



**CHINA TIANRUI GROUP CEMENT COMPANY LIMITED**  
**中國天瑞集團水泥有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1252)

**Proxy Form for use at the Extraordinary General Meeting (the “EGM”)  
to be held on 19 January 2017 (or any adjournment thereof)**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of HK\$0.01 each in  
the share capital of China Tianrui Group Cement Company Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE  
EGM<sup>(Note 3)</sup>** or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the EGM (and any adjournment thereof) of the Company to be held at 2:30 p.m. on 19 January  
2017 at Room 1, United Conference Centre Limited, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong for the purposes of  
considering and, if thought fit, passing the resolution as set out in the Notice of the EGM dated 30 December 2016 and at such meeting (and at  
any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as indicated below<sup>(Note 4)</sup>.

Ordinary Resolutions (see Note 10)		For	Against
1	(a) To approve, confirm and ratify the Acquisition Agreement and all transactions contemplated thereunder; (b) To approve the grant of the Specific Mandate to the Directors to exercise all the powers of the Company to allot and issue the Consideration Shares and authorise any one Director to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to any matter relating to or incidental to the Specific Mandate; and (c) To authorise any one Director of the Company or any two directors of the Company (if the affixation of the common seal is necessary) for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company on) any and all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated under the Acquisition Agreement as he/they may in his/their absolute discretion consider necessary, desirable or expedient to give effect to the Acquisition Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in his/their own opinion, in the interest of the Company and its shareholders as a whole.		
2	To approve the Whitewash Waiver and to authorise any one or more Directors to do all things and acts and sign all documents which he/they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver.		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the EGM is preferred, strike out the words “THE CHAIRMAN OF THE EGM” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice of the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. In the case of joint holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the EGM, in person or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the offices of 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 not less than 48 hours before the time for holding the EGM or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
10. The description of the resolutions set out above is by way of summary only. The full text of the resolutions is set out in the notice dated 30 December 2016 convening the EGM.