

PineStone 鼎石

Pinestone Capital Limited

鼎石資本有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 804)

PROXY FORM

Form of proxy for use by Shareholders at the annual general meeting (the "Meeting") to be held at Room 1807, 18/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 31 May, 2023 at 2:00 p.m. (or any adjournment thereof)

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) share(s) of
HK\$0.02 each of Pinestone Capital Limited (the "Company") hereby appoint the Chairman of the annual general meeting of the Company
or _____
to act as my/our proxy ^(note c) at the Meeting to be held at Room 1807, 18/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on
Wednesday, 31 May, 2023 at 2:00 p.m. and at any adjournment thereof and vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolution as hereunder indicated ^(note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements for the year ended 31 December 2022 together with the report of the directors and the independent auditor's report of the Company.		
2.	(A) (i) To re-elect Mr. Lee Chun Tung as an executive Director.		
	(ii) To re-elect Mr. Cheung Yan Leung Henry as a non-executive Director.		
	(iii) To re-elect Mr. Yau Tung Shing as a non-executive Director.		
	(iv) To re-elect Mr. Lau Kelly as an independent non-executive Director.		
	(v) To re-elect Mr. Wong Chun Peng as an independent non-executive Director.		
	(vi) To re-elect Mr. Cheng Man Pan as an independent non-executive Director.		
	(B) To authorize the board of directors of the Company to fix their remunerations.		
3.	To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remunerations.		
4.	To give a general mandate to the directors of the Company to repurchase shares which shall not exceed 10% of the aggregate nominal amount of the issued share capital.		
5.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company, which shall not exceed 20% of the Company's aggregate nominal amount of the issued share capital.		
6.	To extend the general mandate given to the Directors to issue, allot and deal with additional shares pursuant to ordinary resolution (5) by the additional share capital repurchased by the Company under the authority granted pursuant to ordinary resolution (4).		
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve the proposed amendments to the existing articles of association and the adoption of the new articles of association of the Company (special resolution in item No. 7 set out in the notice of annual general meeting).		

[#] Full text of the relevant resolution is set out in the circular dated 28 April 2023 convening the Meeting.

Date _____

Shareholder's signature ^(notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set above, please tick ("✓") the box marked "FOR" against such resolution. If you wish to vote against a resolution, please tick ("✓") the box marked "AGAINST" against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by the shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of holding the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending the voting in person at the Meeting or any adjournment thereof if you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.