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)

2025 CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

Reference is made to (i) the announcements of Sany Heavy Equipment International Holdings Company Limited (the "**Company**") dated 16 December 2022, 30 October 2023, 24 October 2024, 5 September 2025 and 20 October 2025 (the "**Announcements**") in respect of the continuing connected transactions; (ii) the circulars of the Company dated 18 January 2023, 20 November 2023 and 22 November 2024 (the "**Circulars**"); and (iii) the prospectus of Sany Heavy Industry Co., Ltd. ("**Sany Heavy**", and together with its subsidiaries, the "**Sany Heavy Group**") dated 20 October 2025. Unless the context requires otherwise, capitalised terms used herein shall have same meanings as those defined in the Announcements and the Circulars.

As mentioned in the Announcements, the Company shall segregate the existing transactions with the Sany Heavy Group from the existing continuing connected transactions with Sany Group by entering into the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements.

THE 2025 LIANG WENGEN AGREEMENTS AND THE 2025 SANY HEAVY AGREEMENTS

The Board announces that, on 20 October 2025, for the sole purpose of the Restructuring of CCTs, the Company entered into the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements. Apart from the changes due to the Restructuring of CCTs, the subject matters, pricing, payment and other mechanism for the operation of the continuing connected transactions under the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements are equivalent to the corresponding Existing Agreements previously disclosed in the Announcements and the Circulars.

A summary of the continuing connected transactions are listed as follows:

Transaction nature	**Proposed annual caps under (a) the corresponding 2025 Liang Wengen Agreements and (b) the corresponding 2025 Sany Heavy Agreement for the year ending 31 December**			**Proposed annual caps under the Existing Agreements for the year ending 31 December**		
	2025 *RMB*	**2026** *RMB*	**2027** *RMB*	**2025** *RMB*	**2026** *RMB*	**2027** *RMB*
Administrative services	(a) 21,717,527 (b) 25,403,756 **Total:** **47,121,283**	(a) 31,705,268 (b) 20,403,002 **Total:** **52,108,271**	(a) 34,646,563 (b) 21,517,443 **Total:** **56,164,006**	48,500,000	—	—
Shared services	(a) 5,008,700 (b) 15,755,700 **Total:** **20,764,400**	(a) 7,118,600 (b) 15,957,000 **Total:** **23,075,600**	(a) 8,553,600 (b) 15,053,220 **Total:** **23,606,820**	46,000,000	50,000,000	—
Product value chain services	(a) — (b) 60,000,000 **Total:** **60,000,000**	(a) — (b) 43,804,089 **Total:** **43,804,089**	(a) — (b) 44,480,302 **Total:** **44,480,302**	60,000,000	74,300,000	—
Purchase	(a) 655,067,300 (b) 2,628,433,077 **Total:** **3,283,500,377**	(a) 443,062,710 (b) 2,270,387,461 **Total:** **2,713,450,171**	(a) 466,883,847 (b) 2,867,492,280 **Total:** **3,334,376,127**	3,284,000,000 *(note 1)*	—	—
Transportation	(a) — (b) 62,250,000 **Total:** **62,250,000**	(a) — (b) 20,530,000 **Total:** **20,530,000**	(a) — (b) 23,600,000 **Total:** **23,600,000**	143,000,000	—	—
Logistic agency services	(a) — (b) 18,600,000 **Total:** **18,600,000**	(a) — (b) 16,519,060 **Total:** **16,519,060**	(a) — (b) 19,310,119 **Total:** **19,310,119**	48,100,000	—	—
Sales agency	(a) — (b) 135,000,000 **Total:** **135,000,000**	(a) — (b) 183,475,793 **Total:** **183,475,793**	(a) — (b) 198,997,162 **Total:** **198,997,162**	135,000,000	—	—

<table>
<tr><th rowspan="3">Transaction nature</th><th colspan="3">Proposed annual caps under (a) the corresponding 2025 Liang Wengen Agreements and (b) the corresponding 2025 Sany Heavy Agreement for the year ending 31 December</th><th colspan="3">Proposed annual caps under the Existing Agreements for the year ending 31 December</th></tr>
<tr><th>2025</th><th>2026</th><th>2027</th><th>2025</th><th>2026</th><th>2027</th></tr>
<tr><th>RMB</th><th>RMB</th><th>RMB</th><th>RMB</th><th>RMB</th><th>RMB</th></tr>
<tr><td>Products sales</td><td>(a) 2,007,340,000
(b)
3,941,640,000
Total:
5,948,980,000</td><td>(a) 3,316,046,000
(b)
4,604,827,823
Total:
7,920,873,823</td><td>(a) 4,659,637,200
(b)
5,604,036,296
Total:
10,263,673,496</td><td>5,950,000,000
(note 1)</td><td>—</td><td>—</td></tr>
<tr><td>Sales</td><td>(a) 68,944,100
(b) 56,920,359
Total:
125,864,459</td><td>(a) 16,691,844
(b) 53,070,802
Total:
69,762,645</td><td>(a) 15,498,870
(b) 60,693,972
Total:
76,192,842</td><td>150,575,610</td><td>—</td><td>—</td></tr>
<tr><td>Energy sales</td><td>(a) Leasing rooftop spaces: 2,991,000
Sales of energy: 32,653,033
(b) Leasing rooftop spaces: 8,635,005
Sales of energy: 90,453,700
Total:
Leasing rooftop spaces: 11,626,005
Sales of energy: 123,088,733</td><td>(a) Leasing rooftop spaces: —
Sales of energy: 33,457,000
(b) Leasing rooftop spaces: 11,254,437
Sales of energy: 157,329,581
Total:
Leasing rooftop spaces: 11,254,437
Sales of energy: 190,786,581</td><td>(a) Leasing rooftop spaces: —
Sales of energy: 32,558,720
(b) Leasing rooftop spaces: 11,254,437
Sales of energy: 154,589,581
Total:
Leasing rooftop spaces: 11,254,437
Sales of energy: 187,148,301</td><td>Leasing rooftop spaces: 13,650,000
Sales of energy: 158,000,000</td><td>—</td><td>—</td></tr>
<tr><td>Guarantee</td><td>(a) —
(b) Sales: 2,301,004,602
Financial guarantee: 2,070,904,142
Total:
Sales: 2,301,004,602
Financial guarantee: 2,070,904,142</td><td>(a) —
(b) Sales: 2,968,429,624
Financial guarantee: 2,662,660,380
Total:
Sales: 2,968,429,624
Financial guarantee: 2,662,660,380</td><td>(a) —
(b) Sales: 3,527,115,549
Financial guarantee: 3,160,692,456
Total:
Sales: 3,527,115,549
Financial guarantee: 3,160,692,456</td><td>Sales: 3,000,000,000
Financial guarantee: 2,700,000,000
(note 2)</td><td>—</td><td>—</td></tr>
<tr><td>Lease</td><td>(a) 151,083,496
(b) 12,910,000
Total:
163,993,496</td><td>(a) 23,441,041
(b) 9,001,609
Total:
32,442,650</td><td>(a) 23,835,153
(b) 9,688,899
Total:
33,524,052</td><td>275,655,000</td><td>—</td><td>—</td></tr>
<tr><td>Water and electricity purchase</td><td>(a) 13,702,049
(b) 20,554,000
Total:
34,256,049</td><td>(a) 16,518,068
(b) 31,426,091
Total:
47,944,159</td><td>(a) 17,387,785
(b) 32,682,377
Total:
50,070,162</td><td>44,000,000</td><td>48,000,000</td><td>—</td></tr>
</table>

Transaction nature	Proposed annual caps under (a) the corresponding 2025 Liang Wengen Agreements and (b) the corresponding 2025 Sany Heavy Agreement for the year ending 31 December			Proposed annual caps under the Existing Agreements for the year ending 31 December		
	2025	**2026**	**2027**	**2025**	**2026**	**2027**
	RMB	*RMB*	*RMB*	*RMB*	*RMB*	*RMB*
Short term lease	(a) 2,792,000 (b) 7,716,000 **Total:** **10,508,000**	(a) 1,478,223 (b) 14,028,914 **Total:** **15,507,138**	(a) 1,635,962 (b) 13,137,501 **Total:** **14,773,463**	25,000,000	25,000,000	—
After-sales services	(a) 3,650,000 (b) 47,896,200 **Total:** **51,546,200**	(a) 6,894,000 (b) 38,785,755 **Total:** **45,679,755**	(a) 9,345,000 (b) 40,929,899 **Total:** **50,274,899**	52,000,000	60,000,000	68,000,000

Note 1: Annual caps for the year ending 31 December 2025 under the 2025 Supplemental Products Sales Agreement and the 2025 Supplemental Master Purchase Agreement were stated as the Group intends to revise the relevant annual caps as previously disclosed in the Announcements.

Note 2: Annual cap for the year ending 31 December 2025 under the 2023 Supplemental Equipment Sales and Leasing Framework Agreement was stated as the Group no longer intends to revise the relevant annual cap as previously disclosed in the Announcements.

Details of each of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements are set out below, categorized by the transaction nature.

1. Master Supporting Services

The original administrative services, shared services and product value chain services contemplated under the Administrative Services Agreement, the 2024 Master Shared Services Agreement and the 2024 Master Product Value Chain Services Agreement are grouped as "supporting services", for which the Company entered into the Liang Wengen Supporting Services Framework Agreement with Mr. Liang and the SANYI Supporting Services Framework Agreement with Sany Heavy.

The major terms of the Liang Wengen Supporting Services Framework Agreement and the SANYI Supporting Services Framework Agreement are set out as follows:

	The Liang Wengen Supporting Services Framework Agreement	**The SANYI Supporting Services Framework Agreement**
Date:	20 October 2025	
Parties	(1) The Company; and (2) Mr. Liang	(1) The Company; and (2) Sany Heavy
Subject Matter:	Pursuant to the Liang Wengen Supporting Services Framework Agreement, the Group agreed to purchase and procure from Mr. Liang's Group Companies (1) administrative services such as travel bookings, dining and accommodation; and (2) shared services such as digital information system services, business procurement services, human resources recruitment and training services.	Pursuant to the SANYI Supporting Services Framework Agreement, the Group agreed to purchase and procure from the Sany Heavy Group (1) administrative services such as travel bookings, dining and accommodation; (2) shared services such as digital information system services, business procurement services, human resources recruitment and training services; and (3) product value chain services such as product R&D services and market research services.
Term:	The relevant framework agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.	
Pricing:	The pricing and other terms of the individual agreements to be entered thereunder shall be determined with reference to the prevailing market prices of similar services in the PRC. The measures set out under the section headed "INTERNAL CONTROL MEASURES" of this announcement would be adopted to ensure that the terms offered to the Group are on normal commercial terms and on terms no less favorable to the Group than terms offered by Independent Third Parties.	
Payment:	Invoices shall be issued on a regular basis (primarily annually or quarterly) by Mr. Liang's Group Companies or the Sany Heavy Group (as the case may be) to the Group for the services, which will be settled by telegraphic transfer or cheque within one month upon receipt of the invoice by the Group.	

	The Liang Wengen Supporting Services Framework Agreement	The SANYI Supporting Services Framework Agreement
Historical transaction amounts:	*Administrative services:* Year ended 31 December 2023: RMB25,746,000 Year ended 31 December 2024: RMB26,504,000 Nine months ended 30 September 2025: RMB13,896,516 *Shared services:* Year ended 31 December 2023: RMB Nil Year ended 31 December 2024: RMB15,886,000 Nine months ended 30 September 2025: RMB1,467,886	*Administrative services:* Year ended 31 December 2023: RMB5,474,000 Year ended 31 December 2024: RMB10,803,000 Nine months ended 30 September 2025: RMB7,857,874 *Shared services:* Year ended 31 December 2023: RMB Nil Year ended 31 December 2024: RMB21,498,000 Nine months ended 30 September 2025: RMB5,943,890 *Product value chain services:* Year ended 31 December 2023: RMB Nil Year ended 31 December 2024: RMB33,765,000 Nine months ended 30 September 2025: RMB32,419,456

Proposed annual caps:

The Liang Wengen Supporting Services Framework Agreement:

	For the year ending 31 December		
	2025	**2026**	**2027**
	(RMB)	*(RMB)*	*(RMB)*
Administrative services	21,717,527	31,705,268	34,646,563
Shared services	5,008,700	7,118,600	8,553,600

The SANYI Supporting Services Framework Agreement:

	For the year ending 31 December		
	2025	**2026**	**2027**
	(RMB)	*(RMB)*	*(RMB)*
Administrative services	25,403,756	20,403,002	21,517,443
Shared services	15,755,700	15,957,000	15,053,220
Product value chain services	60,000,000	43,804,089	44,480,302

	The Liang Wengen Supporting Services Framework Agreement	The SANYI Supporting Services Framework Agreement
Basis of determining the proposed annual cap:	*Administrative services* The proposed annual caps were arrived based on (i) the historical transactions amount; (ii) the prevailing market prices of similar services in the PRC; and (iii) the fact that the Group's photovoltaic, lithium energy, and hydrogen energy-related businesses involve changes in operating venues depending on project locations. This necessitates the Group to switch between using the administrative services provided by Mr. Liang's Group Companies and Sany Heavy Group from time to time. Additionally, the fee settlement cycles for different types of services vary (primarily annually or quarterly), resulting in irregular fluctuations in the fees from 2025 to 2027. *Shared services* The proposed annual caps were determined by reference to (i) the type of services which will be shared and the prevailing market prices of similar services in the PRC; and (ii) the expected growth in the demand of the shared services required by the Group. However, since the main settlement cycle for shared services fee is annual, the actual amount incurred for the nine months ended 30 September 2025 is relatively low.	*Administrative services* The proposed annual caps were arrived based on (i) the historical transactions amount; (ii) the prevailing market prices of similar services in the PRC; and (iii) the anticipated increase in the Group's demand for administrative services arising from the acquisition of the business of Sany Lithium Energy in 2024; and (vi) the fact that the Group's photovoltaic, lithium energy, and hydrogen energy-related businesses involve changes in operating venues depending on project locations. This necessitates the Group to switch between using the administrative services provided by Mr. Liang's Group Companies and Sany Heavy Group from time to time. Additionally, the fee settlement cycles for different types of services vary (primarily annually or quarterly), resulting in irregular fluctuations in the fees from 2025 to 2027. *Shared services* The proposed annual caps were determined by reference to (i) the type of services which will be shared and the prevailing market prices of similar services in the PRC; and (ii) the expected growth in the demand of the shared services required by the Group. However, since the main settlement cycle for shared services fee is annual, the actual amount incurred for the nine months ended 30 September 2025 is relatively low.

