



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)

FORM OF PROXY

Form of proxy for the extraordinary general meeting (the “EGM”) of Allied Cement Holdings Limited (the “Company”) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 15 April 2016 at 10:00 a.m., or any adjournment thereof:

I/We (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____ shares of HK\$0.002 each in the share capital of the

Company hereby appoint (Note 3) _____ of

_____ or failing him, the Chairman of the EGM, as my/our proxy to attend on my/our behalf the EGM (and any adjournment thereof) and to act and vote for me/us in my/our name(s) in respect of the resolution set out in the notice of the EGM dated 22 March 2016 (the “Notice”) (with or without amendments) as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 22 March 2016.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder, and the grant of authorization to the directors of the Company in connection therewith.*		

Dated this _____ day of _____, 2016 Signature(s) (Note 7) _____

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 of HK\$0.002 each in the issued share capital 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).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY**. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the articles of association of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”**. If no direction is given, your proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
5. 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 certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
6. Where there are joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
8. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and return of this form of proxy shall not preclude you from attending the EGM and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
10. Any alteration to this form of proxy must be initialled by the person who signs it.

* The full text of the resolution is set out in the Notice