



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 holder(s) of ^(Note 2) _____ shares
of RMB1.00 each in the share capital of Anhui Conch Cement Company Limited (“**Company**”, together with its
subsidiaries, collectively, the “**Group**”), hereby appoint the chairman of the Meeting (defined below) or ^(Note 3) _____
of _____

as my/our proxy (“**Proxy**”) to attend the 2023 annual general meeting (“**Meeting**”) of the Company to be held at 2:30
p.m. on Thursday, 30 May 2024 at No. 39 Wenhua Road, Wuhu City, Anhui Province, the People’s Republic of China
 (“**PRC**”) and to represent me/us and to vote for me/us and in my/our name(s) 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, or if no such direction(s) is given, as my/our proxy thinks fit ^(Note 4):

ORDINARY RESOLUTIONS		For	Against	Abstain
1.	To approve the report of the board (the “ Board ”) of directors of the Company for the year ended 31 December 2023			
2.	To approve the report of the supervisory committee of the Company for the year ended 31 December 2023			
3.	To approve the audited financial reports prepared in accordance with the PRC Accounting Standards and the International Financial Reporting Standards respectively for the year ended 31 December 2023			
4.	To approve the appointment of Ernst & Young Hua Ming LLP and Ernst & Young as the PRC and international (financial) auditors of the Company for the financial year ending 31 December 2024 (“ FY2024 ”) respectively, the appointment of Ernst & Young Hua Ming LLP as the internal control auditors of the Company for FY2024, and the determination of audit fees of the Company for FY2024 of RMB4.96 million			
5.	To approve the Company’s 2023 profit appropriation proposal (including declaration of final dividend)			
6.	To approve the provision of guarantee by the Group in respect of the bank borrowings of 48 subsidiaries and joint venture companies			

SPECIAL RESOLUTIONS		For	Against	Abstain
7.	To approve the issue and application for registration of the issue of medium-term notes (“Notes”) by Anhui Conch Environment Group Co., Ltd. (“Conch Environment Group”) with an aggregate amount of not more than RMB3 billion (inclusive), to authorize the Board and to delegate to Conch Environment Group to deal with matters in relation to the issue of the Notes, and to approve the provision of full joint and several liability guarantee by the Company in respect of the issue of the Notes			
8.	To approve the amendments to the articles of association of the Company			
9.	To approve the grant of a mandate to the Board to exercise the power to allot and issue new H shares of the Company (“H Shares”)			
1-0.	To approve the grant of a mandate to the Board to exercise the power to repurchase H Shares in issue			

Dated this _____ day of _____ 2024

Shareholder’s signature(s) _____

Notes:

1. 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.
2. 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).
3. 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.
4. 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, and any such abstained vote(s) will be counted in the calculation of the required majority for each resolution. Failure to tick or insert the exact number of shares in any box will entitle your Proxy to cast your vote at his/her discretion or abstain from voting. For the avoidance of doubt, if you or your Proxy fails to tick or insert any number of shares in any box for a resolution, such shares of the Company registered in your name(s) will not be counted in the calculation of the required majority for that resolution.
5. 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 17M 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.