



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 "Meeting") to be held on 6 August 2014 (or any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of Asia Cement (China) Holdings Corporation (the "Company"), HEREBY APPOINT^(Note 3) the Chairman of the Meeting, or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to be held at Room 3 & 4, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong and at any adjournment thereof in respect of the resolution set out in the notice convening the said meeting (the "Notice of the Meeting") and at the Meeting 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 Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve, confirm and ratify the Amendment Deed and to authorize any one director of the Company to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Amendment Deed and the transactions contemplated thereunder. ^(Note 5)		

Date: _____ 2014

Signature^(Note 6) _____

Notes:

- 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.
- 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 capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out "the Chairman of the Meeting or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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 the resolution or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice of the Meeting.
- The full text of the resolution appears in the notice of the Meeting incorporated in the circular of the Company dated 16 July 2014.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, 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 Meeting.
- 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 notarially 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 Meeting (or any adjournment thereof).
- Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, this form of proxy shall be deemed to have been revoked.