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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)

**MAJOR TRANSACTION
FUND ENTRUSTMENT AGREEMENT
(PRINCIPAL-GUARANTEED IN NATURE)**

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DEFINITIONS

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

“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“BVI”	British Virgin Islands;
“Company”	Sany Heavy Equipment International Holdings Company Limited (三一重裝國際控股有限公司), a company incorporated with limited liability on 23 July 2009 under the laws of the Cayman Islands and the Shares of which are listed on the Stock Exchange (stock code: 631);
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“connected person”	has the same meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Fund Entrustment Agreement”	the fund entrustment agreement entered into by and between Sany Heavy Equipment and Tibet Trust dated 27 July 2016;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	means an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of the Company, its subsidiaries or any of their respective associates;

DEFINITIONS

“Latest Practicable Date”	23 February 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“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;
“Sany Group”	三一集團有限公司(Sany Group Limited*), a company with limited liability established on 18 October 2000 under the laws of the PRC;
“Sany Heavy Equipment”	Sany Heavy Equipment Co., Ltd.* (三一重型裝備有限公司), a company established under the laws of the PRC and a directly wholly-owned subsidiary of the Company;
“Sany HK”	Sany Hongkong 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;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of our Company;
“Shareholder(s)”	the holder(s) of the Share(s) of the Company with a nominal value of HK\$0.10 each;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it in the Companies Ordinance;
“%”	per cent.

* *for identification only*

LETTER FROM THE BOARD



**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. Qi Jian (*Chairman*)

Mr. Wu Likun

Non-executive Directors:

Mr. Tang Xiuguo

Mr. Xiang Wenbo

Mr. Mao Zhongwu

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 2023, Landmark North

No. 39 of Lung Sum AV

Sheung Shui

N.T. Hong Kong

28 February 2017

To the Shareholders

Dear Sir/Madam,

**MAJOR TRANSACTION
FUND ENTRUSTMENT AGREEMENT
(PRINCIPAL-GUARANTEED IN NATURE)**

INTRODUCTION

Reference is made to the announcement of the Company dated 23 January 2017 (the “**Announcement**”). As set out in the Announcement, Sany Heavy Equipment, a wholly-owned subsidiary of the Company, entered into the Fund Entrustment Agreement with Tibet Trust on 27 July 2016, pursuant to which Sany Heavy Equipment agreed to entrust Tibet Trust to manage the fund with a principal amount of RMB390 million on behalf and for the benefit of Sany Heavy Equipment on a principal-guaranteed basis.

The purpose of this circular is to provide you with further information regarding the Fund Entrustment Agreement as required under Rule 14.41 of the Listing Rules.

LETTER FROM THE BOARD

THE FUND ENTRUSTMENT AGREEMENT

The principal terms and conditions of the Fund Entrustment Agreement are set out as follows:

Transaction date:	27 July 2016
Parties:	Sany Heavy Equipment (as the trustor and the beneficiary); and Tibet Trust (as the trustee)
Subject:	Sany Heavy Equipment agreed to entrust Tibet Trust to manage a fund with the principal amount of RMB390 million on behalf and for the benefit of Sany Heavy Equipment on a principal-guaranteed basis.
Principal amount:	RMB390 million
Trust period:	One (1) year
Principal guaranteed:	Tibet Trust guaranteed to return 100% of the principal amount, being RMB390 million, upon the expiry of the trust period.
Return:	The return rate under the Fund Entrustment Agreement, deducting the relevant trust expenses, is fixed at 3.83% per annum and as such, the total annual return will be RMB 14,937,000.
Trust expenses:	The aggregate annual trust expenses under the Fund Entrustment Agreement shall be payable by Tibet Trust calculated as below: Annual Trust Fee = 0.1% * the entrusted fund
Right of early redemption of principal and return:	Sany Heavy Equipment has no right of early redemption of principal and return under the Fund Entrustment Agreement.