	The Liang Wengen Supporting Services Framework Agreement	The SANYI Supporting Services Framework Agreement
		Product value chain services The proposed annual caps were arrived at based on (i) the transactions amount for the year ended 31 December 2024 and the nine months ended 30 September 2025; (ii) the relatively low actual amount incurred for the nine months ended 30 September 2025, which was due to the fact that certain value-chain services in the United States and Europe, settled at the end of the calendar year, require the consolidation of Sany Heavy Group's full-year service costs; and (iii) the Group's plan to reduce the scale of procurement of value-chain services from the Sany Heavy Group, coupled with the gradual establishment of its own value-chain service functions, so as to achieve a reduction in the amount of connected transactions since 2026. Based on this plan, the projected requirement for product value-chain services for the three years ending 31 December 2027 has been determined.

2. Master Procurement

The original purchase, transportation, logistic agency services and sales agency contemplated under the 2023 Master Purchase Agreement, the 2023 Master Transportation Agreement, the Logistic Services Agency Agreement and the 2023 Master Sales Agency Agreement are grouped as "procurement", for which the Company entered into the Liang Wengen Sales Framework Agreement with Mr. Liang and the SANYI Sales Framework Agreement with Sany Heavy.

The major terms of the Liang Wengen Sales Framework Agreement and the SANYI Sales Framework Agreement are set out as follows:

	The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
Date:	20 October 2025	

	The Liang Wengen Sales Framework Agreement	**The SANYI Sales Framework Agreement**
Parties	(1) The Company; and (2) Mr. Liang	(1) The Company; and (2) Sany Heavy
Subject Matter:	*Purchase* Pursuant to the Liang Wengen Sales Framework Agreement, the Company agreed to purchase or procure its subsidiaries to purchase from Mr. Liang's Group Companies (1) certain parts and components and machinery produced by Mr. Liang's Group Companies; and (2) second-hand manufacturing equipment, for the manufacturing of products of the Group.	*Purchase* Same as per the Liang Wengen Sales Framework Agreement. *Transportation* Pursuant to the SANYI Sales Framework Agreement, the Sany Heavy Group will provide logistic services to the Group in connection with the transportation of the main products of the Group. In respect of each transportation task, the Group and the Sany Heavy Group will enter into separate transportation agreements to specify, among others, the exact types and number of products to be transported, the distance, and the transportation period. *Logistic agency services* Pursuant to the SANYI Sales Framework Agreement, the Group agreed to engage the Sany Heavy Group to provide transportation and logistic agency services for the Group's shipment of the main products of the Group and relevant ancillary parts. *Sales Agency* Under the SANYI Procurement Framework Agreement, the Sany Heavy Group has agreed to act as the sales agent for the Group's overseas end customers, and the Company has agreed to pay an agency fee to the Sany Heavy Group based on the actual transaction value of the sales.

	The Liang Wengen Sales Framework Agreement	**The SANYI Sales Framework Agreement**
Term:	The relevant framework agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.	
Pricing:	*Purchase* <u>Parts and components</u> For those tailor-made parts and components for the Group manufactured by Mr. Liang's Group Companies, the basis of determining prices of the parts and components produced by Mr. Liang's Group Companies will be determined on arm's length negotiation and with reference to the manufacturing costs involved in the relevant parts and components, with reference to the usual gross margin of the Group's procurement of other similar parts and components from Independent Third Parties, which should be in any event no less favourable to the Group than terms offered by Independent Third Parties. For those common parts and components which can be easily accessible in the market, the pricing will be determined with reference to the prevailing market prices of the same products, and should be in any event no less favourable to the Group than terms offered by Independent Third Parties.	*Purchase* Same as per the Liang Wengen Sales Framework Agreement. *Transportation* The service fees payable shall be on normal commercial terms and determined based on arm's length negotiation with reference to the prevailing market price and should be in any event no less favourable to the Group than terms offered by Independent Third Parties. *Logistic agency services* The agency fees payable will be determined based on arm's length negotiation and such agency fees payable by the Group to the Sany Heavy Group shall not be higher than the service fees paid to Independent Third Parties for similar services. *Sales agency* The sales agency fees payable will be determined based on arm's length negotiation and with reference to the below formula and the sales agency fees paid by the Group to Mr. Liang's Group Companies shall not be higher than the sales agency fees paid to the Independent Third Party agencies for similar products and in similar regions.

The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
Machinery For those machinery for the Group manufactured by Mr. Liang's Group Companies, the basis of determining prices of the machinery produced by Mr. Liang's Group Companies will be determined on arm's length negotiation and with reference to the manufacturing costs involved in the relevant machinery, with reference to the usual gross margin of the Group's procurement of other similar machinery from Independent Third Parties, which should be in any event no less favourable to the Group than terms offered by Independent Third Parties. Second-hand manufacturing equipment The basis of determining prices of the second-hand manufacturing equipment will be determined on arm's length negotiation and with reference to the below formula, which is a default formula set by the Group's ERP financial software following the Group's accounting policy for depreciation and valuation on equipment and also applicable to the valuation of all equipment of the Group, no matter whether they are procured from Independent Third Parties or Mr. Liang's Group Companies, and should be in any event no less favourable to the Group than terms offered by Independent Third Parties.	Sales agency fees = Sales revenue of sold products * 5% *Note:* The Group's 2024 annual sales expenses rate was 5.9% and Mr. Liang's Group Companies are willing to offer a slightly lower sales expenses rate of 5%

	The Liang Wengen Sales Framework Agreement	**The SANYI Sales Framework Agreement**
	Price = Original Purchase Price – Original Purchase Price (1–3%) × (number of years since the equipment was purchased by Mr. Liang's Group Companies/10 years) "3%" represents the minimum residual value of equipment and "10 years" represents the maximum durable years of equipment and both of them are set according to the Group's accounting policy.	
Payment:	*Purchase* In respect of each purchase of parts and components or machinery or second-hand manufacturing equipment by the Group from Mr. Liang's Group Companies, Mr. Liang's Group Companies and the Group will enter into separate purchase agreements to specify the exact types and number of products to be purchased, the relevant delivery arrangements and the selling prices of such products. Payment will be settled by way of telegraphic transfer at credit terms to be agreed by the parties in accordance with the Group's normal term of supplies from Independent Third Parties.	*Purchase* Same as per the Liang Wengen Sales Framework Agreement. *Transportation* Invoices shall be issued on a regular basis by the Sany Heavy Group to the Group and payment for the service fees will be settled by way of telegraphic transfer or cheque in the following month upon receipt of the invoice by the Group. *Logistic agency services* Invoices shall be issued on a regular basis by the Sany Heavy Group to the Group and payment for the service fees will be settled by way of telegraphic transfer or cheque in the following month upon receipt of the invoice by the Group.

	The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
		Sales agency In respect of each sale of products by the Group, the Group shall enter into the sales contract with the end-customers directly, and the Group and the Sany Heavy Group shall enter into separate sales agency agreements to specify the agency fees of the relevant products being sold. Invoice for sales agency fees shall be issued by the Sany Heavy Group to the Group and payment for the sales agency fees will be settled by way of telegraphic transfer or cheque on a regular basis upon receipt of the invoice by the Group.
Historical transaction amounts:	*Purchase:* Year ended 31 December 2023: RMB212,159,000 Year ended 31 December 2024: RMB350,949,000 Nine months ended 30 September 2025: RMB257,831,557	*Purchase:* Year ended 31 December 2023: RMB1,020,578,000 Year ended 31 December 2024: RMB1,732,567,000 Nine months ended 30 September 2025: RMB1,393,509,505 *Transportation:* Year ended 31 December 2023: RMB113,497,000 Year ended 31 December 2024: RMB42,522,000 Nine months ended 30 September 2025: RMB29,508,559

The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
	Logistic agency services: Year ended 31 December 2023: RMB Nil Year ended 31 December 2024: RMB1,315,000 Nine months ended 30 September 2025: RMB9,178,093 *Sales agency:* Year ended 31 December 2023: RMB73,360,000 Year ended 31 December 2024: RMB84,738,000 Nine months ended 30 September 2025: RMB61,602,626

	The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
Proposed annual caps	(see table below)	(see table below)

The Liang Wengen Sales Framework Agreement

	For the year ending 31 December		
	2025	2026	2027
	(RMB)	*(RMB)*	*(RMB)*
Purchase	655,067,300	443,062,710	466,883,847

The SANYI Sales Framework Agreement

	For the year ending 31 December		
	2025	2026	2027
	(RMB)	*(RMB)*	*(RMB)*
Purchase	2,628,433,077	2,270,387,461	2,867,492,280
Transportation	62,250,000	20,530,000	23,600,000
Logistic agency services	18,600,000	16,519,060	19,310,119
Sales agency	135,000,000	183,475,793	198,997,162

Basis of determining the proposed annual cap:

The Liang Wengen Sales Framework Agreement

Purchase

The proposed annual caps were arrived based on the types of parts and components, machinery and second-hand manufacturing equipment to be purchased, historical transaction amounts for the year ended 31 December 2024 and nine months ended 30 September 2025, the orders under negotiation and the anticipated procurement plan of the Group having considered the business plan of the Group.

The SANYI Sales Framework Agreement

Purchase

The proposed annual caps were determined with reference to (i) the historical transaction amounts, the orders under negotiation, and the Group's expected procurement plans for the year ended 31 December 2024 and the nine months ended 30 September 2025; and (ii) the fact that following the completion of the 2024 Acquisition, Sany Lithium Energy became a subsidiary of the Group. Its main product is power batteries, and the primary raw material for power battery production is battery cells, accounting for approximately 50% of the total cost of power batteries. Sany Lithium Energy expects to purchase battery cells produced by Sany Heavy Group in the amounts of RMB580 million, RMB1 billion, and RMB1.7 billion respectively from 2025 to 2027, and this business constitutes the main reason for the increase in the proposed annual cap for the Company's procurement.

The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
	The Company anticipates a substantial increase in its procurement from the Sany Heavy Group during the fourth quarter of 2025. According to the business plans provided by the Sany Heavy Group, several new business initiatives are scheduled to commence in the second half of 2025, which are expected to significantly increase the total procurement amount during that period. Specific highlights include: (i) Sany Marine Heavy Industry Co., Limited (a subsidiary of the Group) is expected to commence mass sales of its new forklift product line in the second half of 2025, which will require large-scale procurement of components from the Sany Heavy Group for assembly and sales. This is projected to result in an additional procurement amount of approximately RMB400 million, of which RMB100 million pertains to product models that were not sold in the first half of 2025. (ii) Due to limited battery cell production capacity at the Sany Heavy Group in the first half of 2025, Sany Lithium Energy's procurement volume of battery cells from the Sany Heavy Group remained relatively low at approximately RMB160 million. As the Sany Heavy Group is expected to enhance battery cell production capacity in the second half of 2025, Sany Lithium Energy's procurement volume will be increased to the design capacity level.

