miscellaneous**

   The EGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

   The registered office of the Company:

   5/F, Building 6 No. 8, Beiqing Road
   Changping District
   Beijing
   PRC

   Contact department: Securities Investment Office of the Company
   Telephone: 0731-84031555
   Email: xiaoh62@sany.com.cn
   Contact person: Xiao Hao

As at the date of this notice, the Board comprises: (i) Mr. XIANG Wenbo and Mr. YU Hongfu as executive directors; (ii) Mr. LIANG Wengen, Mr. LIANG Zaizhong and Mr. LIU Daojun as non-executive directors; and (iii) Mr. WU Zhongxin, Ms. XI Qing and Mr. LAM Yuk Kun Lawrence as independent non-executive directors.