



CHINA TIANRUI GROUP CEMENT COMPANY LIMITED
中國天瑞集團水泥有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1252)

**Second Proxy Form for the Annual General Meeting to be held
on Friday, 28 June 2024 (or any adjournment thereof)**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of HK\$0.01 each in
the share capital of China Tianrui Group Cement Company Limited (the “Company”) **HEREBY APPOINT THE
CHAIRMAN OF THE ANNUAL GENERAL MEETING**^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting (and any adjournment thereof) (the “**Annual
General Meeting**” or “**Meeting**”) of the Company to be held at 9:30 a.m. on Friday, 28 June 2024 at Conference Room, 3/F.,
Fuquan Grand Hotel, Shangtang Village, Lushan County, Pingdingshan City, Henan Province, PRC for the purposes of
considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting of the Company
dated 6 June 2024 and the Supplemental Notice of Annual General Meeting dated 13 June 2024 and at such meeting (and at
any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below^(Note 4).

Ordinary Resolutions*		For	Against
1	To receive and adopt the audited consolidated financial statements and the reports of the Directors and the independent auditor for the year ended 31 December 2023.		
2(i)(a)	To re-elect Mr. Ding Jifeng as executive Director.		
2(i)(b)	To re-elect Mr. Xu Wuxue as executive Director.		
2(i)(c)	To re-elect Mr. Kong Xiangzhong as independent non-executive Director (who has served for more than 9 years).		
2(ii)	To authorise the board of Directors to fix the remuneration of the Directors.		
3	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of the Company to fix their remuneration.		
4(A)	To grant a general mandate to the Directors to allot, issue and deal with the shares in accordance with ordinary resolution number 4(A) as set out in the Notice of Annual General Meeting.		
4(B)	To grant a general mandate to the Directors to buy back the shares in accordance with ordinary resolution number 4(B) as set out in the Notice of Annual General Meeting.		
4(C)	Conditional upon passing of ordinary resolutions number 4(A) and 4(B), to extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the number of shares bought back in accordance with ordinary resolution number 4(B) as set out in the Notice of Annual General Meeting.		
5	To appoint Mr. Li Wenfeng as independent non-executive Director.		

Dated _____ day of _____ 2024 Signature^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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 referred to in the Notice of Annual General Meeting.
5. 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 or other person duly authorised to sign the same.
6. In the case of 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 shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, in person or by proxy, the vote of the joint holder whose name stands first in the register of members and 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).

7. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
10. If a shareholder has not yet returned the First Proxy Form in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Second Proxy Form. In this case, the shareholder shall not submit the First Proxy Form.
11. A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should take note of the following:
 - (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed appointment of Mr. Li Wenfeng as an independent non-executive Director as set out in the supplemental notice of Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - (ii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
 - (iii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar.

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 Meeting (the "**Purposes**"). We 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 us for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.

* Please refer to the Circular for full text of the respective proposed resolutions.