



嘉新水泥（中國）控股股份有限公司\*

Chia Hsin Cement Greater China Holding Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 699)

**Form of Proxy for use at the Annual General Meeting  
to be held on Tuesday, 6 June 2006**

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of US\$0.01 each in the share capital of Chia Hsin Cement Great China Holding Corporation (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>

or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Annual General Meeting (the “Meeting”) of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 6 June 2006 at 3:30 p.m. for the purposes of considering and, if thought fit, passing the ordinary and special resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2005.		
2.	(a) To re-elect Mr WANG Chien Kuo, Robert as executive Director;	(a)	(a)
	(b) To re-elect Mr CHANG Kang Lung, Jason as executive Director;	(b)	(b)
	(c) To re-elect Ms WANG Li Shin, Elizabeth as executive Director; and	(c)	(c)
	(d) To authorise the Board of Directors to fix the Directors’ remuneration.	(d)	(d)
3.	To re-appoint Messrs Deloitte Touche Tohmatsu as Auditors and to authorise the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to purchase shares not exceeding 10% of the total nominal amount of the issued share capital on the date of this Resolution.		
5.	To give a general mandate to the Directors to allot, issue and deal in additional shares not exceeding 20% of the total nominal amount of the issued share capital on the date of this Resolution.		
6.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased under the general mandate in resolution no. 4.		
	<b>SPECIAL RESOLUTION</b>		
7.	To amend the Articles of Association of the Company.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signed<sup>5</sup>: \_\_\_\_\_

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) to which this proxy relates. 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, strike out “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain as he/her thinks fit. 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 duly authorised to sign the same.
- In the case of joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Share Registrar in Hong Kong, Tricor Investor Services Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

\* For identification purposes only