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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in PineStone Capital Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at Room 1807, 18/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 19 October 2022 at 11:00 a.m. or any adjournment thereof is set out from pages 13 to 14 of this circular.

If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoon is announced by the Government of Hong Kong or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 am on the date of the EGM and/or the Hong Kong Observatory has announced at or before 8:00 am on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the EGM will be adjourned in accordance with the articles of association of the Company. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned EGM. The EGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situation. Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy form will be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE EGM

Precautionary measures will be taken to try to minimise the risks of infection of novel coronavirus (“COVID-19”) pandemic at the EGM, including:

- compulsory body temperature checks for all attendees at the entrance of the meeting venue;
- prohibition from attendance at the EGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the EGM;
- each attendee may be asked whether (a) he/she travelled outside of Hong Kong within the 14-day period immediately before the EGM; and (b) he/she is subject to any Hong Kong government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue;
- compulsory wearing of surgical face masks throughout the EGM;
- maintaining proper distance between seats; and
- no refreshments will be served at the EGM.

Any person who does not comply with the precautionary measures may be denied entry into the venue of the EGM. The Company reminds Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

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PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong Government at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the EGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) compulsory body temperature checks for all attendees at the entrance of the EGM venue. Any person with a body temperature of 37.3 degrees Celsius or above will not be allowed to attend the EGM;
- (ii) prohibition from attendance at the EGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the EGM;
- (iii) each attendee may be asked whether (a) he/she travelled outside of Hong Kong within the 14-day period immediately before the EGM; and (b) he/she is subject to any quarantine prescribed by the Hong Kong Government. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue;
- (iv) all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the EGM;
- (v) appropriate distance between seats in line with the guidance from the Hong Kong Government will be maintained. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM; and
- (vi) no refreshments will be served.

In light of the continuing risks posed by COVID-19, the Company strongly advises Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

The proxy form is enclosed with the EGM circular for Shareholders who opt to receive physical copy of the circular. Alternatively, the proxy form can also be downloaded from the Company's website at www.pinestone.com.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Shareholders are advised to read these precautionary measures carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the EGM and precautionary measures and may issue further announcement on such measures as appropriate.

PRECAUTIONARY MEASURES FOR THE EGM

Health education materials and up-to-date development on COVID-19 can be found on the website of Centre for Health Protection (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

If Shareholders have any questions relating to the EGM, please contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which commercial banks are generally open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Company”	Pinestone Capital Limited (鼎石資本有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares in the capital of which are listed on the Main Board of the Stock Exchange (Stock Code: 0804)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company after the Share Consolidation becomes effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.001 each in the existing share capital of the Company before the Share Consolidation becomes effective
“EGM”	the extraordinary general meeting of the Company proposed to be held at Room 1807, 18/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 19 October 2022 at 11:00 a.m.
“Group”	the Company and its subsidiaries
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	28 September 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading Day(s)”	means a day on which trading of the Shares is conducted on the Stock Exchange in accordance with the rules and regulations of the Stock Exchange promulgated from time to time
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Latest time for lodging transfers of shares in order to
qualify for attendance and voting at the EGM 4:30 p.m. on
Tuesday, 11 October 2022

Register of members closes (both days inclusive) Wednesday, 12 October 2022 to
Wednesday, 19 October 2022

Latest time for lodging forms of proxy for the EGM 11:00 a.m. on
Monday, 17 October 2022

Date and time of the EGM 11:00 a.m. on
Wednesday, 19 October 2022

Publication of the announcement of the results of the EGM Wednesday, 19 October 2022

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation as set out in this circular.

Effective date of the Share Consolidation Friday, 21 October 2022

First day of free exchange of existing share certificates
for new share certificates for Consolidated Shares Friday, 21 October 2022

Dealing in the Consolidated Shares commences 9:00 a.m. on
Friday, 21 October 2022

Original counter for trading in the Existing Shares
in board lots of 5,000 Existing Shares
(in the form of existing share certificates) temporarily closes 9:00 a.m. on
Friday, 21 October 2022

Temporary counter for trading in the Consolidated Shares
in board lots of 250 Consolidated Shares
(in the form of existing share certificates) opens 9:00 a.m. on
Friday, 21 October 2022

Original counter for trading in the Consolidated Shares in board lots
of 5,000 Consolidated Shares (in the form of new share certificates
for the Consolidation Shares) re-opens 9:00 a.m. on
Friday, 04 November 2022

EXPECTED TIMETABLE

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Friday, 04 November 2022
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 04 November 2022
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Thursday, 24 November 2022
Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 24 November 2022
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends	4:10 p.m. on Thursday, 24 November 2022
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Monday, 28 November 2022

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Cheung Yan Leung Henry (*Chairman*)
Mr. Mr. Lee Chun Tung

Non-Executive Director:

Mr. Yau Tung Shing

Independent Non-Executive Directors:

Mr. Yeung King Wah
Mr. Lai Tze Leung George
Mr. So Stephen Hon Cheung
Mr. Lau Kelly
Mr. Wong Chun Peng Stewart

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

*Headquarter and Principal Place of
Business in Hong Kong:*

Room 1807, 18/F.,
China Resources Building
26 Harbour Road, Wan Chai
Hong Kong

3 October 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 16 September 2022 (the “**Announcement**”) in relation to, among other matters, the proposed Share Consolidation. The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation and the Notice of EGM.

