



DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING HELD ON 18 SEPTEMBER 2015 (“EGM”)

No. of shares to which this form of proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* _____
(of _____)
being the registered shareholder(s) of DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED 迪臣建設國際集團有限公司 (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 Meeting to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on 18 September 2015 at 11:00 a.m. (Hong Kong time) and at any adjournment thereof on the resolution referred to in the Notice of the Extraordinary General Meeting as indicated below:

	Ordinary Resolution	For <i>(Note 4)</i>	Against <i>(Note 4)</i>
1.	To approve the bonus issue of shares of the Company on the basis of one (1) bonus share for every four (4) existing issued shares of par value HK\$0.025 each of the Company, by way of capitalization of a sum of up to HK\$5,000,000 (or such other sum as may be necessary to give effect to the Bonus Issue) being part of the amount standing to the credit of the share premium account of the Company, and to authorise the Directors to execute and deliver, and where appropriate to affix the common seal of the Company to, all such documents, instruments and agreements, and to do all acts and things at their discretion as may be necessary and expedient in connection with the allotment and issue of the bonus shares, including, but not limited to, determining the Non-qualifying Shareholders, if any, the amount to be capitalized out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to above.		

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 RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, 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) in addition to those referred to in the notice convening the EGM.
- This form of proxy shall be signed 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 or attorney duly 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 and transfer office 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 personally or by proxy, 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 members 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.