



CHINA MINSHENG DIT GROUP LIMITED

中民築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

PROXY FORM FOR SPECIAL GENERAL MEETING

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares⁽²⁾
of HK\$0.10 each in the capital of China Minsheng DIT Group Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ⁽³⁾ _____
of _____
as my/our proxy to vote and act for me/us at the special general meeting (and at any adjournment thereof) of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 October 2019 at 2:30 p.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 following resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		For ⁽⁴⁾	Against ⁽⁴⁾
1.	Subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda having been obtained, the existing English name of the Company be changed from “China Minsheng DIT Group Limited” to “DIT Group Limited” and the secondary name of the Company in Chinese be changed from “中民築友智造科技集團有限公司” to “築友智造科技集團有限公司” (collectively the “ Change of Company Name ”); and any director of the Company (the “ Director ”) be and is hereby authorized to arrange for the implementation and giving effect to the Change of Company Name, deal with and handle the compliance with the related legal and regulatory requirements (including all necessary registration and filing) and all related and incidental matters and do all acts, deeds and things which he deems necessary, desirable, appropriate or expedient for such purpose, including the making of any necessary certification, signing for and on behalf of the Company any related document, notice and correspondence, and where necessary affixing the common seal of the Company thereto.		
ORDINARY RESOLUTIONS		For ⁽⁴⁾	Against ⁽⁴⁾
2.	(a) Mr. Wu Po Sum be re-elected as an executive Director;		
	(b) Mr. Guo Weiqiang be re-elected as an executive Director;		
	(c) Ms. Wu Wallis (alias Li Hua) be re-elected as a non-executive Director;		
	(d) Mr. Wang Jun be re-elected as a non-executive Director; and		
	(e) the board of Directors be authorised to fix the remuneration of the Directors.		

Dated this _____ day of _____ 2019 Signed ⁽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 HK\$0.10 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).
- If any proxy other than the chairman of the meeting is preferred, strike out the words “the Chairman of the Meeting or” herein stated and 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 BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his 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 under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint holders of any shares of the Company, any one of such joint holder may vote either in person or by proxy in respect of such shares 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.
- In order to be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or authority must be deposited with 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 holding the meeting or adjourned meeting.
- 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 return of this form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.
- Any alteration made in this form of proxy must be initialled by the person who signs it.