

**PROXY**

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned, stockholder of **D & L INDUSTRIES, INC.**, do hereby constitute and appoint \_\_\_\_\_ as my attorney-in-fact and proxy, to attend and represent me at the Annual Stockholders Meeting of D & L Industries, Inc. on **03 June 2024**, and thereat to vote upon \_\_\_\_\_ shares of stock owned by me on the following agenda items as I have indicated below and any and all business that may come before said meeting. If I fail to indicate my vote on the items specified below, my proxy shall vote in accordance with the recommendation of Management. Management recommends a "FOR ALL" vote for proposal 7, and a "FOR" vote for proposals 3, 4, 5, 6 and 8.

ITEM NO.	SUBJECT MATTER	ACTION		
		For	Against	Abstain
3	<ul style="list-style-type: none"> <li>Approval of Minutes of Previous Meeting</li> </ul>			
4	<ul style="list-style-type: none"> <li>Approval of Annual Report</li> </ul>			
5	<ul style="list-style-type: none"> <li>Approval of the Renewal of the Management Agreements between the Company and its subsidiaries and affiliates</li> </ul>			
6	<ul style="list-style-type: none"> <li>Appointment of Isla Lipana &amp; Co. as External Auditor</li> </ul>			
7	<ul style="list-style-type: none"> <li>Election of Directors</li> </ul>	<b>FOR ALL*</b>	<b>WITHHOLD FOR ALL*</b>	<b>EXCEPTION</b>
	<p>*All nominees listed below</p> <ol style="list-style-type: none"> <li>Mercedita S. Nolleto – Independent (Ind)</li> <li>Corazon S. de la Paz-Bernardo – Ind.</li> <li>Lydia R. Balatbat-Echaz – Ind.</li> <li>Karl Kendrick T. Chua – Ind.</li> <li>Yin Yong L. Lao</li> <li>John L. Lao</li> <li>Alvin D. Lao</li> </ol> <p><i>Note:</i></p> <p><i>To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list the name(s) under.</i></p>			
8	<ul style="list-style-type: none"> <li>Ratification of all acts of the Board of Directors and officers beginning 06 June 2023 to date</li> </ul>			

In the absence of my proxy, this authority is hereby conferred upon the Presiding Officer of the meeting, provided that this proxy shall stand suspended where I am personally present thereat.

This proxy revokes and supersedes all previous proxies executed by me, and the power and authority herein granted shall be valid for said Stockholders Meeting and Adjournments thereof, unless earlier withdrawn by me with written notice filed with the Corporate Secretary of D&L Industries, Inc.

IN WITNESS WHEREOF, the undersigned has executed this PROXY this \_\_\_\_ of \_\_\_\_\_ 2024 in \_\_\_\_\_.

\_\_\_\_\_  
Name and Signature of Stockholder/Authorized Representative

Witnessed by: \_\_\_\_\_