



西部水泥

WEST CHINA CEMENT LIMITED

中國西部水泥有限公司

(Incorporated in Jersey with limited liability, with registered number 94796)

(Stock Code: 2233)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ share(s) (Note 2) of £0.002 each (the “Share”) in the issued share capital of WEST CHINA CEMENT LIMITED (the “Company”) hereby appoint the Chairman of the extraordinary general meeting of the Company (the “Meeting”), or (Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 19 January 2016 at 10:00 a.m. (or at any adjournment thereof), in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

RESOLUTION		For (Note 4)	Against (Note 4)
1.	(a) the Acquisition Agreement, the Supplemental Agreement and the transactions contemplated thereunder including, without limitation, the Transaction be and are hereby approved, confirmed and ratified; (b) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares, the Directors be and are hereby generally and specifically authorised to allot and issue such number of ordinary shares of the Company, initially up to 3,402,876,000 new ordinary shares of the Company at the issue price of HK\$1.35 each; and (c) the Directors be and are hereby authorised to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Acquisition Agreement, the Supplemental Agreement and the transactions contemplated thereunder.		

Date: _____

Signed: (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 issued share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete “the Chairman of the extraordinary general meeting of the Company (the “Meeting”)” and insert the name and address of the desired proxy in the space provided. **(ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.)**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR” IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain 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 convening the 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.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shop 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed 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 return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.
- Unless otherwise stated, terms defined in the circular of the Company dated 31 December 2015 shall have the same meanings when used herein.