The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
	Transportation The proposed annual caps were determined primarily with reference to: (i) the historical transaction amounts for the two years ended 31 December 2024 and the nine months ended 30 September 2025; (ii) the Group's plan to progressively transition transportation services to logistic agency services, while taking into comprehensive consideration the adjustment period and business scale for those businesses that not yet or cannot be transitioned to the logistic agency model; and (iii) the characteristics of transportation services, such as phased settlements and variable costs, which can lead to significant deviations between actual settlement amounts and initial estimates, thus in order to ensure the total transportation costs settled and recognised by the end of the year do not exceed the annual caps, the Company has conservatively estimated that a maximum of RMB30 million in transportation costs may be incurred in the fourth quarter of 2025.

The Liang Wengen Sales Framework Agreement	The SANYI Sales Framework Agreement
	Logistic agency services The proposed annual caps were determined primarily with reference to: (i) the historical transaction amounts; (ii) the prevailing market price of similar services in the PRC; (iii) the anticipated logistic agency services which will be required by the Group at the prevailing market price for such services; (iv) comprehensive consideration of the business scale of the transition from transportation services to logistic agency services and independent third-party logistics services; (v) as the Group aims to identify independent third-party logistics service providers with more favourable terms by 2026 to reduce reliance on any single supplier, the proposed annual cap for logistics agency services in 2026 has been set at a lower level, while the cap for 2027 is based on the projected amount for 2026 with a reasonable increase factored in. *Sales Agency* The proposed annual caps were determined with reference to the historical transaction amounts, pipeline orders, and the projected sales plans in overseas regions.

3. Master Sales

The original products sales, sales and energy sales contemplated under the 2023 Products Sales Agreement, the 2023 Master Sales Agreement and the 2023 Energy Sales Agreement are grouped as "sales", for which the Company entered into the Liang Wengen Procurement Framework Agreement with Mr. Liang and the SANYI Procurement Framework Agreement with Sany Heavy.

The major terms of the Liang Wengen Procurement Framework Agreement and the SANYI Procurement Framework Agreement are set out as follows:

	The Liang Wengen Procurement Framework Agreement	**The SANYI Procurement Framework Agreement**
Date:	20 October 2025	
Parties	(1) The Company; and (2) Mr. Liang	(1) The Company; and (2) Sany Heavy
Subject Matter:	*Products sales* Pursuant to the Liang Wengen Procurement Framework Agreement, the Company agreed to sell or procure its subsidiaries to sell its finished products to Mr. Liang's Group Companies for sale to end-customers. *Sales* Pursuant to the Liang Wengen Procurement Framework Agreement, the Group agreed to sell to Mr. Liang's Group Companies raw materials which were originally sourced by the Group for its own use, parts and components and certain second-hand manufacturing equipment for the production of the products of Mr. Liang's Group Companies.	*Products sales* Same as per the Liang Wengen Procurement Framework Agreement. *Sales* Same as per the Liang Wengen Procurement Framework Agreement.

	The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
	Energy sales	*Energy sales*
	Pursuant to the Liang Wengen Procurement Framework Agreement, (i) Mr. Liang's Group Companies shall rent certain rooftops on their premises to the Group for the purposes of setting up the photovoltaic equipment and Mr. Liang's Group Companies shall purchase from the Group photovoltaic energy to be generated by the photovoltaic equipment on the relevant rooftops of Mr. Liang's Group Companies's premises (ii) Mr. Liang's Group Companies shall purchase hydrogen energy from the Group for refueling to the hydrogen vehicle owned by Mr. Liang's Group Companies; and (iii) Mr. Liang's Group Companies shall purchase lithium-ion energy from the Group.	Same as per the Liang Wengen Procurement Framework Agreement.

Term: The relevant framework agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.

	The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
Pricing:	*Products sales* In order to enable the Company to take advantage of Mr. Liang's Group Companies' sales network to sell its finished products to end-customers in a large scale, and in other words, the Group just sell the finished products to end-customers through Mr. Liang's Group Companies' sales network. The prices of the finished products under the Liang Wengen Procurement Framework Agreement are determined according to the costs involved (raw material costs, labour costs and manufacturing expenses) plus the gross profit margin, ranging from 10%-40% for domestic sales and from 10%-35% for overseas sales (considering that overseas sales involve higher transportation costs). Such gross profit margin is the same as that the Group charges on Independent Third Party customers when the Group sells the finished products to them directly. In any event, the prices at which the Group sells its product(s) to Mr. Liang's Group Companies shall not be less than the price at which the Group sells the same product(s) to other distributors who are Independent Third Parties.	*Products sales* Same as per the Liang Wengen Procurement Framework Agreement. *Sales* Same as per the Liang Wengen Procurement Framework Agreement. *Energy sales* Same as per the Liang Wengen Procurement Framework Agreement.

The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
Sales <u>Raw materials and parts and components</u> The basis of determining prices of raw materials will be determined based on the arm's length negotiation and with reference to the original procurement costs of raw materials sourced by the Group or the value of the raw materials or parts and components as shown in the ERP financial software of the Group, which should be in any event no less favorable to the Group than is available to Independent Third Parties. For those common parts and components which can be easily accessible in the market, the Group will follow the pricing as determined during the Group's commercial procurement tender process. <u>Second-hand manufacturing equipment</u> The basis of determining prices of the second-hand manufacturing equipment will be determined on arm's length negotiation and with reference to the below formula, which is a default formula set by the Group's ERP financial software following the Group's accounting policy for depreciation and valuation on equipment and also applicable to the valuation of all equipments of the Group, and should be in any event no less favorable to the Group than is available to Independent Third Parties.	

The Liang Wengen Procurement Framework Agreement	**The SANYI Procurement Framework Agreement**
Price = Original Purchase Price – Original Purchase Price (1–3%) × (number of years since the equipment was purchased by the Group/10 years) "3%" represents the minimum residual value of equipment and "10 years" represents the maximum durable years of equipment and both of them are set according to the Group's accounting policy. *Energy sales* <u>Photovoltaic energy</u> The rental fees in the form of a 15% discount rate to be offered by the Group to Mr. Liang's Group Companies for the set-up of the photovoltaic equipment shall be determined with reference to the applicable market rates of similar premises in the vicinity and quotations from Independent Third Parties in the similar industry for similar premises in the vicinity.	

The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
Photovoltaic energy will be supplied at a price calculated by having the relevant volume of electricity usage multiplied by the relevant government real-time price per kWh (as adjusted from time to time), which is determined by the government authorities (including State Grid Corporation of China* (國家電網公司)) depending on the location of the premises with the rooftop installed, and with a discount rate which is a common practice in the PRC market that power stations offer discounts to customers in exchange for the set-up of photovoltaic equipment at their premises. The 15% discount rate as indicated in the Liang Wengen Procurement Framework Agreement was determined with reference to (i) the discount rates offered by other power stations to their customers that the fees for the overall consumption of the photovoltaic energy shall include a discount as rental fees for the use of the premises to set up the relevant photovoltaic equipment and (ii) market practice in the photovoltaic energy industry as at the date of the Liang Wengen Procurement Framework Agreement. The Directors confirmed that the 15% discount rate is currently in line with market practice.	

The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
Hydrogen energy Hydrogen refueling services will be charged based on the standard rate for national hydrogen fuel demonstration city clusters, currently set at RMB35 per kilogram. Lithium-ion energy Upon completion of the energy storage station for lithium-ion energy, profit will be generated through arbitrage between peak and off-peak electricity prices. Such profits shall be allocated based on a ration no less than 2: 8 with Mr. Liang's Group Companies. The applicable electricity rate when the station supplies electricity will correspond to the time-of-use (TOU) power tariff at which the local park purchases electricity from the State Grid Corporation of China during the same period. TOU electricity pricing references include (i) the agency electricity tariff of the State Grid Corporation of China; and (ii) the electricity cost standards verified by the local power supply authority where the energy storage station is located.	

	The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
Payment:	*Products sales* The price of any products being sold shall be paid by telegraphic transfer within three months after delivery and the relevant products having passed the inspection by Mr. Liang's Group Companies. *Sales* Payment will be settled as agreed by the parties according to the specific order, which will be in line with their respective normal terms of supplies which are applicable to Independent Third Parties. *Energy sales* Monthly invoices shall be issued by the Company to Mr. Liang's Group Companies for the payment for the electricity, which will be settled by telegraphic transfer or cash within fifteen (15) days upon receipt of the invoice by Mr. Liang's Group Companies.	*Products sales* Same as per the Liang Wengen Procurement Framework Agreement. *Sales* Same as per the Liang Wengen Procurement Framework Agreement. *Energy sales* Same as per the Liang Wengen Procurement Framework Agreement.

	The Liang Wengen Procurement Framework Agreement	**The SANYI Procurement Framework Agreement**
Historical transaction amounts:	*Products sales:*	*Products sales:*
	Year ended 31 December 2023: RMB481,067,000	Year ended 31 December 2023: RMB3,251,816,000
	Year ended 31 December 2024: RMB790,742,000	Year ended 31 December 2024: RMB2,514,141,000
	Nine months ended 30 September 2025: RMB1,291,860,778	Nine months ended 30 September 2025: RMB2,419,764,782
	Sales:	*Sales:*
	Year ended 31 December 2023: RMB6,923,000	Year ended 31 December 2023: RMB18,858,000
	Year ended 31 December 2024: RMB8,855,000	Year ended 31 December 2024: RMB34,346,000
	Nine months ended 30 September 2025: RMB44,935,193	Nine months ended 30 September 2025: RMB20,376,318
	Energy sales:	
	— Leasing rooftop spaces	
	Year ended 31 December 2023: RMB Nil	
	Year ended 31 December 2024: RMB1,469,000	
	Nine months ended 30 September 2025: RMB2,244,792	

The Liang Wengen Procurement Framework Agreement

— Sales of photovoltaic energy, hydrogen energy, and lithium battery energy

Year ended 31 December 2023: RMB Nil

Year ended 31 December 2024: RMB9,790,000

Nine months ended 30 September 2025: RMB13,000,119

The SANYI Procurement Framework Agreement

Energy sales:

— Leasing rooftop spaces

Year ended 31 December 2023: RMB Nil

Year ended 31 December 2024: RMB3,562,000

Nine months ended 30 September 2025: RMB4,212,196

— Sales of photovoltaic energy, hydrogen energy, and lithium battery energy

Year ended 31 December 2023: RMB Nil

Year ended 31 December 2024: RMB23,750,000

Nine months ended 30 September 2025: RMB38,264,691

Proposed annual caps

The Liang Wengen Procurement Framework Agreement

	For the year ending 31 December		
	2025	**2026**	**2027**
	(RMB)	*(RMB)*	*(RMB)*
Products sales	2,007,340,000	3,316,046,000	4,659,637,200
Sales	68,944,100	16,691,844	15,498,870
Energy sales			
— leasing rooftop spaces	2,991,000	—	—
— sales of photovoltaic energy, hydrogen energy, and lithium battery energy	32,653,033	33,457,000	32,558,720

The SANYI Procurement Framework Agreement

	For the year ending 31 December		
	2025	**2026**	**2027**
	(RMB)	*(RMB)*	*(RMB)*
Products sales	3,941,640,000	4,604,827,823	5,604,036,296
Sales	56,920,359	53,070,802	60,693,972
Energy sales			
— leasing rooftop spaces	8,635,005	11,254,437	11,254,437
— sales of photovoltaic energy, hydrogen energy, and lithium battery energy	90,435,700	157,329,581	154,589,581

	The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
Basis of determining the proposed annual cap:	*Products sales* The proposed annual cap was arrived at based on the historical transaction amount, the orders received by the Group to-date, the orders under negotiation, the scheduled deliveries, the business plan of the Group and the expected demand of the products by end-customers, and the 2024 Acquisitions. Following the completion of the 2024 Acquisition, Sany Lithium Energy became a subsidiary of the Group. Mr. Liang's Group Companies is mainly engaged in the production of pure electric heavy-duty trucks, and its procurement demand for the Group's power batteries is expected to increase by approximately RMB1.7 billion million in 2026 (compared with 2025) and by another approximately RMB1.4 billion million in 2027 (compared with 2026). This business constitutes the main reason for the increase in the proposed annual cap for the Company's product sales. The Company originally estimated that the upper limit of the demand quota under product sales would be RMB7.18 billion, including the original annual cap of RMB4.39 billion for the year ending 31 December 2025 and additional demand of RMB2.79 billion generated by Sany Lithium Energy. To reduce the scale of revenue-related connected transactions in 2025, the Company has implemented strict connected transaction control measures. It is expected that these measures will lead to a decrease of RMB1.23 billion in transaction amounts across other business segments of the Company, such as logistic equipment business, oil and gas equipment business, as well as solar modules, hydrogen production equipment and other related services in the emerging industry equipment business. Consequently, the overall demand quota under product sales for 2025 will be RMB5.95 billion. Among this, under the Liang Wengen Procurement Framework Agreement, the demand of Sany Lithium Energy from 2025 to 2027 is approximately RMB1.61 billion, RMB3.23 billion, and RMB4.66 billion respectively.	*Products sales* The proposed annual caps were determined based on historical transaction amounts, orders received by the Group to-date, the orders under negotiation, the scheduled deliveries, the business plan of the Group, the expected demand of the products by end-customers, and the 2024 acquisition. Following the completion of the 2024 Acquisition, Sany Lithium Energy became a subsidiary of the Group. Sany Heavy Group is mainly engaged in the production of pure electric construction machinery, and its procurement demand for the Group's power batteries is expected to increase by RMB500 million in 2026 (compared with 2025) and by another RMB500 million in 2027 (compared with 2026). This business constitutes the main reason for the increase in the proposed annual cap for the Company's product sales. The Company originally estimated that the upper limit of the demand quota under product sales would be RMB7.18 billion, including the original annual cap of RMB4.39 billion for the year ending 31 December 2025 and additional demand of RMB2.79 billion generated by Sany Lithium Energy. To reduce the scale of revenue-related connected transactions in 2025, the Company has implemented strict connected transaction control measures. It is expected that these measures will lead to a decrease of RMB1.23 billion in transaction amounts across other business segments of the Company, such as logistic equipment business, oil and gas equipment business, as well as solar modules, hydrogen production equipment and other related services in the emerging industry equipment business. Consequently, the overall demand quota under product sales for 2025 will be RMB5.95 billion. Among this, under the Sany International Procurement Framework Agreement, the demand of Sany Lithium Energy from 2025 to 2027 is approximately RMB650 million, RMB1.4 billion, and RMB2.02 billion respectively. *Sales* The proposed annual caps were determined by reference to (i) the historical transaction amounts; and (ii) the planned scale of sale for this transaction is expected to increase with the increase in the Group's current inventory.

