



ALLIED CEMENT HOLDINGS LIMITED

聯合水泥控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

Annual General Meeting Form of Proxy

Form of proxy for the Annual General Meeting (“Meeting”) of Allied Cement Holdings Limited (“Company”) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 3rd June, 2015 at 10:00 a.m.:

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.002 each in the capital of the Company,
HEREBY APPOINT (Note 3) the Chairman of the Meeting or _____
of _____

as my/our proxy to act for me/us and on my/our behalf at the Meeting to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 3rd June, 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the Meeting (“Notice”) and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1. To receive and adopt the audited financial statements of the Company and the directors’ report and independent auditor’s report for the year ended 31st December, 2014.		
2. To re-elect the following retiring directors of the Company (“Directors”):		
(A) To re-elect Mr. Ng Qing Hai as an Executive Director.		
(B) To re-elect Mr. Chan Sze Chung as an Independent Non-Executive Director (“INED”).		
(C) To re-elect Mr. Li Shujie as an INED.		
(D) To re-elect Mr. Zhang Ruibin as an INED.		
3. To authorise the board of Directors (“Board”) to fix the Directors’ fees for the year ending 31st December, 2015.		
4. To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company and authorise the Board to fix its remuneration.		
5. (A) To grant a general mandate to the Directors to issue securities (Ordinary Resolution No. 5(A) of the Notice).		
(B) To grant a general mandate to the Directors to repurchase shares (Ordinary Resolution No. 5(B) of the Notice).		
(C) To extend the general mandate to the Directors to issue securities (Ordinary Resolution No. 5(C) of the Notice).		

Signature (Note 5): _____

Dated this _____ day of _____ 2015.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Meeting or” herein contained and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting will be entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the relevant resolutions. Your proxy will also be entitled to vote at his or her discretion or abstain from voting on any other resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
8. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.