

## Asia Cement (China) Holdings Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

## Form of Proxy for the Extraordinary General Meeting (the "EGM") to be held on 24 May 2016 (or any adjournment thereof)

I/We	(Note 1)		
of			
being	the registered holder(s) of <sup>(Note 2)</sup> o	rdinary shares of HK\$0.10	each in the share capital
of As	ia Cement (China) Holdings Corporation (the "Company"), l	hereby appoint (Note 3) the	Chairman of the EGM,
or			
as my	/our proxy to attend and act for me/us and on my/our behalf	at the EGM to be held at R	oom 1 & 2, 10/F, United
concl EGM as ind	thereafter as the annual general meeting of the Company couded or adjourned) and at any adjournment thereof in respect of (the "Notice of the EGM") and at the EGM to vote for me/us a dicated hereunder, and if no such indication is given, as my/our parts on any matter properly put to the EGM in such manner as he	If the resolution set out in the set out in the set out in the set of the set	the notice convening the respect of the resolution
	ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
1.	To approve, confirm and ratify the 2016 Sale and Purch Agreement as supplemented and revised by the Addendum, all the transactions contemplated thereunder and the Revi Annual Cap. (Note 5)	and	
Date:	2016 Signature	e <sup>(Note 6)</sup>	
Notes:	Places insent the full name(s) and address(se) in PLOCK CARITALS. In	the of initint 1 he	14 (h 6 -11 i-in)

- Please insert the full name(s) and address(es) in BLOCK CAPITALS. In the case of joint registered holders, the names of all joint registered holders should be stated.
- 2. 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 shares of the Company registered in your name(s).
- 3. If any proxy other than the Chairman of the EGM is preferred, please strike out "the Chairman of the EGM or" and insert the name and address of the desired proxy in the space provided. A member entitled to attend and vote at the EGM may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the EGM in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- 4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK ("\sup") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST SUCH RESOLUTION, PLEASE TICK ("\sup") THE BOX MARKED "AGAINST". If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against such resolution or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the EGM other than those referred to in the Notice of the EGM.
- 5. The full text of the resolution appears in the Notice of the EGM incorporated in the circular of the Company dated 6 May 2016.
- 6. This form of proxy must be signed by you or your attorney duly authorised in writing, or in case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 7. If two or more persons are jointly entitled to a share and are present at the EGM, only the joint holder whose name stands first in the register of members of the Company in respect of the joint holding is entitled to vote at the EGM.
- 8. In order to be valid, this 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, must be lodged by post or by hand at Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (or any adjournment thereof).
- 9. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM if the member so desires and in such event, this form of proxy shall be deemed to be revoked.