The Liang Wengen Procurement Framework Agreement	The SANYI Procurement Framework Agreement
	Energy sales The proposed annual caps were determined based on the expected sales growth of different energy types, fluctuations in the demand from actual energy users and the increase in lithium-ion energy sales following the 2024 acquisition. (i) Regarding the Company's photovoltaic energy sales, photovoltaic power generation facilities generally start construction at the beginning of the year, but the cycle for completing the connection procedures and grid access formalities after completion is relatively long. As a result, the time when power generation facilities can generate revenue from power generation after completing all formalities is generally in the third and fourth quarters. However, once power generation of the photovoltaic facility commences, the power output will be relatively stable, and the general energy sales revenue is related to the number of photovoltaic power generation facilities and the unit price of energy; (ii) Regarding the Company's hydrogen energy sales, this energy sales business has also begun to make progress. Although Sany Hydrogen Energy was acquired in 2023, it remained in the early R&D stage throughout 2024, resulting in limited revenue generation. As this business enters the commercial operation stage in 2025, it is expected to start stable hydrogen energy sales in the second half of 2025; (iii) Regarding the Company's lithium-ion energy sales, it mainly consists of replaceable lithium-ion energy sales and energy storage lithium-ion energy sales. Actual energy users' pure electric vehicles need to purchase replaceable lithium-ion battery energy from the Group. This part of the business will fluctuate correspondingly with the number and usage frequency of the pure electric vehicles they hold. It is expected that Sany Heavy Group will purchase this type of energy in the amounts of RMB33 million, RMB81 million, and RMB78 million from 2025 to 2027 respectively. Meanwhile, the sales of energy storage lithium-ion energy mainly refer to the number of operational energy storage power stations, and the Group plans to construct 30 energy storage power stations throughout 2025.

The Liang Wengen Procurement Framework Agreement	**The SANYI Procurement Framework Agreement**
Sales The annual caps for each of the three financial years ending 31 December 2027 were determined by reference to (i) the historical transaction amounts; and (ii) the planned scale of sale for this transaction is expected to increase with the increase in the Group's current inventory. *Energy sales* The proposed annual caps were determined based on the expected sales growth of different energy types, fluctuations in the demand from actual energy users and the increase in lithium-ion energy sales following the 2024 acquisition. (i) Regarding the Company's photovoltaic energy sales, photovoltaic power generation facilities generally start construction at the beginning of the year, but the cycle for completing the connection procedures and grid access formalities after completion is relatively long. As a result, the time when power generation facilities can generate revenue from power generation after completing all formalities is generally in the third and fourth quarters. However, once power generation of the photovoltaic facility commences, the power output will be relatively stable, and the general energy sales revenue is related to the number of photovoltaic power generation facilities and the unit price of energy. The Group plans to suspend photovoltaic energy sales with Mr. Liang's Group Companies during 2026–2027, with future arrangements to be determined subject to prevailing photovoltaic energy market prices. Any resumption of such transactions will be conducted in full compliance with the Listing Rules; (ii) Regarding the Company's hydrogen energy sales, this energy sales business has also begun to make progress. Although Sany Hydrogen Energy was acquired in 2023, it remained in the early R&D stage throughout 2024, resulting in limited revenue generation. As this business enters the commercial operation stage in 2025, it is expected to start stable hydrogen energy sales in the second half of 2025; (iii) Regarding the Company's lithium-ion energy sales, it mainly consists the sales of energy storage lithium-ion energy, which mainly refer to the number of operational energy storage power stations, and the Group plans to construct 30 energy storage power stations throughout 2025.	

4. Master Guarantee

The original equipment sales and leasing contemplated under the 2023 Equipment Sales and Leasing Framework Agreement is renamed as "guarantee". As the Group has only transacted with the Sany Heavy Group in respect of the original equipment sales and leasing, the Company entered into the SANYI Guarantee Framework Agreement with Sany Heavy only.

The major terms of the SANYI Guarantee Framework Agreement are set out as follows:

Date:	20 October 2025
Parties	(1) The Company; and (2) Sany Heavy
Subject Matter:	Pursuant to the SANYI Guarantee Framework Agreement, the parts and equipment manufactured by the Group such as mining equipment, logistic equipment, energy equipment, lithium battery energy storage products and relevant ancillary parts shall either be sold to the Sany Heavy Group for leasing to the Lessees or to the Lessees which shall then be on-sold to the Sany Heavy Group for leasing back to the Lessees. The Group, as seller of the parts and equipment, would provide a financial guarantee in favour of the Lessees in respect of the parts and equipment to guarantee their performance under the Financial Lease and Guarantee Agreements. If the Lessees breach the terms as set out in the Financial Lease and Guarantee Agreements, the Group will be required to settle the payment for and on behalf of the Lessees or to repurchase the parts and equipment in accordance with the Financial Lease and Guarantee Agreements.
Term:	The SANYI Guarantee Framework Agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.

Pricing:	The terms under the Sale and Purchase Agreements, the Financial Lease and Guarantee Agreements shall conform to the principles and provisions set out in the SANYI Guarantee Framework Agreement, and shall be agreed between the parties after arm's length negotiations on normal commercial terms.

The parties to the SANYI Guarantee Framework Agreement have agreed that the parts and equipment to be sold shall be at the prices which are determined according to the costs involved (i.e. research and development costs, raw material costs, labour costs and manufacturing expenses) plus the gross profit margin ranging from 10% to 40%, which shall in any event be no less favourable to the Group than terms available to Independent Third Parties. The range of the gross profit margin for the parts and equipment is determined based on previous transactions conducted by the Group with Independent Third Parties, which is in line with the prevailing market practice. The minimum gross profit margin of 10% is a target fixed by the Group while the maximum gross profit margin of 40% is generally consistent with market practice. The gross profit margin ranges from 10% to 40% as it depends on the type of parts and equipment manufactured by the Group, which includes mining equipment, logistic equipment, energy equipment, lithium battery energy storage products and relevant ancillary parts. If a Lessee breaches the terms as set out in the Financial Lease and Guarantee Agreement, the Group shall settle the outstanding lease payment on behalf of the Lessee or repurchase the parts and equipment on normal commercial terms, which shall be no less favorable to the Group than terms available to Independent Third Parties.

Historical transaction amounts: — Sales of parts and equipment

Year ended 31 December 2023: RMB2,729,175,000

Year ended 31 December 2024: RMB1,465,548,000

Nine months ended 30 September 2025: RMB1,176,377,026

— Financial guarantee and repurchase of parts and equipment

Year ended 31 December 2023: RMB2,266,356,000

Year ended 31 December 2024: RMB1,244,867,000

Nine months ended 30 September 2025: RMB1,024,355,202

Proposed annual caps:

	For the year ending 31 December		
	2025	**2026**	**2027**
	(RMB)	*(RMB)*	*(RMB)*
Sales of parts and equipment	2,301,004,602	2,968,429,624	3,527,115,549
Financial guarantee and repurchase of parts and equipment	2,070,904,142	2,662,660,380	3,160,692,456

Basis of determining the proposed annual cap:	The proposed annual caps were arrived based on: (i) historical transaction amounts; (ii) the orders under negotiation and the product sales plan at the prevailing market price of the parts and equipment, and the expected transaction scale which similar guarantee are required; (iii) the average loan ratio of the sales of parts and equipment of 90% (for the financial guarantee and the repurchase of parts and equipment); and (iv) current intention of the customers of changing from using instalment payment model directly with the Group to using finance lease services with the Sany Heavy Group, which would help to speed up the cash collection process of the Group. Since the 2024 Acquisition, Sany Lithium Energy generated additional supply of parts and equipment which include lithium battery energy storage products and relevant ancillary parts for the sales and financial leasing business, resulting in an expected increase in the sales of parts and equipment under the SANYI Guarantee Framework Agreement. In addition, the 2024 Acquisition is part of the Group's strategy to expand into new energy businesses which will increase demand in this area.

5. Master Lease

The original lease contemplated under the 2023 Master Lease Agreement is segregated into the 2025 Liang Wengen Master Lease Agreement entered with Mr. Liang and the 2025 Sany Heavy Master Lease Agreement entered with Sany Heavy.

The major terms of the 2025 Liang Wengen Master Lease Agreement and the 2025 Sany Heavy Master Lease Agreement are set out as follows:

	The 2025 Liang Wengen Master Lease Agreement	**The 2025 Sany Heavy Master Lease Agreement**
Date:	20 October 2025	
Parties	(1) The Company; and (2) Mr. Liang	(1) The Company; and (2) Sany Heavy
Subject Matter:	Pursuant to the relevant framework agreement, Mr. Liang's Group Companies or the Sany Heavy Group (as the case may be) agreed to lease certain premises to the Group, details of which are set forth as below.	
Term:	The relevant framework agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.	
Properties:	Hunan Property: (i) certain factories owned by Sany Renewable Energy Co., Ltd.* (三一重能股份有限公司) with a floor area of up to approximately 185,000 sq.m., located in Chenzhou City, Hunan Province, the PRC; and (ii) certain factories with a total area of up to approximately 60,000 sq.m., as well as certain working areas, canteen and dormitories owned by Zhuzhou Sany Energy Equipment Co., Ltd.* (株洲三一能源裝備有限公司), located in Zhuzhou City, Hunan Province, the PRC.	Sale Outlets Networking Property: certain factories, working areas and dormitories owned by Sany Northwest Heavy Industry with a total area of up to approximately 4,000 sq.m. located in Sany Northwest Industry Zone, Urumqi City, Xinjiang Uygur Autonomous Region, the PRC. Hunan Property: certain factories with a total area of up to approximately 12,000 sq.m.. Beijing Property: certain factories owned by Sany Renewable Energy Co., Ltd.* with a floor area of up to approximately 2,900 sq.m. located in Nankou Industry Zone, Changpin District, Beijing, the PRC. Indian Property: a factory located in Pune, India, owned by Sany Heavy Industry India Private Limited.

	The 2025 Liang Wengen Master Lease Agreement	The 2025 Sany Heavy Master Lease Agreement
Rental:	The total rental payable is determined after arm's length negotiations between parties after taking into consideration the market price of similar areas and locations. Below is a breakdown of the rental payments: Hunan Property: (i) up to RMB7 per sq.m. per month; and (ii) up to RMB40 per sq.m. per month.	The total rental payable is determined after arm's length negotiations between parties after taking into consideration the market price of similar areas and locations. Below is a breakdown of the rental payments: Sale Outlets Networking Property: up to RMB30 per sq.m. per month. Beijing Property: up to RMB58 per sq.m. per month, which is determined based on arm's length negotiation between the parties and by reference to market rates of similar location and areas, payable regularly. Hunan Property: up to RMB20 per sq.m. per month. Indian Property: the monthly rent is RMB1 million, which was determined after arm's length negotiations between the parties and with reference to market rents in similar locations and areas.
Actual right-of-use assets recognised:	Year ended 31 December 2023: RMB21,048,000 Year ended 31 December 2024: RMB80,943,000 Nine months ended 30 September 2025: RMB122,093,648	Year ended 31 December 2023: RMB467,000 Year ended 31 December 2024: RMB21,177,000 Nine months ended 30 September 2025: RMB7,179,951
Proposed annual caps:	For the year ending 31 December 2025 (RMB) / 2026 (RMB) / 2027 (RMB) Annual caps: 151,083,496 / 23,441,041 / 23,835,153	For the year ending 31 December 2025 (RMB) / 2026 (RMB) / 2027 (RMB) Annual caps: 12,910,000 / 9,001,609 / 9,688,899

	The 2025 Liang Wengen Master Lease Agreement	The 2025 Sany Heavy Master Lease Agreement
Basis of determining the proposed annual cap:	According to IFRS 16, the Group will recognise the rental payments to be paid by the Group as right-of-use assets and a lease liability at the respective commencement dates of the actual lease contracts under the relevant framework agreement, except for leases that have a lease term of 12 months or less and leases of low-value assets. Short-term leases will be recognized as expenses incurred by the Group. The value of such right-of-use asset (before tax) to be recognised by the Company is expected to be approximately the figures for the proposed annual caps for the three years ending 31 December 2027 as set out above. The proposed annual cap of the value of the right-of-use assets were determined after taking into account the following factors: (i) having considered the transaction amounts under the relevant framework agreement and the conditions of such properties, including but not limited to the location and size of the properties required by the Group for its anticipated business needs, the facilities associated with such properties, the current market conditions, and the market rents of comparable properties in the vicinity, the maximum total rent payments under the relevant framework agreement; and (ii) having considered the Group's incremental borrowing rate as the discount rate, the estimated present value of the maximum total rent payments under the relevant framework agreement will be recorded as a right-of-use asset in the Group's financial statements.	

