



**DONGYUE
FEDERATION**
DONGYUE GROUP LIMITED

東岳集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 189)

Proxy Form for Extraordinary General Meeting

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of Dongyue Group Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
of _____
or failing him/her, the chairman of the meeting as my/our proxy to act for me/us at the extraordinary general meeting (“the Meeting”) (or at any adjournment thereof) of the Company to be held Event Space D, 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 18 December 2023 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions set out in the notice convening the Meeting dated 30 November 2023 (the “Notice”) and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit at his/her own discretion. Unless the content otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 30 November 2023.

Special Resolution		For ^(Note 4)	Against ^(Note 4)
1.	To approve, confirm and ratify the Share Buy-back Agreement and the transactions contemplated thereunder, including the Share Buy-back.		
Ordinary Resolution			
2.	To approve, confirm and ratify the Equity Transfer Agreement and the transactions contemplated thereunder, including the Disposal.		

Date the _____ day of 2023 Signature(s) ^(Note 5) _____

Notes:

- 1 Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- 2 Please insert the number of shares of HK\$0.10 each 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).
- 3 Please 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. The proxy need not be a member of the Company. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting should you so desire.
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- 5 This form of proxy must be executed by a shareholder or his/her 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 duly authorised.
- 6 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 certified copy thereof, must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- 7 Where there are joint holders of any Share, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share 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 in respect of the joint holding.
- 8 The full text of the resolutions to be proposed at the Meeting is set out in the Notice.
- 9 Any alternation made to this form of proxy must be initialled by the person who signs it.

“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 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/Tricor Investor Services Limited at the above address.”