



CHINA SHANSHUI CEMENT GROUP LIMITED

中國山水水泥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 691)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 25 MAY 2023

(or at any adjournment thereof)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2) of US\$0.01 each in the capital of CHINA SHANSHUI CEMENT GROUP LIMITED (the "Company"), HEREBY APPOINT the chairman of the meeting or ^(Note 3) _____
of _____
or _____
of _____

as my/our proxy to attend for me/us at the annual general meeting (or any adjournment thereof) of the Company to be held at Meeting Room, 6/F, Shandong Shanshui Cement Group Company Limited, Shanshui Industrial Park, Gushan Town, Changqing District, Jinan City, Shandong Province, PRC on Thursday, 25 May 2023 at 9:30 a.m. and at such meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4)

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2022.		
2(1).	To re-elect Mr. LI Jianwei as an independent non-executive director of the Company.		
2(2).	To re-elect Mr. HSU You-yuan as an independent non-executive director of the Company.		
2(3).	To authorise the board of directors of the Company to fix the respective director's remuneration.		
3.	To re-appoint Moore Stephens CPA Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
4.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate given to the directors to issue, allot and deal with additional shares of the Company by the aggregate number of the shares bought back by the Company.		
7.	To approve the 2023 Mine Development Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual cap relating to such agreement).		
8.	To approve the 2023 Engineering and Technical Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual cap relating to such agreement).		
9.	To approve the 2023 Clinker and Cement Transactions Framework Agreements and the transactions contemplated thereunder (including the proposed annual cap relating to such agreement).		
SPECIAL RESOLUTION ^(Note 5)			
10.	To approve the proposed amendments to the Memorandum and Articles of Association of the Company and the adoption of the new Memorandum and Articles of Association of the Company.		

Dated this _____ day of _____, 2023

Signature ^(Note 6): _____

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 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. If any proxy other than the chairman of the meeting is preferred, please strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those resolutions referred to above.
5. The full text of the resolutions appears in the notice of the annual general meeting contained in the circular to the shareholders of the Company dated 3 May 2023.
6. 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 under its common seal or under the hand of any officer or attorney or other person duly authorised.
7. Any vote in respect of the resolutions to be put forward for consideration at the meeting will be taken by poll.
8. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders are present at the meeting, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. To be valid, this form of proxy and the power of attorney 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 and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than 9:30 a.m. on Tuesday, 23 May 2023) or any adjourned meeting thereof (as the case may be).
10. Any alteration made to this form of proxy must be initialled by the person who signs it.
11. Completion and return of this form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment meetings (as the case may be) if you so wish. In the event that you attend the annual general meeting after having lodged this form of proxy, it will be deemed to have been revoked.
12. References to time and dates in this proxy form are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the annual general meeting of the Company (the “**Purposes**”). The Company may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to the Company and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either one of the following means:

By mail to: Personal Data Privacy Officer
 Computershare Hong Kong Investor Services Limited
 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By e-mail to: hkinfo@computershare.com.hk