



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 special general meeting to be held on Friday, 18 August 2023

(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 special general meeting of the Company (the “SGM”) or _____
of _____
to act as my/our proxy at the SGM to be held at Unit 2703, 27/F., Convention Plaza – Office Tower, 1 Harbour Road, Wanchai, Hong Kong on Friday, 18 August 2023 at 3:00 p.m. or any adjournment thereof to vote on my/our behalf as directed below.

Please tick (✓) the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		For ^(Note d)	Against ^(Note d)
1.	To approve, confirm and ratify the terms and entering into of the Subscription Agreement (as defined in the notice of the SGM) and the transactions contemplated thereunder; to approve, confirm and ratify the issue of the Convertible Bonds (as defined in the notice of the SGM); to grant the specific mandate to the Directors to issue and allot the Conversion Shares (as defined in the notice of the SGM) pursuant to the Convertible Bonds; and to authorise the directors of the Company to exercise the powers of the Company, execute all documents and take all steps as they consider necessary, appropriate or expedient in connection with or to give effect to the Subscription Agreement		
2.	To approve the increase of the authorised share capital of the Company from HK\$105,000,000 divided into 10,500,000,000 Shares to HK\$200,000,000 divided into 20,000,000,000 Shares		
3.	To approve consolidation of every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 in the capital of the Company into one (1) consolidated share of par value of HK\$0.1		

(Note: Full text of the above resolutions is set out in the notice of the SGM.)

Date: _____ 2023

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 SGM as your proxy, please delete the words “the chairman of the special general meeting of the Company (the “SGM”), 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 SGM.
- 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 SGM, 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 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
- Any alteration made to this proxy form should be initialled 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 SGM 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 SGM 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.