



# Asia Cement (China) Holdings Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 743)

## Form of Proxy for the Annual General Meeting to be held on 16 April 2014 (or any adjournment thereof)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders of<sup>(Note 2)</sup> \_\_\_\_\_ Shares of HK\$0.10 each in the capital of  
**Asia Cement (China) Holdings Corporation** (the "Company"), HEREBY APPOINT<sup>(Note 3)</sup> 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 annual general meeting of the Company to be held at Room 1 & 2, 10/F, United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong and at any adjournment thereof (the "Meeting") in respect of the resolutions 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 resolutions 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.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors (the "Director(s)") of the Company and the auditors (the "Auditors") for the year ended 31 December 2013.		
2.	To approve and declare a final dividend for the year ended 31 December 2013.		
3.	(i) To re-elect Mr. HSU, Shu-tong;		
	(ii) to re-elect Dr. WU, Chung-lih;		
	(iii) to re-elect Mr. TSIM, Tak-lung Dominic;		
	(iv) to re-elect Dr. WONG Ying-ho Kennedy;		
	(v) to re-elect Mr. HSU, Shu-ping;		
	(vi) to authorize the board of Directors (the "Board") to determine their remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors of the Company and to authorise the Board to fix their remuneration.		
5.	To pass Resolution 5 of the Notice of the AGM – to give a general mandate to the Directors to issue and dispose of shares not exceeding 20% of the existing issued share capital of the Company.		
6.	To pass Resolution 6 of the Notice of the AGM – to give a general mandate to the Directors to repurchase shares not exceeding 10% of the existing issued share capital of the Company.		
7.	To pass Resolution 7 of the Notice of the AGM – to add, conditional upon passing of Resolution 5 and 6 above, the nominal amount of repurchased shares to the general mandate given to the Directors to allot shares.		

Date: \_\_\_\_\_ 2014

Signature<sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- 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" here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN "X" IN THE APPROPRIATE BOX.** 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 Resolutions 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.
- 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 in respect of the joint holding is entitled to vote at the Meeting.
- 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (New Address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- 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, the instrument appointing a proxy shall be deemed to be revoked.
- Re-election of each Director under resolution 3 shall be voted upon by way of separate resolution.