



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 28 May 2014  
(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 ANNUAL GENERAL MEETING<sup>(Note 3)</sup> 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 Wednesday, 28 May 2014 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 25 April 2014 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<sup>(Note 4)</sup>.

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 2013.		
2(i)(a)	To re-elect Mr. Li Liufa as a non-executive director;		
2(i)(b)	To re-elect Mr. Tang Ming Chien as a non-executive director;		
2(i)(c)	To re-elect Mr. Ma Chun Fung Horace as an independent non-executive director;		
2(i)(d)	To re-elect Mr. Yang Yongzheng as an executive director;		
2(i)(e)	To re-elect Mr. Xu Wuxue as an executive director; and		
2(i)(f)	To re-elect Mr. Wang Delong as an executive director.		
2(ii)	To authorise the board of directors to fix the remuneration of the directors of the Company.		
3	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of the Company to fix their remuneration.		
4(A)	To grant a general mandate to the Directors to allot, issue and deal with the shares in accordance with ordinary resolution number 4(A) as set out in the Notice of Annual General Meeting.		
4(B)	To grant a general mandate to the Directors to repurchase the shares in accordance with ordinary resolution number 4(B) as set out in the Notice of Annual General Meeting.		
4(C)	Conditional upon passing of ordinary resolutions number 4(A) and 4(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 4(B) as set out in the Notice of Annual General Meeting.		
5(A)	To approve, ratify and confirm the transactions pursuant to the Clinker Supply Framework Agreement within the Clinker Annual Caps for the three years ending 31 December 2016 at RMB360,000,000, RMB480,000,000 and RMB480,000,000, respectively, and to authorize the Directors to sign, execute, perfect and deliver all such documents, and do all such actions in connection with the Clinker Supply Framework Agreement and the transactions contemplated thereunder.		
5(B)	Conditional upon the passing of ordinary resolution no. 5(A), to approve, ratify and confirm the transactions pursuant to the Limestone Supply Framework Agreement within the Limestone Annual Caps for the three years ending 31 December 2016 at RMB60,000,000, RMB60,000,000 and RMB60,000,000, respectively, and to authorize the Directors to sign, execute, perfect and deliver all such documents, and do all such actions in connection with the Limestone Supply Framework Agreement and the transactions contemplated thereunder.		

Dated \_\_\_\_\_ day of \_\_\_\_\_, 2014 Signature<sup>(Note 5)</sup> \_\_\_\_\_

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 INITIALED 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.