



D&G TECHNOLOGY HOLDING COMPANY LIMITED

德基科技控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1301)

FORM OF PROXY FOR FIRST EXTRAORDINARY GENERAL MEETING OF 2016 TO BE HELD ON 26 JULY 2016 (or any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.01 in the issued share capital of D&G Technology Holding Company Limited (the "Company") hereby appoint the Chairman of the meeting^(Note 3) or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting (the "EGM") of the Company of 2016 to be held at 20/F, OfficePlus@Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Tuesday, 26 July 2016 at 9:30a.m. (or at any adjournment thereof).

ORDINARY RESOLUTION ^(Note 6)		For ^(Note 4)	Against ^(Note 4)
(a)	To consider, approve and ratify the Sale and Purchase Agreements in relation to the Acquisition (as defined in the circular of the Company dated 11 July 2016) and the transactions contemplated thereunder be and are hereby approved:		
(i)	To consider and approve the sale and purchase agreement dated 17 June 2016 entered into between Diamond Strong Limited as vendor and Amazing Rush Holdings Limited as purchaser in relation to the purchase of Office A (including the lavatory) and Office B (including the lavatory), 7th Floor, Hing Lung Commercial Building, 68-74 Bonham Strand, Hong Kong		
(ii)	To consider and approve the sale and purchase agreement dated 17 June 2016 entered into between Diamond Strong Limited as vendor and Elegant Station Limited as purchaser in relation to the purchase of Office A and Unit B2, 10th Floor, Hing Lung Commercial Building, 68-74 Bonham Strand, Hong Kong		
(iii)	To consider and approve the sale and purchase agreement dated 17 June 2016 entered into between Mr. Chan as vendor and Elegant Station Limited as purchaser in relation to the purchase of Unit B1 (including the lavatories), 10th Floor, Hing Lung Commercial Building, 68-74 Bonham Strand, Hong Kong		
(iv)	To consider and approve the sale and purchase agreement dated 17 June 2016 entered into between Balama Prima Engineering Company Limited as vendor and Super Diamond Group Limited as purchaser in relation to the purchase of Offices A and B (including the lavatories), 17th Floor, Hing Lung Commercial Building, 68-74 Bonham Strand, Hong Kong		
(b)	To consider and approve any one of the directors of the Company ("Directors") to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreements and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreements) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.		

Date: _____ 2016 Signature(s):^(Note 5) _____

Notes:

- Please insert full name(s) and address(es) as registered in the register of members in BLOCK CAPITALS.
- Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the EGM is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or, if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK ("✓") IN THE BOX MARKED "AGAINST". In the absence of any such indication, your proxy is entitled to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any director or attorney or other person duly authorized. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- The description of each resolution is by way of summary only. Please refer to the Notice for the full descriptions.
- In case of joint holders, only the person whose name appears first in the register of members shall be entitled to vote at the EGM.
- In order 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 of such power of attorney or other authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such event, this form of proxy shall be deemed to be revoked.
- Shareholders or their proxies shall produce their identification documents for verification when attending the EGM.

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 Meeting 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 authorized 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.