6. Master Water and Electricity Purchase

The original water and electricity purchase contemplated under the 2024 Master Water and Electricity Purchase Agreement is segregated into the 2025 Liang Wengen Master Water and Electricity Purchase Agreement entered with Mr. Liang and the 2025 Sany Heavy Master Water and Electricity Purchase Agreement entered with Sany Heavy.

The major terms of the 2025 Liang Wengen Master Water and Electricity Purchase Agreement and the 2025 Sany Heavy Master Water and Electricity Purchase Agreement are set out as follows:

	The 2025 Liang Wengen Master Water and Electricity Purchase Agreement	The 2025 Sany Heavy Master Water and Electricity Purchase Agreement
Date:	20 October 2025	
Parties	(1) The Company; and (2) Mr. Liang	(1) The Company; and (2) Sany Heavy

<table>
<tr><th></th><th>The 2025 Liang Wengen Master Water and Electricity Purchase Agreement</th><th>The 2025 Sany Heavy Master Water and Electricity Purchase Agreement</th></tr>
<tr><td>Subject Matter:</td><td colspan="2">Pursuant to the relevant framework agreement, the Group agreed to purchase water and electricity resources that Mr. Liang's Group Companies or the Sany Heavy Group (as the case may be) acquired from the PRC government.</td></tr>
<tr><td>Term:</td><td colspan="2">The relevant framework agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.</td></tr>
<tr><td>Pricing:</td><td colspan="2">Electricity will be purchased at a price calculated by reference to the relevant volume of electricity usage based on the electricity meter multiplied by the relevant government prescribed price per kWh (as adjusted from time to time), which is determined by the government authorities (including State Grid Corporation of China* (國家電網公司)).

Water will be purchased at a price calculated by reference to the relevant water usage based on the water meter multiplied by the relevant government prescribed price per cubic meter (as adjusted from time to time), which is determined by the government authorities such as Hunan Water Development Co., Ltd.* (湖南水務發展股份有限公司).

The pricing and other terms of the individual agreements to be entered shall be determined with reference to the prevailing market prices of similar services in the PRC. The measures set out under the section headed "INTERNAL CONTROL MEASURES" of this announcement would be adopted to ensure that the terms offered to the Group are on normal commercial terms and on terms no less favorable to the Group than terms offered by Independent Third Parties.</td></tr>
<tr><td>Payment:</td><td colspan="2">Invoices shall be issued on a regular basis by Mr. Liang's Group Companies or the Sany Heavy Group (as the case may be) to the Group for the payment of the water and electricity, which will be settled by telegraphic transfer or cheque within a month upon receipt of the invoice by the Group.</td></tr>
<tr><td>Historical transaction amounts:</td><td>Year ended 31 December 2023: RMB4,095,000

Year ended 31 December 2024: RMB8,882,000

Nine months ended 30 September 2025: RMB5,118,282</td><td>Year ended 31 December 2023: RMB3,406,000

Year ended 31 December 2024: RMB5,545,000

Nine months ended 30 September 2025: RMB8,499,216</td></tr>
<tr><td>Proposed annual caps</td><td><table><tr><th></th><th colspan="3">For the year ending 31 December</th></tr><tr><th></th><th>2025
(RMB)</th><th>2026
(RMB)</th><th>2027
(RMB)</th></tr><tr><td>Annual caps</td><td>13,702,049</td><td>16,518,068</td><td>17,387,785</td></tr></table></td><td><table><tr><th></th><th colspan="3">For the year ending 31 December</th></tr><tr><th></th><th>2025
(RMB)</th><th>2026
(RMB)</th><th>2027
(RMB)</th></tr><tr><td>Annual caps</td><td>20,554,000</td><td>31,426,091</td><td>32,682,377</td></tr></table></td></tr>
</table>

	The 2025 Liang Wengen Master Water and Electricity Purchase Agreement	The 2025 Sany Heavy Master Water and Electricity Purchase Agreement
Basis of determining the proposed annual cap:	The proposed annual caps were arrived at based on (i) the transactions amount for the year ended 31 December 2024 and the nine months ended 30 September 2025; (ii) the water and electricity which will be purchased and the prevailing market prices of water and electricity in the PRC; and (iii) the expected growth in the demand of the water and electricity required by the Group. As the Group is expanding its new energy business, it is expected that the consumption of water and electricity for production, operation and supporting facilities will lead to a growth in the demand of the water and electricity required by the Group, and therefore Group's demand for water and electricity from Mr. Liang's Group Companies will increase significantly. The nature of Sany Hydrogen Energy's business is hydrogen production, which consumes a large amount of water and electricity through water electrolysis. Sany Silicon Energy is also expected to produce more products, which will require more water and electricity. The business of Sany Lithium Energy following the 2024 Acquisition will also increase the overall electricity demand.	The proposed annual caps were arrived at based on (i) the transactions amount for the year ended 31 December 2024 and the nine months ended 30 September 2025; (ii) the water and electricity which will be purchased and the prevailing market prices of water and electricity in the PRC; and (iii) the expected growth in the demand of the water and electricity required by the Group. As the Group is expanding its new energy business, it is expected that the consumption of water and electricity for production, operation and supporting facilities will lead to a growth in the demand of the water and electricity required by the Group, and therefore Group's demand for water and electricity from Mr. Liang's Group Companies will increase significantly. The nature of Sany Hydrogen Energy's business is hydrogen production, which consumes a large amount of water and electricity through water electrolysis. Sany Silicon Energy is also expected to produce more products, which will require more water and electricity. The business of Sany Lithium Energy following the 2024 Acquisition will also increase the overall electricity demand.

7. Master Short Term Lease

The original short term lease contemplated under the 2024 Master Short Term Lease Agreement is segregated into the 2025 Liang Wengen Master Short Term Lease Agreement entered with Mr. Liang and the 2025 Sany Heavy Master Short Term Lease Agreement entered with Sany Heavy.

The major terms of the 2025 Liang Wengen Master Short Term Lease Agreement and the 2025 Sany Heavy Master Short Term Lease Agreement are set out as follows:

	The 2025 Liang Wengen Master Short Term Lease Agreement	The 2025 Sany Heavy Master Short Term Lease Agreement
Date:	20 October 2025	
Parties	(1) The Company; and (2) Mr. Liang	(1) The Company; and (2) Sany Heavy
Subject Matter:	Pursuant to the relevant framework agreement, Mr. Liang's Group Companies or the Sany Heavy Group (as the case may be) agreed to lease certain premises to the Group, details of which are set forth as below.	
Term:	The relevant framework agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.	
Properties:	Shanghai Property: certain dormitories owned by Shanghai Sany Technology Co., Ltd.* (上海三一科技有限公司) with area up to approximately 1,000 sq.m. located in Chuansha Town, Shanghai City, PRC; and Hunan Property: (i) certain factories owned by Sany Renewable Energy Co., Ltd.* (三一重能股份有限公司) with a floor area of up to approximately 185,000 sq.m., located in Chenzhou City, Hunan Province, the PRC; and (ii) certain factories with a total area of up to approximately 180,000 sq.m., as well as certain working areas and dormitories with a floor area of up to approximately 70,000 sq.m. owned by Zhuzhou Sany Energy Equipment Co., Ltd.* (株洲三一能源裝備有限公司), located in Zhuzhou City, Hunan Province, the PRC.	Beijing Property: (i) certain factories owned by Sany Sun Valley with a floor area of up to approximately 20,000 sq.m. located in Sany Huilongguan Industry Zone, Changpin District, Beijing, the PRC. Beijing R&D Property: up to approximately 1,000 working spaces owned by Sany Sun Valley located in Sany Huilongguan Industry Zone, Changpin District, Beijing, the PRC. Hunan Property: (i) certain factories with a floor area of up to approximately 35,000 sq.m. and certain working areas with a floor area of up to approximately 10,000 sq.m. owned by Hunan Deutz AG Power Co., Ltd.* (湖南道依茨動力有限公司) located in Changsha City, Hunan Province, the PRC; and (ii) certain factories with a total area of up to approximately 30,000 sq.m., as well as certain working areas and dormitories owned by Sany Auto Manufacturing with a total floor area of up to approximately 3,000 sq.m., located in Changsha City, Hunan Province, the PRC.

	The 2025 Liang Wengen Master Short Term Lease Agreement	The 2025 Sany Heavy Master Short Term Lease Agreement
Rental:	The total rental payable is determined after arm's length negotiations between parties after taking into consideration the market price of similar areas and locations. Below is a breakdown of the rental payments: Shanghai Property: up to RMB100 per sq.m. per month, which is determined based on arm's length negotiation between the parties and by reference to market rates of similar location and areas, payable regularly. Hunan Property: (i) up to RMB7 per sq.m. per month; and (ii) up to RMB40 per sq.m. per month	The total rental payable is determined after arm's length negotiations between parties after taking into consideration the market price of similar areas and locations. Below is a breakdown of the rental payments: Beijing Property: up to RMB58 per sq.m. per month, which is determined based on arm's length negotiation between the parties and by reference to market rates of similar location and areas, payable regularly. Beijing R&D Property: up to RMB1,000 per working space per month, which is determined based on arm's length negotiation between the parties and by reference to market rates of similar location and areas, payable regularly. Hunan Property: (i) up to RMB56 per sq.m. per month; (ii) up to RMB30 per sq.m. per month, which is determined based on arm's length negotiation between the parties and by reference to market rates of similar location and areas, payable regularly.

	The 2025 Liang Wengen Master Short Term Lease Agreement	The 2025 Sany Heavy Master Short Term Lease Agreement
Historical transaction amounts:	Year ended 31 December 2023: RMB Nil Year ended 31 December 2024: RMB23,915,000 Nine months ended 30 September 2025: RMB1,289,349	Year ended 31 December 2023: RMB21,000 Year ended 31 December 2024: RMB3,622,000 Nine months ended 30 September 2025: RMB2,781,000
Proposed annual caps	For the year ending 31 December — 2025 *(RMB)*: Annual caps 2,792,000; 2026 *(RMB)*: 1,478,223; 2027 *(RMB)*: 1,635,962	For the year ending 31 December — 2025 *(RMB)*: Annual caps 7,716,000; 2026 *(RMB)*: 14,028,914; 2027 *(RMB)*: 13,137,501
Basis of determining the proposed annual cap:	The proposed annual caps have been determined with reference to (i) the property locations, the area of the properties required by the Group for its expected business needs and facilities associated with the properties, the market conditions and prevailing market rents of similar properties; (ii) the fact that the actual amount incurred for the nine months ended 30 September 2025 remained relatively low, as short-term lease expenses are generally settled either at the end of the lease term or at the end of the calendar year, with the majority of the 2025 short-term lease expenses therefore concentrated in December 2025, and only including those for leases which had already expired; and (iii) the Group's expectation to cease leasing certain properties from Mr. Liang's Group Companies commencing in 2026, thus the proposed annual cap for short-term leasing in 2026 has been set lower, while the cap for 2027 is based on the projected amount for 2026, taking into account a reasonable increase.	The proposed annual caps have been determined with reference to (i) the property locations, the area of the properties required by the Group for its expected business needs and facilities associated with the properties, the market conditions and prevailing market rents of similar properties; (ii) the fact that the actual amount incurred for the nine months ended 30 September 2025 remained relatively low, as short-term lease expenses are generally settled either at the end of the lease term or at the end of the calendar year, with the majority of the 2025 short-term lease expenses therefore concentrated in December 2025, and only including those for leases which had already expired; and (iii) the Group's plan to newly lease certain properties of the Sany Heavy Group in Europe, India and Southeast Asia under short-term tenancies from 2026 to 2027, to meet the Group's temporary local business needs for its photovoltaic and logistics equipment operations and as some of these short-term projects are expected to be completed by mid-2027, the projected amount for short-term leasing in 2027 is estimated to be slightly lower than that for 2026.

