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**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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Sany Heavy Equipment International Holdings Company Limited (the Company) will be held at No. 1 Meeting Hall of Sany Heavy Equipment Co., Ltd. at No. 31, Yansaihu Street, Shenyang Economic and Technology Development Zone, Shenyang, Liaoning Province, the PRC on Tuesday, 20 December 2011 at 9:00 a.m. for the following purposes:

AS ORDINARY RESOLUTION

“THAT:

- (a) the Company’s entering into of the master purchase agreement (the “Master Purchase Agreement”) with Sany Group on 25 November 2011 be and is hereby approved and confirmed;
- (b) the estimated maximum values of the annual aggregate purchase by the Group from SG Group (as set out in the announcement of the Company dated 25 November 2011 and the circular of the Company dated 2 December 2011 of which this notice forms part) for each of the three years ending 31 December 2014 be and are hereby approved and confirmed; and
- (c) any Director of the Company be and is hereby authorised to do further acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the Master Purchase Agreement, with such changes as the Directors of the Company may consider necessary, desirable or expedient.”

By Order of the Board
Mr. MAO Zhongwu
Chairman

Hong Kong, 2 December 2011

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, 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 appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
- (4) The register of members of the Company will be closed from 19 December 2011 to 20 December 2011 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 16 December 2011.
- (5) The completion of a form of proxy will not preclude you from attending and voting at the EGM in person should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.
- (6) Shareholders of the Company whose names appear on the Register of Members on 19 December 2011 are entitled to attend and vote at the EGM or any adjourned meetings.

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