



SANY HEAVY INDUSTRY CO., LTD.

三一重工股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6031)

**FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE
2026 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON
WEDNESDAY, SEPTEMBER 23, 2026**

Number of H Shares in connection
with this proxy form¹

I/We² _____
of _____
being the registered holder(s) of³ _____ H shares of RMB1.00
each in the share capital of SANY Heavy Industry Co., Ltd. (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING
or⁴ _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at 2:30 p.m. on Wednesday, September
23, 2026 at No. 1 Conference Room, Administrative Center, SANY Industrial Park, Changsha County, Changsha City, Hunan Province, the
PRC (the "EGM") and any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice
convening the EGM and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

ORDINARY RESOLUTION		FOR ⁵	AGAINST ⁵	ABSTAIN ⁵
1.	To consider and approve the proposal regarding the proposed establishment of and application for issuance of asset-backed securities (ABS) and the related-party transaction.			

Date: _____ 2026

Signature(s)⁶: _____

Notes:

- Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this proxy form will be deemed to relate to all the H Shares of the Company registered in your name(s).
- Please insert your full name(s) and address(es) in BLOCK CAPITALS as registered in the register of members of the Company, which must be the same as the address stated in the register of members of the Company.
- Please insert the number of H Shares of the Company registered under your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAIN" (SUCH ABSTAINED VOTES WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY OF THE RESOLUTION).** Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be counted as "abstain". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise at his/her discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his/her discretion on any other resolution duly put to the EGM other than those referred to in the notice of the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under seal of the legal person or under the hand of a director thereof or an attorney duly authorized to sign the same. In case of joint holders of the Shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
- To be valid, this form of proxy, together with a notarially certified copy of the power of attorney or other authority if it is signed by a person on behalf of the appointor, must be delivered to the register of members of H Shares of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the purpose of holders of H Shares of the Company) not less than 24 hours before the time for holding the EGM or the time appointed for voting by poll (i.e. before 2:30 p.m. on Tuesday, September 22, 2026).
- Where there are joint holders of any H Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such H Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such H Shares shall alone be entitled to vote in respect thereof. A proxy need not be a Shareholder. In the event that a shareholder appoints more than one proxy to attend the EGM, such proxies may only exercise their voting rights in a poll.
- Please note that completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.