CURRENT STATUS

As of 31 December 2016, Sany Heavy Equipment has received a return of an aggregate of RMB6,099,275 and an additional return of RMB8,837,725 will be received by Sany Heavy Equipment upon the expiry of the trust period.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE TRANSACTION

The transaction contemplated under the Fund Entrustment Agreement is principal-guaranteed upon maturity and enables Sany Heavy Equipment to enjoy higher return than demand deposits generally offered by PRC commercial banks. The Directors are of the view that (i) the transaction contemplated under the Fund Entrustment Agreement provided the Group with a better return than demand deposits generally offered by PRC commercial banks; (ii) the transaction contemplated under the Fund Entrustment Agreement was funded from the Group's temporarily idle funds, which would not affect the working capital or the operation of the Group; and (iii) the investment return in connection with the transaction contemplated under the Fund Entrustment Agreement increases the Group's earnings. Accordingly, the Directors (including the independent non-executive Directors) believe that the transaction contemplated under the Fund Entrustment Agreement is fair and reasonable and in the interests of the Group and the Shareholders as a whole.

IMPLICATION UNDER THE LISTING RULES AND NON-COMPLIANCE WITH THE LISTING RULES

As one or more of the applicable percentage ratios exceed 25% but none of them exceeds 100%, the transaction contemplated thereunder constitutes a major transaction of the Company and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

However, at the relevant time, as the transaction under the Fund Entrustment Agreement is principal-guaranteed in nature, accordingly the finance staff of Sany Heavy Equipment believed that the entering into of the Fund Entrustment Agreement was similar in nature to fixed deposits which do not constitute "transactions" under Chapter 14 of the Listing Rules. As a result of such belief, the finance staff of Sany Heavy Equipment did not seek internal or external legal advice or promptly report the entering into of the Fund Entrustment Agreement to the Company, which eventually caused the Company to fail to comply with the reporting, announcement and Shareholders' approval requirements for major transactions under Chapter 14 of the Listing Rules.

REMEDIAL ACTIONS

The Company deeply regrets its non-compliance with the Listing Rules (the "Non-Compliance") but the Company would like to stress that the Non-Compliance was inadvertent and the Company had no intention to withhold any information relating to the entering into of the Fund Entrustment Agreement from disclosure.

The Company has taken the following steps when it became aware of the Fund Entrustment Agreement and the Non-Compliance:

- (1) the management of the Company has reported to all the Directors (including the independent nonexecutive Directors) and the audit committee of the Company on the details of the Fund Entrustment Agreement as well as the Non-Compliance;

LETTER FROM THE BOARD

- (2) the Company has sought internal and external legal advice in relation to the Fund Entrustment Agreement as well as the Non-Compliance;
- (3) the Company, through its Hong Kong legal advisers, has reported the Non-Compliance to the Stock Exchange;
- (4) the Company has convened a Board meeting on 23 January 2017 to approve, confirm and ratify the entering into the Fund Entrustment Agreement and the transaction contemplated thereunder;
- (5) the Company has obtained a confirmation letter on 23 January 2017 from Sany HK (the controlling shareholder who holds 2,134,580,188 Shares, representing approximately 70.19% of the issued share capital of the Company as at the date of this announcement), that Sany HK has approved, confirmed and ratified the entering into of the Fund Entrustment Agreement and the transaction contemplated thereunder; and
- (6) the Company has, on 23 January 2017, made an announcement to timely disclose the details of the Fund Entrustment Agreement as well as the Non-Compliance.

To prevent similar non-compliance from occurring in the future, the Company has taken the following measures:

- (1) the relevant departments of the Company (including legal, audit and supervision and treasury departments) shall work closer to oversee and monitor the Company's on-going compliance with the Listing Rules;
- (2) the business and finance departments at the subsidiary level shall promptly report any proposed transactions (including the transactions with the licensed banks or financial institutions) or events involving significant expenditure, to the Company. No such transaction or event shall be allowed to proceed unless it has been duly approved by the management of the Company in accordance with the Company's internal approval process;
- (3) the Company should seek external legal or other professional advice to confirm the compliance requirements for any proposed transactions or events if it considers necessary; and
- (4) the Company will organize internal training sessions for the management of the Company and each of its subsidiaries in relation to the compliance requirements under the Listing Rules.

