

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNOUNCEMENT

**(1) POLL RESULTS FOR THE ANNUAL GENERAL MEETING HELD ON 13 MAY 2011
(2) NUMBER OF BONUS SHARES TO BE ISSUED AND DEALINGS IN BONUS SHARES**

Reference is made to the circular of Sany Heavy Equipment International Holdings Company Limited (the “**Company**”) dated 8 April 2011 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

RESULTS OF THE AGM

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 13 May 2011, all the proposed resolutions as set out in the notice of the AGM dated 8 April 2011 were duly passed by the Shareholders by way of poll. The poll results in respect of all the resolutions proposed at the AGM are as follows:

| Resolutions | | Number of Votes (%) | |
|--|---|----------------------------|----------------|
| | | For | Against |
| 1. | To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ Directors ”) and the auditors of the Company and its subsidiaries for the year ended 31 December 2010. | 1,353,070,253 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |

| Resolutions | | Number of Votes (%) | |
|--|--|-------------------------------|---------------------------|
| | | For | Against |
| 2. | To declare a final dividend of HK7.6 cents (before taxation) per share for the year ended 31 December 2010. | 1,353,070,253 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 3. | (a) To re-elect Mr. Zhou Wanchun as an executive Director. | 1,342,513,479 (99.219791%) | 10,556,774 (0.780209%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| | (b) To re-elect Mr. Xiang Wenbo as a non-executive Director. | 1,342,206,479 (99.219614%) | 10,556,774 (0.780386%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| | (c) To re-elect Mr. Ngai Wai Fung as an independent non-executive Director. | 1,341,055,653 (99.112049%) | 12,014,600 (0.887951%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 4. | To authorise the board of Directors to fix the remuneration of the Directors. | 1,353,070,253 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 5. | To re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration. | 1,353,070,253 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 6. | To approve the Increase in Authorised Share Capital. | 1,282,538,519 (94.787282%) | 70,531,734 (5.212718%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 7. | To approve the issue of Bonus Shares. | 1,353,070,253 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |

| Resolutions | | Number of Votes (%) | |
|--|---|-------------------------------|-----------------------------|
| | | For | Against |
| 8. | 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. | 1,175,410,565 (86.869884%) | 177,659,688 (13.130116%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 9. | 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. | 1,353,070,253 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 10. | To extend the general mandate granted under resolution no. 8 by adding the shares purchased pursuant to the general mandate granted by resolution no. 9. | 1,177,002,725 (86.987555%) | 176,067,528 (13.012445%) |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | |

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the Company had 2,075,000,000 Shares in issue. The total number of Shares held by the Shareholders entitled to attend and vote for or against all the ordinary resolutions was 2,075,000,000 Shares. There was no Shareholder who was entitled to attend the AGM but was only entitled to vote against the ordinary resolutions proposed at the AGM.

NUMBER OF BONUS SHARES TO BE ISSUED

As disclosed in the Circular, the Bonus Issue is proposed to be made on the basis of five (5) Bonus Shares for every ten (10) existing Shares held on the Record Date, i.e. 13 May 2011. As at today's close of business, there are in total 2,075,000,000 Shares in issue. Since the fractional entitlements to the Bonus Shares will not be allotted to the Shareholders but shall be aggregated for the benefits of the Company, the number of Bonus Shares to be issued under the Bonus Issue is 1,037,500,000. The dealings of Bonus Shares is expected to commence on Monday, 30 May 2011.

Based on the register of the Company as at today's close of business, there are no Shareholders with registered addresses which are outside Hong Kong. Therefore, all the Shareholders are entitled to participate in the Bonus Issue, and there are no Excepted Shareholders (to whom the Bonus Shares will not be granted).

By Order of the Board
Sany Heavy Equipment International Holdings Company Limited
Mao Zhongwu
Chairman

Hong Kong, 13 May 2011

As at the date of this announcement, the executive Directors are Mr. Mao Zhongwu and Mr. Liang Jianyi and Mr. Zhou Wanchun, the non-executive Directors are Mr. Xiang Wenbo, Mr. Huang Jianlong and Mr. Wu Jialiang, and the independent non-executive Directors are Mr. Xu Yaxiong, Mr. Ngai Wai Fung and Mr. Ng Yuk Keung.