Proposed annual caps — The 2025 Liang Wengen Master Short Term Lease Agreement

	For the year ending 31 December		
	2025	2026	2027
	(RMB)	*(RMB)*	*(RMB)*
Annual caps	2,792,000	1,478,223	1,635,962

Proposed annual caps — The 2025 Sany Heavy Master Short Term Lease Agreement

	For the year ending 31 December		
	2025	2026	2027
	(RMB)	*(RMB)*	*(RMB)*
Annual caps	7,716,000	14,028,914	13,137,501

8. Master After-sales Services

The original after-sales services contemplated under the 2025 After-sales Services Framework Agreement is segregated into the 2025 Liang Wengen After-sales Services Framework Agreement entered with Mr. Liang and the 2025 Sany Heavy After-sales Services Framework Agreement entered with Sany Heavy.

The major terms of the 2025 Liang Wengen After-sales Services Framework Agreement and the 2025 Sany Heavy After-sales Services Framework Agreement are set out as follows:

	The 2025 Liang Wengen After-sales Services Framework Agreement	**The 2025 Sany Heavy After-sales Services Framework Agreement**
Date:	20 October 2025	
Parties:	(1) The Company; and (2) Mr. Liang	(1) The Company; and (2) Sany Heavy
Subject Matter:	Pursuant to the relevant framework agreement, the Group agreed to purchase and procure from Mr. Liang's Group Companies or the Sany Heavy Group (as the case may be) certain services such as product maintenance and repair services, technical support, training courses, product service fees, claims services, and machine processing services.	
Term:	The relevant framework agreement shall come into effect on 20 October 2025 and expire on 31 December 2027 (both days inclusive), subject to, inter alia, the obtaining of all necessary approvals by the Company.	
Pricing:	The pricing and other terms of the individual agreements to be entered shall be determined with reference to the prevailing market prices of similar services in the PRC. The measures set out under the section headed "INTERNAL CONTROL MEASURES" of this announcement would be adopted to ensure that the terms offered to the Group are on normal commercial terms and on terms no less favorable to the Group than terms offered by Independent Third Parties.	
Payment:	Invoices shall be issued on a regular basis by Mr. Liang's Group Companies or the Sany Heavy Group (as the case may be) to the Group for the payment of the services, which will be settled by telegraphic transfer or cheque within a month upon receipt of the invoice by the Company.	
Historical transaction amounts:	Year ended 31 December 2023: RMB Nil	Year ended 31 December 2023: RMB Nil
	Year ended 31 December 2024: RMB Nil	Year ended 31 December 2024: RMB Nil
	Nine months ended 30 September 2025: RMB1,672,660	Nine months ended 30 September 2025: RMB25,762,567

	The 2025 Liang Wengen After-sales Services Framework Agreement	The 2025 Sany Heavy After-sales Services Framework Agreement
Proposed annual caps	For the year ending 31 December 2025 (RMB): 3,650,000 2026 (RMB): 6,894,000 2027 (RMB): 9,345,000	For the year ending 31 December 2025 (RMB): 47,896,200 2026 (RMB): 38,785,755 2027 (RMB): 40,929,899
Basis of determining the proposed annual cap:	The proposed annual caps were determined by reference to (i) the types of services to be procured under the relevant framework agreement and the prevailing market rates for similar services; and (ii) the Group's transaction volume for the nine months ended 30 September 2025, and the anticipated growth in after-sales service requirements for the years 2026 to 2027.	The proposed annual caps were determined by reference to (i) the types of services to be procured under the relevant framework agreements and the prevailing market rates for similar services; (ii) the Group's transaction volumes for the nine months ended 30 September 2025, and the anticipated growth in after-sales service requirements for the years 2026 to 2027; and (iii) the Group's plan to procure after-sales services from the Sany Heavy Group's branch offices located in Northeast China and the United States during 2026 to 2027, with an average annual procurement amounts of approximately RMB20 million (for branch offices located in Northeast China) and RMB30 million (for branch offices located in the United States) respectively, to assist the mining equipment and logistic equipment businesses in providing local after-sales service support to customers.

Annual caps:

	2025 (RMB)	2026 (RMB)	2027 (RMB)
The 2025 Liang Wengen After-sales Services Framework Agreement – Annual caps	3,650,000	6,894,000	9,345,000
The 2025 Sany Heavy After-sales Services Framework Agreement – Annual caps	47,896,200	38,785,755	40,929,899

REASONS AND BENEFITS

The reasons and benefits of the entering into each of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements are set out as follows:

The Liang Wengen Supporting Services Framework Agreement and the SANYI Supporting Services Framework Agreement

Administrative services

Through entering into the Liang Wengen Supporting Services Framework Agreement and the SANYI Supporting Services Framework Agreement, the Group's employees can benefit from the mobile travel service platform developed by Mr. Liang's Group Companies and the Sany Heavy Group and the accommodation and catering services provided by Mr. Liang's Group Companies and the Sany Heavy Group. The streamlined process of booking tickets for trains and flights as well as arranging accommodation for its employees for their business travels, and large-scale booking taking into account the needs of the Group would enable the Group to enjoy more discounts on the required services which will reduce administrative expenses of the Group. The entering into of the Liang Wengen Supporting Services Framework Agreement and the SANYI Supporting Services Framework Agreement would enable the Company to keep up with the anticipated increase of the relevant business activities and to continue these transactions in compliance with the Listing Rules.

Shared services

Due to their large enterprise scale, Mr. Liang's Group Companies and the Sany Heavy Group can extend the established and mature digital information system, business procurement system, human resources recruitment and training system to the Group, enabling the Group to obtain mature and systematic professional services at a lower unit price, a benefit that extends to the Group through entering into of the Liang Wengen Supporting Services Framework Agreement and the SANYI Supporting Services Framework Agreement.

The Group will have access to the shared services available on the centralized platform established by Mr. Liang's Group Companies and the Sany Heavy Group, and pay the costs based on the actual usage of the shared service. Such shared services provided by Mr. Liang's Group Companies and the Sany Heavy Group encompass a variety of offerings and are purchased by the Group with an aim to enhance operational efficiency and reduce costs, and include: (a) existing digitalization and IT systems solutions of Mr. Liang's Group Companies and the Sany Heavy Group, which consist of: (i) an office automation system, realizing digital office and remote video conferencing through information system, and consolidates essential business systems into a unified platform, thereby achieving a high level of business digital intelligence and strengthening the Group's operational capabilities; (ii) a business procurement system. Relying on the business procurement system of Mr. Liang's Group Companies and the Sany Heavy Group, the Group can obtain information on various materials and suppliers through the business procurement system, so as to reduce the unit procurement cost through comprehensive price comparison; (iii) a human resources service system. Relying on human resources system of Mr. Liang's Group Companies and the Sany Heavy Group, it enables the Group to obtain low-cost and high-quality services such as recruitment, training and employee relationship management through the human resources system, thereby reducing the comprehensive human resources costs; (iv) integrated information system services that provide an internal management platform at a cost lower than prevailing market prices; (b) business procurement services. Mr. Liang's Group Companies and the Sany Heavy Group can obtain materials such as steel, rubber products and battery cell which are also used in the Group's production at lower unit prices through bulk commodity procurement, and the Group can share such low-priced raw material procurement channels through payment of procurement service fees to Mr. Liang's Group Companies and the Sany Heavy Group, which will enable the Group to obtain more favorable procurement prices as compared to the prevailing market prices; and (c) human resources recruitment and training services, Mr. Liang's Group Companies and the Sany Heavy Group have established mature and well-developed recruitment channels and training resources. By paying human resources service fees to Mr. Liang's Group Companies and the Sany Heavy Group so to share the above low-priced recruitment channels and training resources, the Group can reduce initial expenditure on the establishment of recruitment channels and training resources, thereby generally reducing recruitment and training costs that are usually borne by the Group during the year and ensure that expenses remain lower than market prices.

Product value chain services

The Sany Heavy Group has been providing product value chain services to the Group. Through entering into of the SANYI Supporting Services Framework Agreement, the Group will be able to increase its work efficiency and reduce costs: (i) the R&D services can effectively develop products that meet the actual specific needs of global customers of the Group and assist the Group in developing new products; (ii) market research services can help the Group quickly investigate the specific needs of global customers, which is conducive to the Group's increased sales.

In light of the above and the internal control procedures in place in order to ensure that the transactions conducted under the Liang Wengen Supporting Services Framework Agreement and the SANYI Supporting Services Framework Agreement will be on terms no less favorable to the Group than terms offered by Independent Third Parties, details of which are disclosed under the section headed "INTERNAL CONTROL MEASURES" of this announcement, the Board considers that the terms of the Liang Wengen Supporting Services Framework Agreement and the SANYI Supporting Services Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

The Liang Wengen Sales Framework Agreement and the SANYI Sales Framework Agreement

Procurement

The Directors consider that it is crucial for the Group to maintain the stability in supply and quality of the parts and components, machinery and second-hand manufacturing equipment for its existing and future production needs. Mr. Liang's Group Companies and the Sany Heavy Group are familiar with the Group's specifications, standards and requirements and the Group is confident on the quality of the parts and components, machinery and second-hand manufacturing equipment supplied by Mr. Liang's Group Companies and the Sany Heavy Group. In view of the Group's past purchasing experience with Mr. Liang's Group Companies and the Sany Heavy Group, the Directors are of the view that Mr. Liang's Group Companies and the Sany Heavy Group can effectively fulfill the Group's high requirement in supply stability as well as product quality. In addition, Mr. Liang's Group Companies and the Sany Heavy Group have provided the Group with more favorable terms such as flexible and timely delivery schedule of the parts and components, machinery and second-hand manufacturing equipment purchased by the Group. At the same time, purchasing machinery which the Group is unable to produce from Mr. Liang's Group Companies and the Sany Heavy Group and selling such products to the Group's customers will help the Group to increase its revenue. The entering into of the Liang Wengen Sales Framework Agreement and the SANYI Sales Framework Agreement would enable the Group to keep up with its business plans and the anticipated increase in sales orders of the Group and to continue these transactions in compliance with the Listing Rules.

Transportation and logistic agency services

The Sany Heavy Group has extensive experience in logistic services for the major business of the Group. As it is familiar with the Group's requirements and could offer competitive prices to the Group, the Sany Heavy Group has been providing logistic services to the Group since 2011. Since the Sany Heavy Group has determined to change its business focus from the provision of logistic services to the provision of logistic agency services commencing from year 2023, the Group has gradually increased the scale of logistic agency services with Sany Logistics while reducing the scale of material services. This not only lowers the Group's annual connected transaction cap but also aligns with the business transformation direction of Sany Logistics.

Sales agency

The sales agency model is mainly adopted for overseas regions where the end-customers are in a less centralized location. The Group can take advantage of the strong overseas sales network of the Sany Heavy Group to procure the end-customers and then expand the relevant market gradually, which would be much more commercially efficient than the Group seeking and coordinating with the customers one by one directly. Therefore, it is reasonable for the Sany Heavy Group to charge certain agency fees. The entering into of the SANYI Sales Framework Agreement would enable the Group to keep up with the anticipated increase in sales in overseas market and to continue these transactions in compliance with the Listing Rules.

In view of the above and the internal control procedures in place in order to ensure that the transactions conducted under the Liang Wengen Sales Framework Agreement and the SANYI Sales Framework Agreement will be on terms no less favorable to the Group than terms offered by Independent Third Parties, details of which are disclosed under the section headed "**INTERNAL CONTROL PROCEDURES**" of this announcement, the Board considered that the terms of the Liang Wengen Sales Framework Agreement and the SANYI Sales Framework Agreement and the transactions contemplated under are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

The Liang Wengen Procurement Framework Agreement and the SANYI Procurement Framework Agreement

Products sales

By selling the Group's products to Mr. Liang's Group Companies and the Sany Heavy Group, which will then be sold to end-customers in a large scale by it, the Group can take advantage of the domestic and overseas sales network and sales experiences of Mr. Liang's Group Companies and the Sany Heavy Group to enhance the Group's sales. As competition in the international market becomes increasingly fierce, the Group has achieved product sales in Europe, the United States and other countries by leveraging the international sales platform of Mr. Liang's Group Companies and the Sany Heavy Group, which will help the Group sell products to its end customers without the Group having to incur additional costs.

Sales

Mr. Liang's Group Companies and the Sany Heavy Group are principally engaged in, among others, the manufacture and distribution of engineering machineries for construction purposes while the Group's raw material or spare parts and components inventories can be used in manufacturing of engineering machinery products. By selling the redundant stocks of the Group to Mr. Liang's Group Companies and the Sany Heavy Group, the Group can enhance its inventory flexibility. In addition, the Group will sell the relevant raw material to Mr. Liang's Group Companies and the Sany Heavy Group at prices which should be in any event no less favorable to the Group than is available to Independent Third Parties.

