

DIWANG INDUSTRIAL HOLDINGS LIMITED

帝王實業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1950)

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (THE “AGM”)

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ ordinary shares (the “Shares”) of US\$0.0005 each in the capital of Diwang Industrial Holdings Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3), or _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 3 p.m., on Monday, 29 May 2023 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong (the “Meeting”) to vote for me/us and in my/our name(s) in respect of such resolution 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 matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS ^(Note 10)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and approve the audited consolidated financial statements together with the report of the directors of the Company and the independent auditor’s report of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Chen Hua as an executive director of the Company;		
	(b) To re-elect Mr. Sun Jingang as an executive director of the Company;		
	(c) To re-elect Mr. Lam Kam Kong Nathaniel as an executive director of the Company;		
	(d) To re-elect Mr. Tse Chun Chung as an executive director of the Company;		
	(e) To re-elect Mr. Zheng Yu as an independent non-executive director of the Company;		
	(f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint KTC Partners CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of this resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of this resolution.		
6.	To extend the general mandate granted to the directors of the Company under resolution no. 4 by the number of shares repurchased under resolution no. 5.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the proposed adoption of the new memorandum and articles of association of the Company reflecting the proposed amendments set out in the Appendix III to the circular of the Company dated 24 April 2023 and the supplemental circular of the Company dated 12 May 2023.		

Shareholder’s Signature ^(Note 5) _____

Date _____

Notes:

- Full name(s) and address (es) must 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) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE 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 INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting at which the person named in the instrument proposes to vote (the “Closing Time”).
- Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened if the member so wishes and in such event, the instrument appointing a proxy should be deemed to be revoked.
- Where there are joint holders of any Share, any one of such joint holder may vote 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, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
- The notice convening the Meeting is set out in the Company’s circular dated 24 April 2023 and the Company’s supplemental circular dated 12 May 2023.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 24 April 2023 (the “First Proxy Form”) with the Company’s Hong Kong share branch registrar, you are requested to lodge this proxy form if you wish to appoint a proxy to attend the AGM on your behalf. In this case, the First Proxy Form should not be lodged with the Company’s Hong Kong branch share registrar.
- If you have already lodged the First Proxy Form with the Company’s Hong Kong branch share registrar, please note that:
 - subject to (iii) below, if this proxy form is not lodged with the Company’s Hong Kong branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed and signed. The proxy so appointed by you shall be required to vote in such manner as he or she may be directed under the First Proxy Form, and in respect of the special resolution for the proposed adoption of the new memorandum and articles of association of the Company as set out in the Company’s supplemental notice of AGM dated 12 May 2023, the proxy will be entitled to vote at his or her discretion or to abstain from voting on such resolution;
 - if this proxy form is lodged with the Company’s Hong Kong branch share registrar before the Closing Time, this proxy form shall be treated as a valid proxy form and shall revoke and supersede the First Proxy Form previously lodged by you if correctly completed and signed; and
 - if this proxy form is lodged with the Company’s Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this proxy form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no second proxy form was lodged with the Company’s Hong Kong branch share registrar.
- The date and time herein refer to Hong Kong date and time.

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 fulfill 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/Tricor Investor Services Limited at the above address.