



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 2015 ANNUAL GENERAL MEETING

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 (the "Company") hereby appoint *(Note 3)*
the Chairman of the 2015 Annual General Meeting (the "Meeting") 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 10 August 2015 at 10:30 a.m. and at any adjournment thereof on the resolutions referred to in the Notice of the Annual General Meeting as indicated below:

Ordinary Resolutions		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
1.	To receive and adopt the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 March 2015.		
2.	To approve the payment of a final dividend for the year ended 31 March 2015 of HK0.5 cent per share.		
3(A).	To consider the re-election of Mr. Keung Kwok Cheung as an executive director of the Company.		
3(B).	To consider the re-election of Mr. Kwok Koon Keung as an executive director of the Company.		
3(C).	To consider the re-election of Mr. Lo Wing Ling as an executive director of the Company.		
3(D).	To consider the re-election of Mr. Tjia Boen Sien as the non-executive director of the Company.		
3(E).	To consider the re-election of Mr. Cheung Ting Kee as an independent non-executive director of the Company.		
3(F).	To consider the re-election of Mr. Lee Tho Siem as an independent non-executive director of the Company.		
3(G).	To consider the re-election of Mr. Ong King Keung as an independent non-executive director of the Company.		
4.	To authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company.		
5.	To consider the re-appointment of Messrs. Ernst & Young as the auditors of the Company and authorise the board of Directors of the Company to fix their remuneration.		
6(A).	To give a general mandate to the Directors of the Company to allot shares not exceeding 20% of the issued share capital of the Company.		
6(B).	To give a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company.		
6(C).	To extend the general mandate in 6(A) above by the amount of repurchased shares.		
6(D).	To approve and adopt the share option scheme of the Company (the "Scheme") to authorise the board of directors of the Company to grant options to subscribe for shares of the Company under the Scheme and to allot and issue shares of the Company pursuant to the exercise of any options granted under the Scheme subject to and in accordance with the terms of the Scheme; and to authorise the Directors of the Company to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection with or arising from the Scheme.		

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

Notes:

1. 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).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. If any proxy other than the Chairman of the Meeting is preferred, delete words "THE CHAIRMAN OF THE 2015 ANNUAL GENERAL MEETING" and insert the name and address of the proxy desired in the space provided.
4. **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 Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
5. 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.
6. 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 Meeting or any adjournment thereof.
7. 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 Meeting, 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.
8. Any Shareholder of the Company entitled to attend and vote at the Meeting 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 Meeting. 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 Meeting.
9. Any alteration made to this form of proxy must be initialed by the person who signs it.
10. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.