



DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8268)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING ON 3 JUNE 2015 (“EGM”)

No. of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
(of _____) being the registered shareholder(s) of DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED (the “Company”) hereby appoint ^(Note 3) the Chairman of the EGM or _____
(of _____) or failing him _____ (of _____) as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the EGM to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on 3 June 2015 at 11:00 a.m. and at any adjournment thereof on the resolutions referred to in the Notice of Extraordinary General Meeting as indicated below:

Ordinary Resolution		For ^(Note 4)	Against ^(Note 4)
1.	To approve the share subdivision of each of the issued and unissued ordinary share of par value HK\$0.05 each in the share capital of the Company into two (2) subdivided shares of par value HK\$0.025 each, such that the authorised share capital of the Company becomes HK\$100,000,000 divided into 4,000,000,000 shares with a par value of HK\$0.025 each.		
Special Resolution			
2.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company as set out in the notice of EGM and to adopt the second amended and restated memorandum and articles of association in substitution for the existing memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2015. Signature ^(Note 5) _____

Notes:

- 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the EGM is preferred, delete words “**THE CHAIRMAN OF THE EGM**” and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE 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 EGM (or any adjournment thereof) other than those referred to in the notice convening the EGM.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, **Tricor Investor Services Limited** at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of Shareholders of the Company in respect of the joint holding.
- Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the EGM. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.