



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 ANNUAL 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 Annual General Meeting (and at any adjournment thereof) of the Company to be held at 1804A, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May 2019 at 2:00 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 Resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁽⁴⁾	Against ⁽⁴⁾
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 2018.		
2.	(i) To re-elect Mr. Yin Jun as an executive director of the Company.		
	(ii) To re-elect Mr. Yang Hongwei as an executive director of the Company.		
	(iii) To re-elect Mr. Peng Xiongwen as a non-executive director of the Company.		
	(iv) To re-elect Mr. Ma Lishan as an independent non-executive director of the Company.		
	(v) To authorise the board of directors of the Company to fix the remuneration of directors.		
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 to issue, allot and dispose of additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
5.	To grant a general mandate to the Directors to repurchase shares in the capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
6.	To extend, conditional upon the above resolutions no. 4 and no. 5 being duly passed, the general mandate to allot shares by adding the repurchased shares to the twenty per cent general mandate.		

Dated this _____ day of _____ 2019 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 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 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 BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOXES 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.
- 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 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 must be deposited at the Company's share registrar 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 for the holding of the meeting or any adjournment thereof.
- 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 if you so wish.
- Any alteration made in this form of proxy must be initialled by the person who signs it.