



**DIT GROUP LIMITED**  
**築友智造科技集團有限公司**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 726)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING**

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(2)</sup> of a par value of HK\$0.40 each in the share capital of DIT Group Limited (the “Company”), HEREBY APPOINT<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend, vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Room 7708A, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 24 May 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(d)</sup>	Against <sup>(d)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Guo Weiqiang as an executive director of the Company.		
	(ii) To re-elect Mr. Jiang Hongqing as an independent non-executive director of the Company.		
	(iii) To re-elect Mr. Ma Lishan as an independent non-executive director of the Company.		
	(iv) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with shares of the Company.		
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company.		
6.	To extend, conditional upon the above resolutions no. 4 and no. 5 being duly passed, the general mandate to allot, issue and deal with shares by adding the shares repurchased by the Company pursuant to the general mandate granted under the above resolution no. 5.		
Special Resolution		For <sup>(d)</sup>	Against <sup>(d)</sup>
7.	To amend the existing bye-laws of the Company with details set out in the Appendix III of the circular of the Company dated 25 April 2023 and to adopt the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023 Signed (Note 5) : \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as registered in the register of members of the Company.
- Please insert the number of shares of a par value of HK\$0.40 each in the Company to which this form of proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) THE APPROPRIATE BOXES MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s) to it.
- In the case of joint registered holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto. But if more than one of such joint holders be present at the meeting personally or by proxy, the vote of the senior who tenders a vote 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 in respect of such share.
- To be valid, this completed and signed form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof and other relevant document of authorization (if any) must be deposited at the Company's branch share registrar and transfer office in Hong Kong, 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 the holding of the meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the meeting in person to represent you. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend the meeting and vote for him.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof if you so wish.
- Any alteration made in this form of proxy must be initialled by the person who signs it.