



OCI International Holdings Limited
東建國際控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 329)

FORM OF PROXY FOR USE
AT THE ANNUAL GENERAL MEETING TO BE HELD ON 23 JUNE 2023,
(OR AT ANY ADJOURNMENT THEREOF)

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____ ordinary shares of HK\$0.01 each (the “Shares”) in the capital of OCI International Holdings Limited (東建國際控股有限公司) (the “Company”), **HEREBY APPOINT** ^{note 3} the chairman of the annual general meeting, or _____
of _____
as my/our proxy to attend for me/us at the annual general meeting (and at any adjournment thereof) of the Company to be held at 11 a.m. on 23 June 2023, Friday at Level 23, 28 Hennessy Road, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (the “Notice”) and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(note 4)		FOR ^(note 5)	AGAINST ^(note 5)
1.	To receive, consider and adopt the audited financial statements and reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2022;		
2.	To authorise the board of directors (“Board”) to fix the remuneration of the Directors;		
3.	(a) To re-elect Mr. Tso Siu Lun Alan as an independent non-executive Director		
	(b) To re-elect Mr. Li Xindan as an independent non-executive Director		
	(c) To re-elect Dr. Lo Wing Yan William as an independent non-executive Director		
	(d) To re-elect Mr. Chong Ka Yee as an independent non-executive Director		
4.	To re-appoint Crowe (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;		
5.	To grant an Issue Mandate to the Directors to allot, issue and deal with new shares of the Company (the “Shares”) not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution;		
6.	To grant a Repurchase Mandate to the Directors to purchase the Shares not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution;		
7.	To extend the general mandate granted by resolution numbered 5 by adding the shares repurchased pursuant to the general mandate granted by resolution numbered 6;		
8.	(a) To consider and approve the adoption of the New Share Option Scheme (as defined in the circular of the Company dated 22 May 2023 (the “Circular”));		
	(b) To consider and approve the adoption of the sublimit on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company of 1% of the total number of Shares in issue on the date of approval of the New Share Option Scheme;		
SPECIAL RESOLUTION ^(note 4)		FOR ^(note 5)	AGAINST ^(note 5)
9.	(a) To consider and approve the Proposed Amendments (as defined in the Circular);		
	(b) To approve and adopt New Articles of Association (as defined in the Circular) in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the meeting;		
	(c) To authorise and instruct the Company’s registered office provider to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution; and		
	(d) To authorise any director or secretary of the Company to do all things necessary to give effect to the adoption of the New Articles of Association.		

Signature(s) ^{note 6}: _____

Date: _____

Notes:

1. Please insert full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the 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).
3. If any proxy other than the chairman is preferred, please strike out "the chairman of the annual general meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The above description of the proposed resolutions is by way of summary only. The full text appears in the notice of the meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the meeting other than those referred to in the Notice convening the meeting.
6. This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. If two or more persons are jointly entitled to a share and are present at the meeting, only the joint holder whose name stands first in the Register of Members in respect of the joint holding is entitled to vote at the meeting.
8. 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 certified copy thereof, must be lodged by post or by hand at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. no later than 11 a.m. on 21 June 2023) or adjourned meeting.
9. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which may include your and/or your proxy's name and address.

Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for the Company's verification and record purpose.

By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by mail to Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.