WRITTEN SHAREHOLDER'S APPROVAL

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has any material interest in the Fund Entrustment Agreement and no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Fund Entrustment Agreement and the

LETTER FROM THE BOARD

transaction contemplated thereunder. As such, the Fund Entrustment Agreement will be approved by written Shareholder's approval in accordance with Rule 14.44 of the Listing Rules. The Company has obtained the written Shareholder's approval on 23 January 2017 from Sany HK who holds 2,134,580,188 Shares, representing approximately 70.19% of the issued share capital of the Company as at the date of this announcement, that Sany HK has approved, confirmed and ratified the entering into of the Fund Entrustment Agreement and the transaction contemplated thereunder.

INFORMATION ON THE GROUP

The Company is an investment holding company and its subsidiaries are principally engaged in the design, manufacturing and sales of roadheader, combined coal mining unit, mining transportation vehicles, port machinery and marine heavy equipment products.

INFORMATION ON TIBET TRUST

Tibet Trust is principally engaged in the provision of trust management and asset management services.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Tibet Trust and its ultimate beneficial owners are third parties independent of each of the Company and its connected persons.

FINANCIAL EFFECTS OF THE FUND ENTRUSTMENT AGREEMENT

Since the principal and interests were guaranteed according to the Fund Entrustment Agreement entered into by Sany Heavy Equipment and Tibet Trust, the principal of the Fund Entrustment Agreement amounted to RMB390 million is recognised and measured as available-for-sale financial investments, and the interests is recognized in the statement of profit or loss in other income.

RECOMMENDATION

The Board considers that the Fund Entrustment Agreement was entered into on commercial terms, and was fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

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.

LETTER FROM THE BOARD

GENERAL

Your attention is drawn to the additional information as set out in the appendices to this circular.

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

I. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three years ended 31 December 2013, 2014 and 2015 and for the six months ended 30 June 2016 are disclosed in the following documents which have been published on the website of the Stock Exchange (<http://www.hkexnews.hk/>):

- (a) the annual report of the Company for the year ended 31 December 2013 dated 28 March 2014 (pages 48 to 121);
- (b) the annual report of the Company for the year ended 31 December 2014 dated 2 April 2015 (pages 57 to 139);
- (c) the annual report of the Company for the year ended 31 December 2015 dated 25 April 2016 (pages 51 to 129); and
- (d) the interim report of the Company for the six months ended 30 June 2016 dated 9 August 2016 (pages 28 to 66).

II. INDEBTEDNESS STATEMENT OF THE GROUP**Borrowings**

At the close of business on 31 December 2016, being the latest practicable date for the purpose of the indebtedness statement prior to the printing of this circular, the Group had outstanding unsecured other long-term borrowings from National Development Fund of approximately RMB161.4 million.

Contingent liabilities

The Group enters into sales agreements with the end-user customers directly on the sales of port machinery. The end-user customers usually enter into equipment mortgage loan agreements with banks to obtain funding to pay for the port equipment, using the port equipment as collateral. As the seller, the Group is usually required to enter into a separate agreement with banks under which it has the obligation to repay the outstanding loan from relevant banks if the end-user customers default loan repayments. At the close of business on 31 December 2016, the Group had outstanding contingent liabilities in respect of outstanding guarantees to buy-back the loans granted to customers of approximately RMB56.1 million.

The Group sells port machineries directly to end-user customers and the end-user customers can seek assistance from two fellow subsidiaries namely China Kangfu Finance Lease Co., Ltd. (中國康富國際租賃有限公司, “Kangfu Leasing”) or Hunan Zhonghong Finance Lease Co., Ltd. (湖南中宏融資租賃有限公司, “Hunan Zhonghong”) to obtain financing from certain third party finance lease companies (the “Leasing Companies”).

