



# DIT GROUP LIMITED

## 築友智造科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 726)

### SUPPLEMENTAL FORM OF PROXY FOR THE SPECIAL GENERAL MEETING

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(2)</sup> of HK\$0.10 each in the capital of DIT Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the special general meeting (the "SGM") (and at any adjournment thereof) of the Company to be held at Unit Nos. 7707-7708, 77/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Friday, 17 July 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary 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.

Unless specified otherwise, capitalized terms used in this supplemental form of proxy shall have the same meanings as those defined in the circulars of the Company dated 16 June 2020 and 29 June 2020.

	ORDINARY RESOLUTIONS*	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To confirm, approve and ratify the EPC Service Arrangement, the terms of the EPC Service Arrangement contemplated under the Framework Agreement I and the estimated transaction values under the EPC Service Arrangement and authorize any one Director to do all such acts and things and sign, seal, execute and deliver all such documents in connection with the EPC Service Arrangement contemplated under the Framework Agreement I.		
2.	To confirm, approve and ratify the Supply Arrangement, the terms of the Supply Arrangement contemplated under the Framework Agreement I and the Proposed Supply Arrangement Annual Cap and authorize any one Director to do all such acts and things and sign, seal, execute and deliver all such documents in connection with the Supply Arrangement contemplated under the Framework Agreement I.		
3.	To confirm, approve and ratify the Park Design Service Arrangement, the terms of the Park Design Service Arrangement contemplated under the Framework Agreement II and the estimated transaction values under the Park Design Service Arrangement and authorize any one Director to do all such acts and things and sign, seal, execute and deliver all such documents in connection with the Park Design Service Arrangement contemplated under the Framework Agreement II.		
4.	To approve and adopt the New Share Option Scheme, and to authorise the Board to grant Options under the New Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme.		
5.	To approve the termination of the Existing Share Option Scheme.		

\* Full text of the resolutions is set in the notice of the SGM contained in the circulars of the Company dated 16 June 2020 and 29 June 2020.

Date: this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature <sup>(5)</sup>: \_\_\_\_\_

#### 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 supplemental form of proxy relates registered in your name(s). If no number is inserted, this supplemental 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, please 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.** Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, in the event of a poll, subject to the provisions of the bye-laws of the company, vote in his stead. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE 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 SGM other than those referred to in the notice convening the SGM.
- This supplemental form of proxy must be signed by you or your attorney duly authorized 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 so authorized.
- In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders are present at the SGM, 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 supplemental form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the offices of 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the meeting or adjourned meeting.
- Completion and return of this supplemental form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, this supplemental form of proxy shall be deemed to be revoked.
- If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://cmdrawin.todayir.com> and on the website of the Stock Exchange website at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- Any alteration made in this supplemental form of proxy must be initialled by the person who signs it.
- References to time and dates in this supplemental form of proxy are to Hong Kong time and dates.
- This supplemental form of proxy for use at the SGM should supersede the form of proxy for use at the SGM dispatched together with the notices of the SGM dated 16 June 2020 and 29 June 2020 (each an "Original Proxy Form for the SGM"), the shareholders who have already submitted the Original Proxy Form for the SGM in accordance with the instructions printed hereon should note that the Original Proxy Form for the SGM shall be invalid at the SGM. Shareholders (including the shareholders who have already submitted the Original Proxy Form for the SGM, duly completed or not) who wish to appoint proxies to attend the SGM on their behalf are requested to submit this supplemental form of proxy in accordance with the printed instructions.