



DINGYI GROUP INVESTMENT LIMITED

鼎億集團投資有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 508)

PROXY FORM

For use at the annual general meeting to be held on Wednesday, 28 September 2022
(or any adjournment thereof)

I/We ^(Note a) _____
of _____
being the registered holder(s) of ^(Note b) _____ ordinary share(s) of HK\$0.01 par value each
(the “Shares”, each a “Share”) of DINGYI GROUP INVESTMENT LIMITED (the “Company”) hereby appoint ^(Note c) the chairman of
the annual general meeting of the Company (the “AGM”) or _____
of _____
to act as my/our proxy at the AGM to be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong
Kong on Wednesday, 28 September 2022 at 3:00 p.m. or any adjournment thereof to vote on my/our behalf as directed below.
Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR ^(Note d)	AGAINST ^(Note d)
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 March 2022.		
2.	(a) To re-elect Mr. Su Xiaonong as executive Director.		
	(b) To re-elect Mr. Ip Chi Wai as independent non-executive Director.		
	(c) To authorise the Board of Directors to fix the Directors’ remuneration.		
3.	To re-appoint Elite Partners CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix its remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares of the Company up to 20% of the total number of Shares in issue.*		
5.	To grant a general mandate to the Directors to repurchase Shares in the Company up to 10% of the total number of Shares in issue.*		
6.	To extend the general mandate to allot, issue and deal with Shares under resolution 4 by addition thereto the Shares repurchased by the Company under resolution 5.*		

* The full text of these resolutions are set out in the notice of the AGM in the circular of the Company dated 29 July 2022.

Date: _____ 2022 Signature(s) ^(Notes e and f) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a shareholder of the Company (the “Shareholder(s)”). If you wish to appoint some person other than the chairman of the AGM as your proxy, please delete the words “the chairman of the annual general meeting of the Company (the “AGM”), or” and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this proxy form when returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his discretion on any amendment of the resolutions put to the AGM.
- In the case of joint registered holders of any Share(s), this proxy form may be signed by any joint registered holder, but if more than one joint registered holders are present at the AGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of Shareholders in respect of the relevant jointly registered Share(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- This proxy form must be signed by the Shareholder, or his attorney duly authorised in writing, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
- Any alteration made to this proxy form should be initiated by the person who signs the form.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company’s branch share registrar and transfer office in Hong Kong, the Privacy Compliance Officer of Tricor Standard Limited, at the above address.