



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 Extraordinary General Meeting (the “EGM”) to be held on 27 November 2013
(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 EGM^(Note 3) 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 10:00 a.m., on Wednesday, 27 November 2013 at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of the EGM dated 8 November 2013 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 approve, confirm and ratify the Framework Agreement and the transactions contemplated thereunder.		
2	To authorize the Directors to sign, execute, perfect and deliver all such documents, and do all such actions in connection with the Framework Agreement and the transactions contemplated thereunder.		

Dated _____ day of _____ 2013 Signature^(Note 5) _____

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.