
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings set out below. Certain technical terms are explained in the section headed "Glossary of Technical Terms" in this document.

"Articles" or "Articles of Association"	the articles of association of our Company, adopted on 23 July 2009, and as amended from time to time
"Board" or "Board of Directors"	the board of directors of our Company
"BVI"	the British Virgin Islands
"Business Day"	any day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
"CAGR"	compound annual growth rate
"Capitalisation Issue"	the issue of Shares to be made upon capitalisation of the share premium account of our Company as referred to in "Appendix VI — Statutory and General Information — A. Further Information about our Company and our Subsidiaries — 3. Resolutions in writing of the sole Shareholder of our Company passed on 5 November 2009" to this document
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"China Wealth"	China Wealth (Asia) Machine Limited (中富(亞洲)機械有限公司), a company incorporated in Hong Kong on 14 July 1999 with limited liability under the Companies Ordinance
"Companies Law"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"Companies Ordinance"	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
"Company"	Sany Heavy Equipment International Holdings Company Limited (三一重裝國際控股有限公司), a company incorporated on 23 July 2009 with limited liability under the laws of the Cayman Islands
"Controlling Shareholders"	Sany HK, Sany BVI and Mr. Liang Wengen
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Deed of Non-Competition"	a deed of non-competition dated 5 November 2009 given by our Controlling Shareholders and Sany Group in favour of us

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“Director(s)”	the director(s) of our Company, including all executive, non-executive and independent non-executive directors
“EIT Law”	Enterprise Income Tax Law of the PRC 《中華人民共和國企業所得稅法》
“GDP”	gross domestic product
“Group”	except where the context otherwise requires, references to our “Group”, “we” and “us” include all of the subsidiaries of our Company
“Hong Kong” or “H.K.”	the Hong Kong Special Administrative Region
“Hong Kong dollars” or “H.K. dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“IFRS”	International Financial Reporting Standards
“Kangfu International”	China Kang Fu International Co., Ltd. (中國康富國際租賃有限公司), a company with limited liability established under the laws of the PRC on 24 June 1988
“Latest Practicable Date”	5 November 2009, being the latest practicable date for ascertaining certain information in this document before its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company, adopted on 23 July 2009 and as amended from time to time, a summary of which is set out in Appendix V to this document
“MOFCOM”	PRC Ministry of Commerce (中華人民共和國商務部)
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of China
“People’s Republic of China” or “PRC” or “China”	the People’s Republic of China, excluding (except where the context requires) Taiwan, Hong Kong and the Macau Special Administrative Regions
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the reorganisation arrangements undertaken by our Group in preparation of the listing of our Shares on the Stock Exchange, details of which are in the section headed “History, Reorganisation and Corporate Structure” in and “Appendix VI — Statutory and General Information — A. Further Information about our Company and our Subsidiaries — 4. Corporate reorganisation” to this document

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Rule 144A	Rule 144A under the U.S. Securities Act
"SAFE"	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"Sany BVI"	Sany Heavy Equipment Investments Company Limited (三一重裝投資有限公司), a company incorporated on 23 June 2009 with limited liability under the laws of BVI and one of our Controlling Shareholders
"Sany Development"	Sany International Development Ltd. (Hong Kong) (三一國際發展有限公司), a company incorporated in Hong Kong on 20 June 2007 with limited liability under the Companies Ordinance
"Sany Group"	Sany Group Co., Ltd. (三一集團有限公司), a company with limited liability established under the laws of the PRC on 18 October 2000
"Sany Heavy Equipment"	Sany Heavy Equipment Co., Ltd. (三一重型裝備有限公司), a company with limited liability established under the laws of the PRC on 13 January 2004 and our wholly-owned subsidiary
"Sany Heavy Industry"	Sany Heavy Industry Co. Ltd. (三一重工股份有限公司), a company with limited liability established under the laws of the PRC on 22 November 1994 (previously known as Sany Heavy Industry Group Company Limited (三一重工業集團有限公司))
"Sany HK"	Sany Hong Kong Group Limited (三一香港集團有限公司), a company incorporated in Hong Kong on 14 October 2005 with limited liability under the Companies Ordinance and one of our Controlling Shareholders
"Sany Junma"	Ningxia Sany Northwest Junma Motor Manufacture Co., Ltd. (寧夏三一西北駿馬電機製造股份有限公司), a company with limited liability established under the laws of the PRC
"Sany Transportation"	Sany Group Shenyang Mining Transportation Equipment Co., Ltd (三一集團瀋陽煤礦輸送設備有限公司), a company with limited liability established under the laws of the PRC on 25 September 2008 and our wholly-owned subsidiary
"Sany Zongcai"	Sany Heavy Integrated Coal Mining Equipment Co., Ltd. (三一重型綜採成套裝備有限公司), a company with limited liability established under the laws of the PRC on 20 May 2008 and our wholly-owned subsidiary
"SFC"	the Securities and Futures Commission of Hong Kong

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"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SG Group"	Sany Group and its subsidiaries and associates, as the context may require, excluding our Group
"Share(s)"	ordinary share(s) of HK\$0.10 each in the share capital of our Company
"Shareholder(s)"	holder(s) of the Share(s) from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Synnium Machinery"	Synnium Machinery Co., Ltd. (新利恆機械有限公司), a company incorporated in Hong Kong on 27 October 1997 with limited liability under the Companies Ordinance
"Track Record Period"	the period comprising the three financial years ended 31 December 2006, 2007 and 2008, and the six months ended 30 June 2009
"United States" or "U.S."	the United States of America
"U.S. dollars" or "US\$"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
"we", "us" or "our"	our Company or our Group (as the context may require)
"%"	percentage or per centum

The terms "associate", "connected person", "controlling shareholder", "subsidiary" and "substantial shareholder" shall have the meanings given to such terms in the Listing Rules, unless otherwise defined or where the context otherwise requires.