

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)

being the registered holder(s) of ^(Note 2) _______ ordinary shares of HK\$0.10 each in the share capital of Asia Cement (China) Holdings Corporation (the "Company"), hereby appoint ^(Note 3) the Chairman of the EGM, or ______

of _

as my/our proxy to attend and act for me/us and on my/our behalf at the EGM to be held at Room 1 & 2, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 24 May 2016 at 3:00 p.m. (or as soon thereafter as the annual general meeting of the Company convened for the same day and place shall have concluded or adjourned) and at any adjournment thereof in respect of the resolution set out in the notice convening the EGM (the "**Notice of the EGM**") and at the EGM to vote for me/us and in my/our name(s) in respect of the resolution as indicated hereunder, 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 EGM in such manner as he/she thinks fit.

ORDINARY RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
1.	To approve, confirm and ratify the 2016 Sale and Purchase Agreement as supplemented and revised by the Addendum, and all the transactions contemplated thereunder and the Revised Annual Cap. ^(Note 5)		

Date: _____

2016

Signature (Note 6)

Notes:

- 1. 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 ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST SUCH RESOLUTION, PLEASE TICK ("✓") 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.