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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)

CHANGE OF JOINT COMPANY SECRETARY

Mr. Zhu Xiangjun has resigned as the joint company secretary, with effect from 22 January 2019, and Mr. Zhou Huidong has been appointed as the joint company secretary with effect from the same date.

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Zhou Huidong as the joint company secretary of the Company, who currently does not possess the academic or professional qualifications specified under Rule 3.28 of the Listing Rules.

RESIGNATION OF MR. ZHU XIANGJUN AS THE JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Directors**”) of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Zhu Xiangjun (朱向軍) (“**Mr. Zhu**”) has resigned as the joint company secretary of the Company with effect from 22 January 2019 because the Company considers that he shall fully focus on the financial management of the Group in his capacity as the chief financial officer as the Group’s business continues to expand.

The Board and Mr. Zhu confirm that they have no disagreement with each other and that there is no matter relating to Mr. Zhu’s resignation as the joint company secretary that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF MR. ZHOU HUIDONG AS THE JOINT COMPANY SECRETARY

Mr. Zhou Huidong (周會東) (“**Mr. Zhou**”) is appointed as the joint company secretary of the Company with effect from 22 January 2019, while Mr. Yu Leung Fai (余亮暉) (“**Mr. Yu**”) will continue to be the other joint company secretary of the Company. Mr. Zhou does not possess the academic or professional qualifications as set out in note (1) of rule 3.28 of the Listing Rules. However, the Company considers that Mr. Zhou, by virtue of his background and experience, is capable of discharging the functions of a joint company secretary.

The biographical details of Mr. Zhou are set out below:

Mr. Zhou, aged 43, was appointed as the joint company secretary on 22 January 2019, and is also currently the vice president and the deputy financial controller of Sany Group. Mr. Zhou has over 20 years of experience in finance and accounting. Prior to joining Sany Group, from October 2017 to February 2018, he served as the vice president of finance of Aux Group Company Limited (奧克斯集團有限公司). From July 1998 to September 2017, Mr. Zhou served as various head positions of the financial department, the financial system integrated accounting department, the securities financial department, the financial monitoring department and the supervisor of Zhongxing Telecommunication Equipment Corporation (中興通訊股份有限公司), a listed company both on the Shenzhen Stock Exchange (stock code: 000063) and the Stock Exchange of Hong Kong (stock code: 763), responsible for the accounting and financial management. He also served as a director and/or supervisor of several subsidiaries of Zhongxing Telecommunication Equipment Corporation during such period of time. In July 1998, Mr. Zhou obtained a bachelor's degree in finance and accounting from Beijing University* (北京大學). In July 2014, he obtained a master's degree in business administration from Guanghua School of Management of Beijing University. Mr. Zhou is qualified as a Chinese Certified Tax Agent* (註冊稅務師) since June 2001 and a Chinese Certified Public Accountant* (註冊會計師) since November 2004.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Zhou that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of the Listing Rules.

Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Zhou currently does not possess the academic or professional qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. Mr. Yu, who is the other joint company secretary of the Company and meets the requirement under Note 1 to Rule 3.28 of the Listing Rules, will continue to serve as the joint company secretary of the Company and work closely with and provide assistance to Mr. Zhou in discharging his duties and responsibilities as a company secretary of the Company for the first three years commencing from the appointment of Mr. Zhou as the joint company secretary of the Company (the “**Waiver Period**”). The Company has applied to the Stock Exchange for, and on 18 January 2019, the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Zhou as a joint company secretary of the Company during the Waiver Period.

The waiver is granted on the conditions that, (i) Mr. Zhou will be assisted by Mr. Yu during the Waiver Period; (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange will re-visit the situation in the expectation that after the end of the Waiver Period the Company will then be able to demonstrate that Mr. Zhou, having had the benefit of Mr. Yu's assistance, can satisfy Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

GENERAL

The Board would like to take this opportunity to express its gratitude to Mr. Zhu for his enormous contributions to the Company during his tenure as the joint company secretary and also express its warm welcome to Mr. Zhou on his appointment.

* *for reference only*

By the Order of the Board
Sany Heavy Equipment International Holdings Company Limited
Qi Jian
Chairman

Hong Kong, 22 January 2019

As at the date of this announcement, the executive Directors are Mr. Qi Jian, Mr. Zhang Zhihong and Mr. Fu Weizhong, the non-executive Directors are Mr. Tang Xiuguo, Mr. Xiang Wenbo and Mr. Mao Zhongwu, and the independent non-executive Directors are Mr. Ng Yuk Keung, Mr. Poon Chiu Kwok and Mr. Hu Jiquan.