



# DONGWU CEMENT INTERNATIONAL LIMITED

## 東吳水泥國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 695)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of a nominal value of HK\$0.01 each in the share capital of Dongwu Cement International Limited (the "Company") HEREBY APPOINT <sup>(note 3)</sup> the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy(ies) to act for me/us on my/our behalf at the annual general meeting of the Company to be held at Unit 8505B-06A, Level 85, International Commerce Centre, 1 Austin Road, Kowloon, Hong Kong on Friday, 16 May 2014 at 10 a.m. (or at any adjournment thereof) (the "AGM") to vote for me/us in respect of the resolutions as hereunder indicated or, if no such indication is given, at the discretion of my/our proxy(ies).

	ORDINARY RESOLUTIONS	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors (the "Directors" and each a "Director") and the auditors of the Company for the year ended 31 December 2013.		
2.	To re-elect Ms. Xie Yingxia as an executive Director and to authorize the board (the "Board") of Directors to fix her remuneration.		
3.	To re-elect Mr. Jin Chungun as an executive Director and to authorize the Board to fix his remuneration.		
4.	To re-elect Mr. Yang Bin as a non-executive Director and to authorize the Board to fix his remuneration.		
5.	To authorize the Board to fix the remuneration of the Directors.		
6.	To re-appoint PricewaterhouseCoopers as the Company's auditors and to authorize the Board to fix their remuneration.		
7.	To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.		
8.	To grant a general mandate to the Board to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.		
9.	To extend, conditional upon the above resolution nos. 7 and 8 being duly passed, the general mandate to allot shares of the Company by adding the aggregate nominal amount of the repurchased shares to the general mandate.		

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint any person other than the Chairman of the meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK IN THE BOX(ES) MARKED "For". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK IN THE BOX(ES) MARKED "Against".** Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) or abstain from voting at his/their discretion. A proxy will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the meeting other than those set out in the notice of AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing, or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorized.
6. 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 that power of attorney or authority), must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for the holding of the AGM.
7. Where there is joint holding of any share(s), any joint holder may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
8. Any alteration made to this form should be initialed by the person who signs the form.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the AGM should you so wish.