



**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  
FRIDAY, 11 AUGUST 2023**

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 extraordinary 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 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 at 10:00 a.m. on Friday, 11 August 2023 (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.

<b>ORDINARY RESOLUTION</b>		<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
1.	(1) To approve and adopt the new share option scheme of the Company (the “ <b>2023 Share Option Scheme</b> ”), as defined and summarised in Appendix I to the circular of the Company dated 25 July 2023 (the “ <b>Circular</b> ”).  (2) To authorise the directors of the Company (the “ <b>Directors</b> ”) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme.		
2.	(1) To approve the proposed amendments (the “ <b>Amendments</b> ”) to the share award scheme adopted by the Company on 3 December 2019 as amended from time to time (the “ <b>2019 Share Award Scheme</b> ”), as defined and set out in Appendix II to the Circular, and approve and adopt the amended and restated 2019 Share Award Scheme in substitution for, and to the exclusion of, the existing 2019 Share Award Scheme with immediate effect after the close of this meeting.  (2) To authorise the Directors to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Amendments and the amended 2019 Share Award Scheme.		

ORDINARY RESOLUTION		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
3.	<p>(1) To approve and adopt the Scheme Mandate Limit (as defined in the Circular) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company (i.e. 10% of the Shares in issue as at the date of passing of this resolution) and authorise the Directors to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.</p> <p>(2) Conditional upon the 2023 Share Option Scheme and the Amendments being approved and adopted by way of the ordinary resolutions of the Company numbered 1 and 2 above and within the Scheme Mandate Limit, to approve the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted to the Service Providers (as defined in the Circular) under all the share schemes of the Company involving issue of new shares by the Company or its principal subsidiaries (collectively, the “share schemes”), being 1% of the Shares in issue as at the date of passing this resolution (the “Service Provider Sublimit”).</p> <p>(3) To authorise the board of Directors, subject to compliance with the Listing Rules, to grant share options and awards to the Service Providers under the share schemes up to the Service Provider Sublimit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and awards.</p>		

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 extraordinary general meeting of the Company” 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 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.