



**SANY HEAVY EQUIPMENT INTERNATIONAL
HOLDINGS COMPANY LIMITED**

(the “Company”)

三一重裝國際控股有限公司

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(「本公司」)

**Terms of Reference on Corporate Governance Duties
of the Board of Directors (the “Board”) of the Company**

本公司董事會(「董事會」)

有關企業管治職責的職權範圍

1. Duties 職責

1.1 The Board is responsible for the following corporate governance duties:
董事會負責以下的企業管治職責：

- (a) to develop and review the Company’s policies and practices on corporate A14D3.1(a)
governance and make recommendations to the Board;
制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (b) to review and monitor the training and continuous professional development of A14D3.1(b)
the Company’s directors and senior management;
檢討及監察本公司的董事及高級管理人員的培訓及持續專業發展；
- (c) to review and monitor the Company’s policies and practices on compliance with A14D3.1(c)
legal and regulatory requirements;
檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) to develop, review and monitor the code of conduct and compliance manual (if A14D3.1(d)
any) applicable to the Company’s employees and directors; and
制定、檢討及監察本公司的僱員及董事的操守準則及合規手冊(如有)；及
- (e) to review the Company’s compliance with the Corporate Governance Code A14D3.1(e)
set out in Appendix 14 to the Rules Governing the Listing of Securities on
The Stock Exchange of Hong Kong Limited and disclosure in the Corporate
Governance Report.
檢討本公司遵守香港聯合交易所有限公司證券上市規則附錄十四所載的企
業管治守則的情況及在企業管治報告內的披露。

1.2 The Board shall be provided with sufficient resources to perform all of its duties. Where necessary, the Board should seek independent professional advice, at the Company's expense, to perform its responsibilities. ^{A14A5.4}

董事會應獲給予充足資源以履行其職責。董事會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

2. Continuing application of the articles of association of the Company 本公司公司章程的持續適用

The articles of association of the Company regulating the meetings and proceedings of the directors of the Company shall continue to apply.

本公司公司章程規範董事會會議及程序的規定應持續適用。

3. Effectiveness 有效力

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules), amend, supplement and revoke these terms of reference.

董事會在遵守本公司公司章程及上市規則(包括上市規則附錄十四(《企業管治守則》及《企業管治報告》))的前提下，可以修訂、補充及廢除本職權範圍。

4. Language 語言

If there is any inconsistency between the English and Chinese versions of these terms of reference, the Chinese version shall prevail.

本職權範圍的中、英文版如有歧異，應以中文版為準。

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