



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 THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 26 OCTOBER 2006
AND ANY ADJOURNMENT THEREOF**

I/We¹ _____
of _____

being the registered holder(s) of _____ shares² (“Shares”) of US\$0.01 each
in the share capital of Chia Hsin Cement Greater China Holding Corporation (the “Company”), HEREBY APPOINT
THE CHAIRMAN OF THE MEETING³ or _____

of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the
Company to be held at Cliftons, 33rd Floor, 9 Queen’s Road Central on Thursday, 26 October 2006 at 3:30 p.m. and
at any adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the ordinary
resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our
name(s) in respect of such resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve, ratify and confirm the Acquisition Agreement.		
2.	To approve, ratify and confirm the Renewal Ganghui Sales Agreement and the proposed cap in relation to the Cement Transactions contemplated thereunder.		
3.	To approve, ratify and confirm the Renewal Union Cement Purchase Agreement and the proposed cap in relation to the Clinker Transactions contemplated thereunder.		

Signature⁵ _____ Date _____

Notes:

- Full name(s) and address(es) must 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 Shares 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. **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/she thinks fit. Your proxy will also be entitled to vote at his/her 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, attorney or other person duly authorised to sign the same.
- 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 office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, 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).
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form 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 purpose only