



Dowway Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8403)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We ^(Note 1) _____
of ^(Note 1) _____
being the holder(s) of ^(Note 2) _____ shares of US\$0.002 each in the capital of Dowway Holdings Limited (the “Company”) hereby appoint ^(Note 3) _____
of ^(Note 3) _____
or failing him/her, the chairman of the annual general meeting (the “AGM”) as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at Conference Room, 5th Floor, Room 501, Run Cheng Centre, No.12 Dongdaqiao Road, Chaoyang District, Beijing 100020, PRC on Wednesday, 11 May 2022 at 2:00 p.m., and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the AGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the AGM in such manner as he/she thinks fit.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2021 and the reports of the directors and auditors thereon.		
2.	(A) To re-elect Mr. Yan Jinghui as an executive director of the Company.		
	(B) To re-elect Ms. Xu Shuang as an independent non-executive director of the Company.		
	(C) To re-elect Mr. Yu Leung Fai as an independent non-executive director of the Company.		
	(D) To re-elect Mr. Yuen Poi Lam William as a non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the respective directors.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the board of directors to fix its remuneration for the year ending 31 December 2022.		
5.	(A) To grant a general mandate to the directors to allot, issue and/or otherwise deal with additional securities not exceeding 20% of the issued shares of the Company.		
	(B) To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued shares of the Company.		
	(C) Conditional upon the passing of the ordinary resolutions number 5(A) and 5(B), to extend the authority given to the directors pursuant to ordinary resolution number 5(A) to issue securities by adding to the number of issued shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution number 5(B).		
Special Resolution		For ^(note 4)	Against ^(Note 4)
6.	(A) To approve the memorandum and articles of association of the Company be amended to reflect the amendments described in the Appendix III of the circular of the Company dated 31 March 2022 and any ancillary or related adjustments or amendments approved by the Directors or required by any relevant regulatory authority, and such amended articles be adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.		
	(B) To authorise any one Director to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with special resolution 6(A).		

Dated this _____ day of _____ 2022 Signature(s) ^(Notes 5 & 6) _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**.
- 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 in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of AGM will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, 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 be present at the meeting, 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 holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 31 March 2022 not less than 48 hours before the time for holding the AGM (i.e. before 2:00 p.m. on 9 May 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.
- Any alteration made to this form of proxy must be initialed by the person who signs it.