



**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)

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON
THURSDAY, 25 FEBRUARY 2016**

I/We^(Note 1) _____ of _____
_____ being the registered holder(s) of _____ share(s)^(Note 2)
of HK\$0.10 each (the “Share”) in the issued share capital of SANY HEAVY EQUIPMENT INTERNATIONAL HOLDINGS COMPANY LIMITED (the “Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company (the “Meeting”), or failing him/her^(Note 3) _____ of _____

_____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Conference Room 103, Research and Development Building, Sany Heavy Equipment Co., Ltd., No. 25, 16 Kaifa Road, Shenyang Economic of Technological Development Zone, Shenyang, Liaoning Province, PRC on Thursday, 25 February 2016 at 10:00 a.m. (or at any adjournment thereof), in respect of the specified resolution set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	(a) To approve the Supplemental Master Purchase Agreement (2016) (as defined in the circular of the Company dated 3 February 2016) (a copy of which is produced to the Meeting), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof.		
	(b) To approve the cap for the fixed term commencing from 7 January 2016 to 31 December 2016 for the transactions under the Supplemental Master Purchase Agreement (2016).		
2.	(a) To approve the Supplemental Products Sales Agreement (2016) (as defined in the circular of the Company dated 3 February 2016) (a copy of which is produced to the Meeting), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof.		
	(b) To approve the cap for the fixed term commencing from 7 January 2016 to 31 December 2016 for the transactions under the Supplemental Products Sales Agreement (2016).		

Date: _____

Signature: ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the issued share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete “the Chairman of the meeting” and insert the name and address of the desired proxy in the space provided. **(ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.)**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR” IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.