Also, the Group, the Leasing Companies and Kangfu Leasing or Hunan Zhonghong will enter into an agreement (the “Agreement”). Pursuant to the terms of the Agreement:

- Kangfu Leasing or Hunan Zhonghong and The Group are obliged to pay to the Leasing Companies if the end-user customers defaulted on repayments to the Leasing Companies in the manner as specified in the Agreement; and,
- The Group is obliged to repurchase the unsettled leased amounts due by the end-user customers to the Leasing Companies, if the above parties do not fulfil their obligations in the manner as specified in the Agreement. Under such circumstances, the Target Business is also liable for costs and related expenses.

At the close of business on 31 December 2017, the Group had outstanding contingent liabilities in respect of outstanding guarantee to buy-back the unsettled lease receivables of approximately RMB100.4 million.

Save as aforesaid or as otherwise disclosed herein, the Group did not have outstanding at the close of business on 31 December 2017 any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

III. WORKING CAPITAL

The Directors, after due and careful enquiry, are of the opinion that, after taking into consideration the effect of the transaction contemplated under the Fund Entrustment Agreement, the present financial resources available to the Group and internally generated revenue and funds of the Group, the Group will have sufficient working capital to meet its present requirements for at least 12 months from the date of this circular.

IV. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

China’s economy has entered into the new normal and the future development of the industry will face unprecedented challenges. The Company will continue to adhere to the “dual transition approach” strategy, which allows the Group to develop its existing operation from the single business of mechanical energy to the fields of port machinery and non-coal mechanical products, and expand its sales network from China market to international market, leading to the diversified profit growth. With the strategy of “addition in one field, subtraction in two fields, reduction in three fields and growth in four fields”, the Group will actively promote the plant construction in Zhuhai Industrial Park by gradual intelligentization and digitalization and will continue to control inventory and production capacity in order to reduce costs, expenses and payment overdue and increase the Group’s profitability.

In the future, the Group will continue to focus on its primary objectives, including internationalization, cost control and borrowing risk control. The Group will insist on providing better products to customers and maintain a healthy and stable operating status in the interests of the shareholders of the Company.

1. DISCLOSURE OF INTERESTS

(a) **Interests and short positions of the Directors and the chief executives in the share capital and associated corporations of the Company**

As at the Latest Practicable Date, the interests or short positions of the Directors and the chief executives in the Shares, underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

Long positions in shares of Sany BVI (being the ultimate holding company of the Company)

Name of Director	Nature of interest	Number of shares held	Percentage of issued share capital
Mr. Tang Xiuguo ⁽¹⁾	Beneficial owner	875	8.75%
Mr. Mao Zhongwu ⁽¹⁾	Beneficial owner	800	8.00%
Mr. Xiang Wenbo ⁽¹⁾	Beneficial owner	800	8.00%

Note:

- (1) Each of Mr. Tang Xiuguo, Mr. Mao Zhongwu and Mr. Xiang Wenbo holds 8.75%, 8.00% and 8.00% of the issued share capital of Sany BVI, respectively, which in turn holds the entire issued share capital of Sany HK.

Long Position in shares of the Company

Name of Director	Nature of interest	Number of shares held	Percentage of issued share capital
Mr. Mao Zhongwu ⁽¹⁾	Beneficial owner	222,200	0.007%

Note:

- (1) Mr. Mao Zhongwu is deemed to be interest in 222,200 shares which may be issued to him upon exercise of the share options granted to him on 26 February 2013.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company or any of their spouses or children under the age of 18 were interested, or were deemed to be interested in the long and short positions in the shares, underlying shares and debentures of the Company or any of its holding company, subsidiaries or other associated corporation (within the meaning of Part XV of the SFO) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or were required pursuant to the Model Code to be notified to the Company and the Stock Exchange. At no time had the Company or any of its holding company or subsidiaries been participated in any arrangements to enable the directors or chief executive (including their spouses or children under the age of eighteen) of the Company to acquire any interests and short positions of shares or underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO).

