



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 EXTRAORDINARY GENERAL MEETING

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each in the share capital of Dongwu Cement International Limited (the “Company”) HEREBY APPOINT ^(note 3) the Chairman of the EGM or _____
of _____
as my/our proxy(ies) to act for me/us on my/our behalf at the extraordinary general meeting of the Company to be held at Building 11 No. 2283 Hongqiao Road, Changning District, Shanghai, People’s Republic of China on Thursday, 31 December 2020 at 10:00 a.m. (or at any adjournment thereof) (the “EGM”) to vote for me/us in respect of the resolution as hereunder indicated or, if no such indication is given, at the discretion of my/our proxy(ies).

ORDINARY RESOLUTION		For ^(note 4)	Against ^(note 4)
a.	To approve, confirm and ratify the Share Purchase Agreement (as defined in the notice of the EGM) and the transactions contemplated thereby.		
b.	To authorise any one or more directors of the Company to do all such acts and things as they consider necessary and to sign and execute all such documents, and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the Share Purchase Agreement and completing the transactions contemplated thereby.		

Date: _____

Signature(s): _____

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 EGM other than those set out in the notice of EGM.
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 under seal or under the hand of an officer or attorney duly authorised.
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 EGM.
7. Where there is joint holding of any share(s), any joint holder may vote at the EGM, 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 EGM 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 EGM should you so wish.