



# DA MING INTERNATIONAL HOLDINGS LIMITED

## 大明國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1090)

### PROXY FORM FOR ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> ordinary shares  
of HK\$0.10 each (the "Shares") in the capital of Da Ming International Holdings Limited (the "Company"), hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him/her the Chairman of the annual general meeting of the Company (the "AGM") as my/our proxy/proxies to vote and act for me/us at the AGM (and at any adjournment thereof) to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 30 May 2013 at 10:30 a.m. for the purpose of considering the businesses as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the proposed resolutions in the manner as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To adopt the audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2012.		
2.	To declare a final dividend for the year ended 31 December 2012.		
3(A).	(a) To re-elect Mr. Tang Zhonghai as director.		
	(b) To re-elect Mr. Chen Xuedong as director.		
	(c) To re-elect Mr. Jiang Changhong as director.		
3(B).	To authorise the Board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint PricewaterhouseCoopers as the Auditor and authorise the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to repurchase the Shares as set out in resolution no. 5 of the notice of AGM.		
6.	To grant a general mandate to the Directors to allot, issue and deal with the new Shares as set out in resolution no. 6 of the notice of AGM.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with Shares under resolution no. 6 by the number of Shares repurchased under resolution no. 5, as set out in resolution no. 7 of the notice of AGM.		

Signature <sup>(note 5)</sup>: \_\_\_\_\_

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

#### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares in the Company registered in your name(s) to which this proxy form relates. Failure to fill in the aforesaid number of shares will result in this form of proxy being deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote at the AGM. The proxy or proxies need not be a member of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her vote(s) or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 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 or any adjournment thereof (as the case may be).
8. Completion and returning of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.