(b) Interests and short positions of substantial Shareholders and other parties in the Shares and underlying Shares of the Company

As at the Latest Practicable Date, other than the interests and short positions of certain directors and chief executives as disclosed under the paragraph above, the interests and short positions of persons in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or substantial shareholders as recorded in the register of substantial shareholder required to be kept by the Company under section 336 of the SFO were as follows:

Name of Shareholder	Capacity	Number of shares/ underlying shares held	Approximate percentage of issued share capital
Sany HK ⁽¹⁾	Beneficial owner	2,614,361,222	85.97%
Sany BVI ⁽²⁾	Interest in a controlled corporation	2,614,361,222	85.97%
Mr. Liang Wengen ⁽³⁾	Interest in a controlled corporation	2,614,361,222	85.97%

Notes:

- (1) The 2,614,361,222 shares and underlying shares consist of 2,134,580,188 ordinary shares and 479,781,034 underlying shares which may be issued pursuant to the conversion of the 479,781,034 convertible preference shares issued to Sany HK.
- (2) Sany BVI owns 100% of the issued share capital of Sany HK. Sany BVI is therefore deemed to be interested in all the shares and underlying shares of the Company held by Sany HK under the SFO.

- (3) Mr. Liang Wengen is interested in 56.42% of Sany BVI. Mr. Liang Wengen is therefore deemed to be interested in all the shares and underlying shares of the Company held by Sany HK under the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under section 336 of the SFO.

2. SERVICE AGREEMENTS

As at the Latest Practicable Date, none of the Directors had entered or was proposing to enter into a service agreement with any member of the Group which may be terminated by the Director within one year without payment of compensation, other than statutory compensation.

3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2015, being the date to which the latest published audited financial statements of the Company were made up.

4. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and their associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

5. INTEREST OF DIRECTORS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, the Company or any of its subsidiaries since 31 December 2015, being the date to which the latest published audited accounts of the Company were made up.

As at the Latest Practicable Date, there is no other contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors is materially interested and which is significant in relation to the business of the Group.

6. MATERIAL CONTRACTS

The following contracts, not being contracts in the ordinary course of business, were entered into by the members of the Group within two years preceding the Latest Practicable Date and are or may be material:

- (a) the Fund Entrustment Agreement; and
- (b) an investment agreement dated 8 March 2016 entered into among Sany Marine Heavy Industry Co., Ltd.* (三一海洋重工有限公司), Sany Marine Industry Holdings Company Ltd., (三一海工國際控股有限公司), Sany Group and National Development Fund Co., Ltd.* (國開發展基金有限公司), pursuant to which National Development Fund Co., Ltd.* (國開發展基金有限公司) agreed to invest an amount of RMB160 million in Sany Marine Heavy Industry Co., Ltd.* (三一海洋重工有限公司).

7. LITIGATION

As at the Latest Practicable Date, none of the Company or any of its subsidiaries has received notice of any litigation or claims of material importance pending or threatened against the Company or any of the subsidiaries of the Company.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the Company's principal place of business in Hong Kong at Room 2023, Landmark North, No. 39 of Lung Sum AV, Sheung Shui, N.T. Hong Kong during normal business hours from 28 February 2017 up to and including 21 March 2017:

- (a) the memorandum and articles of association of the Company;
- (b) each of the material contracts as disclosed in the paragraph 6 of under this Appendix;
- (c) the annual reports of the Company for the years ended 31 December 2014 and 2015; and
- (d) the circular of the Company dated 6 May 2016.

9. MISCELLANEOUS

- (a) The Company's share registrar and transfer office in Hong Kong is at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (b) The joint company secretaries of the Company are Mr. Yu Leung Fai, a member of Hong Kong Institute of Certified Public Accountants and Mr. Zhu Xiangjun, who obtained the waiver from strict compliance with the requirements under Rule 3.28 of the Listing Rules from the Stock Exchange on 9 September 2016, which was renewed on 14 February 2017.

- (c) In the event of inconsistency, the English language text of this circular shall prevail over the Chinese language text.