The Group currently expects that it will have certain amount of redundant second-hand manufacturing equipment because (i) part of the manufacturing lines will cease to be used as the production process of the Company is adjusted; and (ii) the relocation of part of the manufacturing lines of the Company has resulted in further excess second-hand manufacturing equipment whilst the redundant second-hand manufacturing equipment can be re-utilized by Mr. Liang's Group Companies and the Sany Heavy Group for their manufacturing. The Company will sell such second-hand manufacturing equipment in order to streamline its own manufacturing resources and the proceeds from the sales will be accounted to the working capital of the Group. In addition, the Group will sell the relevant second-hand manufacturing equipment to Mr. Liang's Group Companies and the Sany Heavy Group at prices which should be in any event no less favorable to the Group than are available to Independent Third Parties.

Energy sales

The sales of the lithium-ion energy is a new business of unit of the Group following the acquisition of Sany Lithium Energy and its subsidiaries. Through entering into the Liang Wengen Procurement Framework Agreement and the SANYI Procurement Framework Agreement, the lithium-ion energy business unit of the Group can enter into the lithium-ion energy market, conduct market-oriented testing and begin generating revenue for the Company.

The SANYI Guarantee Framework Agreement

The principal business of the Group is sale and manufacture of machineries and equipment including but not limited to mining machineries, logistic equipment and other machineries. In line with usual market practice, the Group has been providing financial guarantees to banks or independent finance leasing companies in respect of the products sold to end-user customers since 2005.

The Sany Heavy Group has extensive industry experience in the finance leasing business. They have maintained a long-term business relationship with the Group and have in-depth understanding of the Group's operations. The entering into of the SANYI Guarantee Framework Agreement would enable the Group to facilitate its sales to Independent Third Party customers, and monitor the repayment progress of these customers together with the Sany Heavy Group and take appropriate actions more efficiently and effectively in order to minimize the default risks associated with the leasing of the parts and equipment.

The entering into of the SANYI Guarantee Framework Agreement was mainly due to the demand brought by business growth, and energy storage business and power battery sales business of Sany Lithium Energy which also generated demand for financial leasing business.

Having considered that: (i) the Group would be able to generate sales under the SANYI Guarantee Framework Agreement; (ii) the terms under the SANYI Guarantee Framework Agreement are no less favourable to the Group than the terms offered by banks or other finance leasing companies; (iii) it is a usual market practice for equipment manufacturers to provide similar financial guarantee in favour of end-user customers in connection with the sale of equipment; and (iv) the Company has the internal control procedures in place to ensure the transactions conducted under the SANYI Guarantee Framework Agreement will be on terms not more favourable to the Sany Heavy Group than those offered to Independent Third Parties, the details of which are disclosed under the section headed "INTERNAL CONTROL MEASURES" of this announcement, the Board considers that the terms of the SANYI Guarantee Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

The 2025 Liang Wengen Master Lease Agreement and the 2025 Sany Heavy Master Lease Agreement

The Group has multiple sales networking locations in China. Leasing Sale Outlets Networking Property allows Sany Heavy Equipment to leverage sufficient locations and well-equipped office facilities to build local accessories warehouses and maintain the daily business operations of branches.

The business operations of Sany Intelligent Mining demands Beijing Property for industrial propose. Leasing Beijing Property allows Sany Intelligent Mining to leverage talent advantages in Beijing so as to attract high-end technical talents in automation and intelligence and to enhance R&D capabilities of the Company and product competitiveness.

The leasing of the Hunan Property and India Property allows Sany Energy Equipment, Sany Silicon Energy, Sany Hydrogen Energy, Sany Lithium Energy and Sany Marine Industry to quickly produce products and carry out work for their business, thereby saving the Group's time in building factories, dormitories and office buildings and reducing the Group's initial investment, which is conducive to the Group's rapid development of new businesses.

In light of the above and the internal control procedures in place in order to ensure that the transactions conducted under the 2025 Liang Wengen Master Lease Agreement and the 2025 Sany Heavy Master Lease Agreement will be on terms no less favorable to the Group than terms offered by Independent Third Parties, details of which are disclosed under the section headed "INTERNAL CONTROL MEASURES" of this announcement, the Board considers that the terms of the 2025 Liang Wengen Master Lease Agreement and the 2025 Sany Heavy Master Lease Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

The 2025 Liang Wengen Master Water and Electricity Purchase Agreement and the 2025 Sany Heavy Master Water and Electricity Purchase Agreement

Mr. Liang's Group Companies and the Sany Heavy Group have been supplying water and electricity to the Group. As the Group is expanding its new energy businesses and anticipates that the consumption of water and electricity from Mr. Liang's Group Companies and the Sany Heavy Group will increase substantially, by entering into the 2025 Liang Wengen Master Water and Electricity Purchase Agreement and the 2025 Sany Heavy Master Water and Electricity Purchase Agreement, the Group could have quick access to water and electricity resources for its production at the prescribed government price and would be able to purchase water and electricity resources in compliance with the requirements of Chapter 14A of the Listing Rules. The business nature of Sany Hydrogen Energy of hydrogen production consumes a lot of electricity and water by electrolyzing water to produce hydrogen, Sany Silicon Energy has produced more products, thereby requiring more water and electricity, and the acquired business of Sany Lithium Energy in 2024 also increased overall electricity demand.

In light of the above and the internal control procedures in place in order to ensure that the transactions conducted under the 2025 Liang Wengen Master Water and Electricity Purchase Agreement and the 2025 Sany Heavy Master Water and Electricity Purchase Agreement will be on terms no less favorable to the Group than terms offered by Independent Third Parties, details of which are disclosed under the section headed "INTERNAL CONTROL MEASURES" of this announcement, the Board considers that the terms of the 2025 Liang Wengen Master Water and Electricity Purchase Agreement and the 2025 Sany Heavy Master Water and Electricity Purchase Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

The 2025 Liang Wengen Master Short Term Lease Agreement and the 2025 Sany Heavy Master Short Term Lease Agreement

By entering into of the 2025 Liang Wengen Master Short Term Lease Agreement and the 2025 Sany Heavy Master Short Term Lease Agreement, the Group has enhanced flexibility in leasing properties based on its evolving business needs and new developments. A short-term lease enables Sany Energy Equipment, Sany Silicon Energy, Sany Hydrogen Energy, Sany Lithium Energy, Sany Technology Equipment to quickly expand sales outlets, produce products and carry out work for their business, thereby saving the Group's time in building factories, dormitories and office buildings and reducing the Group's initial investment, which is conducive to the Group's rapid development of new businesses. Such short-term leases are ideal for the Group's new businesses, where the sustainability of the new businesses is uncertain. This approach allows the Group to control costs while assessing the viability of new initiatives. Should a business prove stable and sustainable, the Group can transition the lease of the relevant properties into a long-term lease.

In light of the above and the internal control procedures in place in order to ensure that the transactions conducted under the 2025 Liang Wengen Master Short Term Lease Agreement and the 2025 Sany Heavy Master Short Term Lease Agreement will be on terms no less favorable to the Group than terms offered by Independent Third Parties, details of which are disclosed under the section headed "INTERNAL CONTROL MEASURES" of this announcement, the Board considers that the terms of the 2025 Liang Wengen Master Short Term Lease Agreement and the 2025 Sany Heavy Master Short Term Lease Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

The 2025 Liang Wengen After-sales Services Framework Agreement and the 2025 Sany Heavy After-sales Services Framework Agreement

Mr. Liang's Group Companies and the Sany Heavy Group currently have a huge domestic and overseas after-sales service platform. It is beneficial for the Group to provide after-sales services for products in China, Europe and the United States by utilizing the domestic and international after-sales team of Mr. Liang's Group Companies and the Sany Heavy Group, which will help the Group to provide services to its end customers and increase sales without the Group having to bear additional costs.

Mr. Liang's Group Companies and the Sany Heavy Group have been providing after-sales services for products to the Group since 1 January 2025, and the transaction amount for the nine months ended 30 September 2025 was RMB1,672,660 and RMB25,762,567, respectively. As at the date of this announcement, such transaction amounts in aggregate remain below the de minimis thresholds and were fully exempt from all reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. By entering into the 2025 Liang Wengen After-sales Services Framework Agreement and the 2025 Sany Heavy After-sales Services Framework Agreement, the Group can improve the quality and efficiency of overseas after-sales service for its products.

In light of the above and the internal control procedures in place in order to ensure that the transactions conducted under the 2025 Liang Wengen After-sales Services Framework Agreement and the 2025 Sany Heavy After-sales Services Framework Agreement will be on terms no less favorable to the Group than to Independent Third Parties, details of which are disclosed under the section headed "INTERNAL CONTROL MEASURES" of this announcement, the Board considers that the terms of the 2025 Liang Wengen After-sales Services Framework Agreement and the 2025 Sany Heavy After-sales Services Framework Agreement and the transactions contemplated thereunder are fair and reasonable, entered into on normal commercial terms or better, in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Liang, who is a controlling shareholder of the Company and is entitled to exercise or control the exercise of approximately 64.99% voting rights in the ordinary share capital of the Company and indirectly holds 479,781,034 Convertible Preference Shares which represent approximately 12.93% issued share capital of the Company (as enlarged) upon full conversion.

As at the date of this announcement, Sany Group, Mr. Liang, Mr. Tang Xiuguo, Mr. Xiang Wenbo, Mr. Mao Zhongwu, Mr. Yuan Jinhua, Mr. Yi Xiaogang, Mr. Zhou Fugui and Beijing Sany Machinery are, among others, members of the controlling shareholder group of Sany Heavy holding approximately 33.73% of the issued share capital of Sany Heavy.

Accordingly, each of Mr. Liang and Sany Heavy is a connected person of the Company and the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements, and the transactions contemplated thereunder are connected transactions for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the highest annual cap under the 2025 Non-Exempted Transactions are more than 5%, the 2025 Non-Exempted Transactions and the transactions contemplated thereunder (including the proposed annual cap) are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As one of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the highest annual cap under the 2025 Partially-Exempted Transactions, exceed 0.1% but all of them are less than 5%, the 2025 Partially-Exempted Transactions and the transactions contemplated thereunder (including the proposed annual caps) are only subject to the reporting and announcement requirements, and are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTERNAL CONTROL MEASURES

To ensure that the terms of the continuing connected transactions of the Group are on normal commercial terms and on terms no less favorable to the Group than terms offered by Independent Third Parties, the Group has adopted various internal control measures for the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements as follows:

1. Master Supporting Services

The relevant department shall determine the price or service fee based on the respective pricing principle under the relevant framework agreement, and with reference to similar transactions conducted between the Group and Independent Third Parties to ensure that the terms offered to/by (as the case may be) Mr. Liang's Group Companies and/or the Sany Heavy Group (as the case may be) shall not be more/less (as the case may be) favourable to the Group than terms offered to/by (as the case may be) Independent Third Parties or, if such transactions are not available, comparable transactions for similar services provided by other suppliers who are Independent Third Parties.

The terms are subject to further review and approval by the head of sales and marketing department prior to the signing and execution of the relevant agreement(s).

2. Master Procurement

For transportation, logistic agency services and sales agency

Same as the internal control measures described in the sub-paragraph headed "Master Supporting Services" above.

For purchase

The basis of determining the prices of the products to be purchased by the Group under the SANYI Sales Framework Agreement and the Liang Wengen Sales Framework Agreement will be in accordance with the prevailing market prices of similar products and based on the following principles:

(i) with reference to comparable transactions conducted between the Group and Independent Third Parties (if any) or if such transactions are not available, comparable transactions conducted by other suppliers who are Independent Third Parties, taking into account the price, quality and other terms (such as payment terms, credit terms and after-sales services); and

(ii) where the prevailing market price above is unavailable, such as for products tailor-made for the Group manufactured by Mr. Liang's Group Companies and/or the Sany Heavy Group due to confidentiality of certain technical information, which the Group cannot seek other market prices for reference, the basis of determining prices of the parts and components and machinery produced by Mr. Liang's Group Companies and/or the Sany Heavy Group will be determined on arm's length negotiation and with reference to the manufacturing costs involved in the relevant part and component and machinery, with reference to the usual gross margin of the Group's procurement of other similar products from Independent Third Parties, which should be in any event no less favourable to the Group than terms offered by Independent Third Parties.

Different review process will be applied to determine the supplier and the procurement price based on whether the comparable products with prevailing market price are available.

Products purchased under the SANYI Sales Framework Agreement and the Liang Wengen Sales Framework Agreement must be on normal commercial terms and on terms no less favourable to the Group than those offered by Independent Third Parties.

3. **Master Sales**

For product sales and sales

Same as the internal control measures described in the sub-paragraph headed "Master Supporting Services" above.

In addition, based on the products' level of standardization and the technologies used, different review process will be applied to determine the sales prices of the products: For standard products such as roadheader, wide-bodied vehicle and mining vehicle, the sales and marketing department (營銷部) shall determine the sales price for further review and approval by the director of sales and marketing department (營銷部) and general manager of the Group.

