



Dowway Holdings Limited

天平道合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8403)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING TO BE HELD ON 23 MAY 2025

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 The Function Room 1–2, 2/F, The Harbourview, No. 4 Harbour Road, Wanchai, Hong Kong on Friday, 23 May 2025 at 9: 30 a.m., 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 dated 25 April 2025 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, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2024.		
2.	(A) To re-elect Mr. Huang Xiaodi as an executive director of the Company;		
	(B) To re-elect Mr. Dong Kejia as an executive director of the Company;		
	(C) To re-elect Mr. Shum Ngok Wa as an executive director of the Company;		
	(D) To re-elect Mr. Li Huaguo as an executive director of the Company;		
	(E) To re-elect Mr. Tam Chak Chi as an independent non-executive director of the Company;		
	(F) To re-elect Ms. Yau Yin Tan as an independent non-executive director of the Company; and		
	(G) To re-elect Mr. Ma Lin as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).		
4.	To re-appoint Forvis Mazars CPA as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration.		
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 pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution number 5(B).		

Dated this _____ day of _____ 2025

Signature(s) ^(Notes 5 & 6) _____

Notes:

1. Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
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 in the capital of the Company registered in your name(s).
3. Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the AGM will act as your proxy.
4. 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.
5. 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.
6. 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.
7. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company on 25 April 2025 not less than 48 hours before the time for holding the AGM (i.e. before 9: 30 a.m. on Wednesday, 21 May 2025). The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting if they so wish.
8. A proxy need not be a shareholder of the Company.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”).
- (ii) The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the share registrars of the Company) unless it is a requirement to so do 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 our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.