



安徽海螺水泥股份有限公司

ANHUI CONCH CEMENT COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00914)

Proxy Form

I/We ^(Note 1) _____ of _____ ^(Note 1)
being the registered holders(s) of ^(Note 2) _____ shares
of RMB1.00 each in the share capital of Anhui Conch Cement Company Limited ("Company"), hereby appoint the chairman of
the Meeting (defined below) or ^(Note 3) _____
of _____
as my/our proxy ("Proxy") at the 2018 annual general meeting ("Meeting") of the Company to be held at 2:30 p.m. on
Thursday, 30 May 2019 at No. 39 Wenhua Road, Wuhu City, Anhui Province, the People's Republic of China and to represent
me/us and to vote for me/us and in my/our name(s) as directed below in respect of the following resolutions and other matters
which may be dealt with at the Meeting and at any adjournment thereof. The Proxy shall vote for me/us according to the
following directions ^(Note 4):

		For	Against	Abstain
1	As ordinary resolution, to approve the report of the board ("Board") of directors ("Director(s)") of the Company for the year ended 31 December 2018			
2	As ordinary resolution, to approve the report of the supervisory committee ("Supervisory Committee") of the Company for the year ended 31 December 2018			
3	As ordinary resolution, to approve the audited financial reports prepared in accordance with the PRC accounting standards and International Financial Reporting Standards respectively for the year ended 31 December 2018			
4	As ordinary resolution, to approve the reappointment of KPMG Huazhen LLP and KPMG as the PRC and international financial auditors of the Company respectively, the reappointment of KPMG Huazhen LLP as the internal control auditor of the Company, and the authorization of the Board to determine the remuneration of the auditors in accordance with the audit work performed by the auditors as required by the business and scale of the Company			
5	As ordinary resolution, to approve the Company's 2018 profit appropriation proposal (including declaration of final dividend)			
6	As ordinary resolution, to approve the provision of guarantee by the Company in respect of the bank borrowings or trade finance credit of 9 subsidiaries and joint venture entities			
7.	As ordinary resolution, to approve the amendments to the Rules of Procedures for the Shareholders' Meetings			
8	As ordinary resolution, to approve the amendments to the Rules of Procedures for the Board of Director			
9	As special resolution, to approve the amendments to the articles of association of the Company			
10	As special resolution, to approve the grant of a mandate to the Board to exercise the power to allot and issue new shares			

RESOLUTIONS EFFECTED BY CUMULATIVE VOTING PROCESS <i>(Note 11)</i>		For	Against	Abstain
11	As ordinary resolution, to approve the resolution regarding the election of the following candidates as the executive or non-executive Directors of the 8th session of the Board each for a term commencing on 30 May 2019 and till the date of the expiry of the 8th session of the Board (each of which resolutions set out below in respect of the re-election or appointment of each Director shall be considered and passed as a separate resolution): (Please fill in the number of votes for each of 11(a) to 11(e) below)			
	(a) To elect and appoint Mr. Gao Dengbang as an executive Director			
	(b) To elect and appoint Mr. Wang Jianchao as an executive Director			
	(c) To elect and appoint Mr. Wu Bin as an executive Director			
	(d) To elect and appoint Mr. Li Qunfeng as an executive Director			
	(e) To elect and appoint Mr. Ding Feng as a non-executive Director			
12	As ordinary resolution, to approve the resolution regarding the election of the following candidates as the independent non-executive Directors of the 8th session of the Board each for a term commencing on 30 May 2019 and till the date of the expiry of the 8th session of the Board (each of which resolutions set out below in respect of the re-election or appointment of each independent non-executive Director shall be considered and passed as a separate resolution): (Please fill in the number of votes for each of 12(a) to 12(c) below)			
	(a) To elect and appoint Mr. Yang Mianzhi as an independent non-executive Director			
	(b) To elect and appoint Mr. Leung Tat Kwong Simon as an independent non-executive Director			
	(c) To elect and appoint Ms. Zhang Yunyan as an independent non-executive Director			
13	As ordinary resolution, to approve the resolution regarding the election of the following candidates as the Supervisor ("Supervisor(s)") of the 8th session of the Supervisory Committee each for a term commencing on 30 May 2019 till the date of the expiry of the 8th session of the Supervisory Committee (each of which resolutions set out below in respect of the re-election or appointment of each Supervisor shall be considered and passed as a separate resolution): (Please fill in the number of votes for each of 13(a) to 13(b) below)			
	(a) To elect and appoint Mr. Wu Xiaoming as a Supervisor			
	(b) To elect and appoint Mr. Wang Pengfei as a Supervisor			

Dated this _____ day of _____ 2019

Shareholder's signature(s) _____

Notes:

- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number and class of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
- If any Proxy other than the Chairman of the Meeting is appointed, please delete "the Chairman of the Meeting or" and insert the name and address of the Proxy you wish to appoint in the spaces provided.
- IMPORTANT: If you wish to vote for the resolution, tick in the box marked "for" or insert the relevant number of shares. If you wish to vote against the resolution, tick in the box marked "Against" or insert the relevant number of shares. If you wish to abstain from voting on the resolution, tick in the box marked "Abstain" or insert the relevant number of shares. Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of legal person, must be either under its seal or signed by a director or attorney authorized to sign the same.

6. This form of proxy together with a notarially certified copy of the power of attorney or other authority, if any, must be lodged at the Company's branch share registrar and transfer office for H Shares, Hong Kong Registrars Limited at 17th floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the Meeting.
7. A Proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
9. In the case of joint holders, the vote of the senior shareholder 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), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
10. Each alteration made to this form of proxy must be initialed by the person who signs it.
11. Regarding resolutions number 11-13, cumulative voting system will be used. "Cumulative voting" refers to a system of voting for election of Directors or Supervisors at general meetings under which each Share represents the voting rights equivalent to the number of the Directors or Supervisors to be elected under a particular resolution. Shareholders can cast all his voting rights in a concentrated or diverse manner, i.e. Shareholders may cast all of his votes for election of a single person, or may diverse and cast his votes, whether in an even or uneven manner, for election of all or such numbers of Directors or Supervisors to be elected.

When the total votes cast by a Shareholder on all or some candidate Directors or Supervisors exceeds the total votes to which he/she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder on all or some candidate Directors or Supervisors equal to or are less than the total votes to which he/she is entitled, the votes are valid and the remaining votes without exercising voting rights will be regarded as abstain votes.

Where the "For" votes cast for a particular candidate for Director or Supervisor are more than half of the total number of Shares held by all Shareholders attending the meeting (before accumulation of votes) and where the "For" votes exceed the "Against" votes, the subject candidate will be considered to have been elected. Where the number of Directors or Supervisors elected at the general meeting is less than such number proposed for election, new round(s) of voting is/are required to be held for election of the remaining number of Directors or Supervisors, until the number of Directors or Supervisors proposed for election is fulfilled. When holding a new round of voting for electing Directors or Supervisors, the general meeting shall recount the number of cumulative votes of Shareholders based on the number of candidates to be elected in each round of election.