For non-standard products such as hydraulic support and scraper, the technical personnel and the finance department (財務部) shall check the products' costs first before the sales and marketing department (營銷部) determines the sales prices for further review and approval by the director of sales and marketing department (營銷部) and general manager of the Group.

For energy sales

In order to ensure that the terms relating to energy sales under each of the SANYI Procurement Framework Agreement and the Liang Wengen Procurement Framework Agreement are fair and reasonable, and that the rental fees of the rooftop payable by the Group and the photovoltaic energy, hydrogen energy and lithium-ion energy unit prices offered to the Sany Heavy Group and Mr. Liang's Group Companies are in line with the terms commonly offered in the prevailing market and not less favourable to the Group than those prices offered to or by other Independent Third Parties, the relevant personnel of the Group will conduct regular checks to review and assess whether the transaction contemplated under the SANYI Procurement Framework Agreement and the Liang Wengen Procurement Framework Agreement is conducted in accordance with the terms relating to energy sales thereunder and will also regularly update and make reference to the (i) rental fees payable by other photovoltaic energy suppliers of similar scale; (ii) relevant government prescribed price of photovoltaic energy, hydrogen energy and lithium-ion energy; (iii) discount rates offered by other power suppliers to their customers; and (iv) discount rates offered by the Group to other Independent Third Party customers (if available). The Company will obtain comparable transactions for references under (i), (iii) and (iv) if available.

4. Master Guarantee

In order to ensure that the terms under each individual Sale and Purchase Agreement, the Financial Lease and Guarantee Agreement and Fixed Asset Financing Agreement are on normal commercial terms and are not less favourable to the Group than those offered by Independent Third Parties, the Group will adopt the following measures:

(i) Sale and Purchase Agreement

In relation to the sale of the parts and equipment under the Sale and Purchase Agreement, the technical personnel and the finance department shall gather information regarding the product cost and pass on such information to the sales and marketing department which shall then determine the selling price based on the pricing principle set out the paragraph headed "THE 2025 LIANG WENGEN AGREEMENTS AND THE 2025 SANY HEAVY AGREEMENTS — 4. Master Guarantee" of this announcement, and with reference to similar transactions conducted between the Group and Independent Third Party customers to ensure that the terms offered to the Sany Heavy Group shall not be more favourable to the Sany Heavy Group than terms offered to Independent Third Party customers.

The terms are subject to further review and approval by the head of sales and marketing department prior to the signing and execution of the relevant agreement(s).

(ii) Financial Lease and Guarantee Agreement and Fixed Asset Financing Agreement

In relation to the Financial Lease and Guarantee Agreement and the Fixed Asset Financing Agreement, the credit control department will obtain quotations from Independent Third Party banks or finance leasing companies and compare the terms with those offered under the Financial Lease and Guarantee Agreement and/or the Fixed Asset Financing Agreement (including but not limited to the duration of the lease, interest rates, repurchase conditions and price etc.) to ensure that the terms offered under the Financial Lease and Guarantee Agreement and/or the Fixed Asset Financing Agreement are not less favourable to the Group than terms offered by Independent Third Party banks or finance leasing companies. The Group will only enter into an agreement with the Sany Heavy Group if terms offered by them are not less favourable to the Group than terms offered by other Independent Third Party banks or finance leasing companies.

In order to better safeguard the interests of the Shareholders under the SANYI Guarantee Framework Agreement, the Group has a credit control department. Before signing and execution of any Sale and Purchase Agreement, Financial Lease and Guarantee Agreement and Fixed Asset Financing Agreement, the credit control department shall be satisfied with the results from the credit assessment of the Lessees and the head of marketing department and chief financial officer shall review and approve the terms under the Sale and Purchase Agreement, Financial Lease and Guarantee Agreement and Fixed Asset Financing Agreement.

The credit control department shall perform due diligence and a credit assessment on Lessees under the relevant Sale and Purchase Agreement, Financial Lease and Guarantee Agreement and Fixed Asset Financing Agreement in accordance with the Group's internal credit investigation and guarantee policy, among others, on the financial status, credit history, repayment capabilities, business operation and future prospect of the Lessees so as to control default risk by ensuring that the Lessees have good credit standings. To further protect the Group's interest, the Group would also require each Lessee to provide a guarantor who has sufficient assets to guarantee its performance obligation under the Financial Lease and Guarantee Agreement and Fixed Asset Financing Agreement.

5. Master Lease

Same as the internal control measures described in the sub-paragraph headed "Master Supporting Services" above.

6. Master Water and Electricity Purchase

After collecting the relevant information, the finance department of the Group would check the relevant electricity meter and water meter and ensure the actual charges payable by the Group for the purchase of water and electricity resources from Mr. Liang's Group Companies and the Sany Heavy Group, respectively, are calculated by multiplying the volume of water and electricity in demand and the unit purchase price as promulgated by the relevant local regulatory authorities.

7. Master Short Term Lease

Same as the internal control measures described in the sub-paragraph headed "Master Supporting Services" above.

8. Master After-sales Services

Same as the internal control measures described in the sub-paragraph headed "Master Supporting Services" above.

General Internal Control Procedures

As an ongoing monitoring policy, the Group has the following general internal control procedures to ensure all the continuing connected transactions are conducted in accordance with the requirements under Chapter 14A of the Listing Rules:

(i) the Group's financial department has a designated employee to monitor related transactions conducted under each of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements. No further transaction will be conducted in excess of the annual cap, and transactions will only resume after the Group has complied with all relevant requirements under Chapter 14A of the Listing Rules in relation to the revised annual cap;

(ii) the internal audit department of the Group will conduct regular checks to review and assess whether the transactions under each of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements have been conducted in accordance with the terms of the relevant agreements and on normal commercial terms;

(iii) the independent non-executive Directors will conduct an annual review of the transactions under each of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements to ensure that the Group has complied with its internal approval procedures, terms of the respective agreement and the relevant Listing Rules; and

(iv) the Company will engage external auditors to conduct annual review of transactions under the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements.

The abovementioned internal control procedures and pricing policies are substantially the same with those disclosed in the Announcements. For the avoidance of doubt, the Restructuring of CCTs does not have any impact on the existing internal control procedures and pricing policies currently adopted by the Company.

The Board considers that the internal control procedures and pricing policies adopted for the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements are effective to ensure that the transactions contemplated under the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements will be conducted on normal commercial terms and not prejudicial to the interest of the Company and the Shareholders as a whole.

EGM

The Company will convene and hold the EGM to approve the 2025 Non-Exempted Transactions and the proposed annual caps for the continuing connected transactions contemplated thereunder.

Vinco Financial Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the 2025 Non-Exempted Transactions.

CIRCULAR

A circular containing, among other things, further information on (i) the 2025 Non-Exempted Transactions; (ii) the notice of the EGM; (iii) the letter from Vinco Financial Limited to both the Independent Board Committee and the Independent Shareholders regarding the 2025 Non-Exempted Transactions and the transactions contemplated thereunder; and (iv) the recommendation of the Independent Board Committee to the Independent Shareholders in connection thereto, will be made available on the websites of the Stock Exchange and the Company and despatched to the Shareholders (if necessary) as soon as possible. It is currently expected that the circular will be made available to the Shareholders on or before 30 November 2025.

GENERAL

Mr. Liang Zaizhong, being the son of Mr. Liang, has abstained from voting on the Board resolutions approving each of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements due to conflict of interests.

As Mr. Tang Xiuguo and Mr. Xiang Wenbo, each a non-executive Director, also have interests in Sany Group and Sany Heavy, they have also abstained from voting on the relevant Board resolutions approving each of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements.

Save as disclosed above, none of the Directors has a material interest in the transactions contemplated under the 2025 Liang Wengen Agreements and/or the 2025 Sany Heavy Agreements and is therefore required to abstain from attending the Board meeting and/or voting on the Board resolutions approving the entering into of the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements, and the transactions contemplated thereunder.

INFORMATION ON THE PARTIES

The Company and the Group

The Company is an investment holding company and its subsidiaries are principally engaged in the design, manufacture and sales of mining equipment, logistic equipment, oil and gas equipment and emerging industry equipment products and spare parts and the provision of related services.

Mr. Liang and Sany Group

Sany Group is principally engaged in high-tech industries, manufacture of automobile, cultural and educational industries, real estate industries, research and development of new materials and biotechnology and other related businesses. As at the date of this announcement, Sany Group is held as to 56.74% by Mr. Liang, 8.75% by Mr. Tang Xiuguo (a non-executive Director), 8% by Mr. Xiang Wenbo (a non-executive Director), 8% by Mr. Mao Zhongwu, 0.5% by Mr. Liang Linhe (nephew of Mr. Liang), and 10 shareholders who are Independent Third Parties each of them holding less than 5.00% of equity interest of Sany Group.

The Sany Heavy Group

Sany Heavy is a joint stock company established in the PRC with limited liability, the A shares of which have been listed on the Shanghai Stock Exchange (stock code: 600031) and the H shares of which have been listed on the Stock Exchange (stock code: 06031). The Sany Heavy Group is principally engaged in the construction machinery business. As at the date of this announcement, Sany Group, Mr. Liang Wengen, Mr. Tang Xiuguo, Mr. Xiang Wenbo, Mr. Mao Zhongwu, Mr. Yuan Jinhua, Mr. Yi Xiaogang, Mr. Zhou Fugui and Beijing Sany Heavy Machinery Co., Ltd. are members of the controlling shareholder group of Sany Heavy holding approximately 33.73% of the issued share capital of Sany Heavy.

DEFINITIONS

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

"2025 Liang Wengen After-sales Services Framework Agreement"	the agreement entered into between the Company and Mr. Liang dated 20 October 2025 in respect of the provision of after-sales services
"2025 Liang Wengen Master Lease Agreement"	the agreement entered into between the Company and Mr. Liang dated 20 October 2025 in respect of the lease of certain properties

"2025 Liang Wengen Master Short Term Lease Agreement"	the agreement entered into between the Company and Mr. Liang dated 20 October 2025 in respect of the short term lease of certain properties
"2025 Liang Wengen Master Water and Electricity Purchase Agreement"	the agreement entered into between the Company and Mr. Liang dated 20 October 2025 in respect of the purchase of water and electricity
"2025 Non-Exempted Transactions"	collectively, (i) the Liang Wengen Sales Framework Agreement; (ii) the SANYI Sales Framework Agreement; (iii) the Liang Wengen Procurement Framework Agreement; (iv) the SANYI Procurement Framework Agreement; and (v) the SANYI Guarantee Framework Agreement
"2025 Partially-Exempted Transactions"	the continuing connected transactions under the 2025 Liang Wengen Agreements and the 2025 Sany Heavy Agreements other than the 2025 Non-Exempted Transactions
"2025 Sany Heavy After-sales Services Framework Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of the provision of after-sales services
"2025 Sany Heavy Master Lease Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of the lease of certain properties
"2025 Sany Heavy Master Short Term Lease Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of the short term lease of certain properties
"2025 Sany Heavy Master Water and Electricity Purchase Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of the purchase of water and electricity
"EGM"	the extraordinary general meeting of the Company to be convened to, among others, consider and if thought fit, approve the 2025 Non-Exempted Transactions and the proposed annual caps for the continuing connected transactions contemplated thereunder

"Existing Agreements"	collectively, (a) the 2023 Agreements; (b) 2023 Master Transportation Agreement; (c) the 2023 Energy Sales Agreement; (d) the 2023 Supplemental Agreements; (e) the 2024 New Master Agreements; (f) the 2024 Supplemental Agreements; (g) the 2025 After-sales Services Framework Agreement; and (h) the 2025 Supplemental Agreements as defined in the Announcements and the Circulars
"Liang Wengen Sales Framework Agreement"	the agreement entered into between the Company and Mr. Liang dated 20 October 2025 in respect of the procurement
"Liang Wengen Procurement Framework Agreement"	the agreement entered into between the Company and Mr. Liang dated 20 October 2025 in respect of the sales
"Liang Wengen Supporting Services Framework Agreement"	the agreement entered into between the Company and Mr. Liang dated 20 October 2025 in respect of the provision of supporting services
"Mr. Liang's Group Companies"	Mr. Liang and its associates but excluding the Group and the Sany Heavy Group
"SANYI Guarantee Framework Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of equipment sales and leasing
"SANYI Sales Framework Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of the procurement
"SANYI Procurement Framework Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of the sales

"SANYI Supporting Services Framework Agreement"	the agreement entered into between the Company and Sany Heavy dated 20 October 2025 in respect of the provision of supporting services

By the order of the Board
Sany Heavy Equipment International Holdings Company Limited
Liang Zaizhong
Chairman

Hong Kong, 24 October 2025

As at the date of this announcement, 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. Poon Chiu Kwok, Mr. Hu Jiquan, Mr. Yang Shuyong and Ms. Zhou Lan.

* *For identification purpose only*