



**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 2009 ANNUAL GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> 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 annual general meeting of the Company (the "Meeting"), or failing him/her <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, Hong Kong, on 25 June 2010 at 10 a.m. (or at any adjournment thereof), in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and auditors of the Company and its subsidiaries for the year ended 31 December 2009.		
2.	To declare a final dividend for the year ended 31 December 2009.		
3.	(a) To re-elect Mr. Mao Zhongwu as an executive Director.		
	(b) To re-elect Mr. Liang Jianyi as an executive Director.		
	(c) To re-elect Mr. Xiang Wenbo as a non-executive Director.		
	(d) To re-elect Mr. Huang Jianlong as a non-executive Director.		
	(e) To re-elect Mr. Wu Jialiang as a non-executive Director.		
	(f) To re-elect Mr. Xu Yaxiong as an independent non-executive Director.		
	(g) To re-elect Mr. Ngai Wai Fung as an independent non-executive Director.		
	(h) To re-elect Mr. Ng Yuk Keung as an independent non-executive Director.		
4.	To authorise the board of Directors to fix the remuneration of the directors.		
5.	To re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
7.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
8.	To extend the general mandate granted under resolution no. 6 by adding the shares purchased pursuant to the general mandate granted by resolution no. 7.		

Date: \_\_\_\_\_

Signature: <sup>(note 5)</sup> \_\_\_\_\_

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 Shop 1712-1716, 17th 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.