



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 the Annual General Meeting to be held on 2 June 2015
(or any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of HK\$0.01 each in
the share capital of China Tianrui Group Cement Company Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE
ANNUAL GENERAL MEETING^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting (and any adjournment thereof) (the "Annual General Meeting" or
"Meeting") of the Company to be held at 10:00 a.m. on Tuesday, 2 June 2015 at No. 63 Guangcheng Road East, Ruzhou City, Henan Province,
PRC for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting of the
Company dated 30 April 2015 and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the
Resolutions as indicated below^(Note 4).

	Ordinary Resolutions	For	Against
1	To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditor for the year ended 31 December 2014.		
2	To declare a final dividend of RMB0.06 per share and a special dividend of RMB0.15 per share for the year ended 31 December 2014.		
3(i)(a)	To re-elect Mr. Li Jiangming as an executive director;		
3(i)(b)	To re-elect Mr. Kong Xiangzhong as an independent non-executive director;		
3(i)(c)	To re-elect Mr. Wang Ping as an independent non-executive director; and		
3(i)(d)	To re-elect Mr. Du Xiaotang as an independent non-executive director.		
3(ii)	To authorise the board of directors to fix the remuneration of the directors of the Company.		
4	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of the Company to fix their remuneration.		
5(A)	To grant a general mandate to the Directors to allot, issue and deal with the shares in accordance with ordinary resolution number 5(A) as set out in the Notice of Annual General Meeting.		
5(B)	To grant a general mandate to the Directors to repurchase the shares in accordance with ordinary resolution number 5(B) as set out in the Notice of Annual General Meeting.		
5(C)	Conditional upon passing of ordinary resolutions number 5(A) and 5(B), to extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the number of shares repurchased in accordance with ordinary resolution number 5(B) as set out in the Notice of Annual General Meeting.		

Dated _____ day of _____ 2015 Signature^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING" 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 INITIALLED BY THE PERSON WHO SIGNS IT.
- 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 Meeting other than those referred to in the Notice of Annual General Meeting.
- 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.
- In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, 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 Meeting, 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).
- 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.