



CHINA SHANSHUI CEMENT GROUP LIMITED

中國山水水泥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 691)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (or at any adjournment thereof)

I/We^(Note 1), _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of US\$0.01 each in the capital of
CHINA SHANSHUI CEMENT GROUP LIMITED (the “Company”), HEREBY APPOINT the chairman of the meeting
or^(Note 3) _____
of _____
as my/our proxy to attend for me/us at the extraordinary general meeting (the “EGM”) (or any adjournment thereof) of the Company to be held
at Room 1 and Room 2, United Conference Centre Limited, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 10 a.m. on Wednesday,
8 March 2017 and at such meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the undermentioned resolutions as
indicated below or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To select an Independent Financial Advisor by the independent board committee of the Company at its own costs to advise the shareholders of the Company in the form of an IFA Letter on the Proposed Transactions.		
2.	To publish the Updated Financial Information and, upon such consideration, provide the rationale behind their decisions in a Supplemental Circular prior to any general meeting to be held to consider the Proposed Transactions.		
3.	To direct the board of directors of the Company not to convene and/or hold any general meeting of the Company to consider the Proposed Transactions until the Supplemental Circular, together with the IFA Letter, are issued and shareholders of the Company have been given adequate time to consider the same.		
4.	To adjourn any general meeting of the Company previously convened by either the shareholders or the board of directors of the Company, including the Placing EGM but excluding the EGM, until the publication by the Company of both (i) the IFA Letter and (ii) the Supplemental Circular.		
5.	To adjourn any general meeting of the Company previously convened by either the shareholders or the board of directors of the Company, including the EGM until the publication by the Company of both (i) the IFA Letter and (ii) the Supplemental Circular.		

Full text of the resolutions is set out in the notice dated 16 February 2017 convening the EGM.

Dated this _____ day of _____ 2017. Signature^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote 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 resolutions referred to above.
- 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 under its common seal or under the hand of any officer or attorney or other person duly authorised.
- Any vote in respect of the resolutions to be put forward for consideration at the meeting will be taken by poll.
- Where there are 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 share as if he were solely entitled thereto but if more than one of such joint holders be present at the meeting, then one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and the transfer office in Hong Kong, 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 appointed for holding the EGM or any adjourned meeting thereof.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the ‘Purposes’). The Company may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to the Company and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either one of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
By e-mail to: hkinfo@computershare.com.hk