2. PROPOSED SHARE CONSOLIDATION

The Board proposes that every twenty (20) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 divided into 500,000,000,000 Shares of par value of HK\$0.001 each, and there are 4,511,890,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 225,594,500 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$500,000,000 but will be divided into 25,000,000,000 Consolidated Shares of HK\$0.02 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Friday, 21 October 2022, being the second Business Day after the EGM, subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any Trading Day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the equity of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought. None of the debt securities of the Company are listed or dealt in on the Stock Exchange or other stock exchange.

As at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

3. REASONS FOR THE SHARE CONSOLIDATION

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 divided into 500,000,000,000 Shares of par value of HK\$0.001 each, and there are 4,511,890,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 225,594,500 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$500,000,000 but will be divided into 25,000,000,000 Consolidated Shares of HK\$0.02 each.

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 (the “Guide”) has further stated that market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules. It has also stated in the Guide that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, and therefore further broaden the shareholder base of the Company.

LETTER FROM THE BOARD

The Board considers that the Share Consolidation is essential to achieve the above-mentioned purpose. Taking into account of the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may affect the trading in the Shares, and the Company does not have any concrete plan to conduct any fund-raising activities in the next 12 months.

No Change In Board Lot Size

The Existing Shares are currently traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 5,000 Consolidated Shares per board lot.

Based on the closing price of HK\$0.017 per Existing Share (equivalent to the theoretical closing price of HK\$0.34 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 5,000 Existing Shares is HK\$85; and (ii) the value per board lot of 5,000 Consolidated Shares would be HK\$1,700 on the assumption that the Share Consolidation becomes effective.

4. OTHER ARRANGEMENTS

Fractional Entitlement to Consolidated Shares

Fractional Consolidated Shares (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on Odd Lot Trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company appointed a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Mr. Wayne Wong of Silverbricks Securities Company Limited at telephone number (+852) 3998 5127 during office hours (9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from Friday, 04 November 2022 to Thursday, 24 November 2022 (both days inclusive).

LETTER FROM THE BOARD

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of Certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 21 October 2022, Shareholders may on or after Friday, 21 October 2022 and until Monday, 28 November 2022 (both days inclusive), submit their existing share certificates in blue colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates in yellow colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 per share certificate (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of new share certificates.

After 4:10 p.m. on Thursday, 24 November 2022, trading will only be in Consolidated Shares which share certificates will be issued in yellow colour. Existing share certificates in blue colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as prima facie evidence of title.

5. EGM

The EGM will be held at Room 1807, 18/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 19 October 2022 at 11:00 a.m. to consider and, if thought fit, pass the resolution to approve the Share Consolidation.

A notice convening the EGM is set out on pages 13 to 14 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked. Please refer to the section headed "Precautionary Measures for the EGM" of this circular for further details.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder would have a material interest in the Share Consolidation which is different from other Shareholders, and no Shareholder should be required to abstain from voting on the resolution approving the Share Consolidation at the EGM.

After the conclusion of the EGM, the poll vote results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Wednesday, 12 October 2022 to Wednesday, 19 October 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 11 October 2022.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the ordinary resolution to be proposed at the EGM.

9. MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

10. WARNING

Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions set out above. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully
By Order of the Board
Pinestone Capital Limited
Cheung Yan Leung Henry
Chairman

NOTICE OF EGM

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Pinestone Capital Limited (the “**Company**”) will be held at Room 1807, 18/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 19 October 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day immediately following the date on which this resolution is passed:
 - (a) every twenty (20) issued and unissued ordinary shares with a par value of HK\$0.001 each in the issued and authorised share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$0.02 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and articles of association of the Company, so that following the Share Consolidation, the authorised share capital of the Company shall be changed from HK\$500,000,000 divided into 500,000,000,000 shares of a nominal or par value of HK\$0.001 each to HK\$500,000,000 divided into 25,000,000,000 shares of a nominal or par value of HK\$0.02 each;
 - (b) following the Share Consolidation, the directors of the Company (the “**Directors**”) be and are hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

NOTICE OF EGM

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By Order of the Board
Pinestone Capital Limited
Cheung Yan Leung Henry
Chairman

Hong Kong, 3 October 2022

Notes:

- (1) In view of the continuing and currently elevated risks posed by the Novel Coronavirus (“COVID-19”) pandemic and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the laws of Hong Kong), the Company will implement precautionary measures at the EGM, details of which are set out in the section headed “Precautionary measures for the EGM” on pages 1 and 2 of the circular of the Company dated 3 October 2022.
- (2) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (3) In order to be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notorially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding the EGM (or any adjournment thereof).
- (4) In case of joint holders of a share in the capital of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the meeting personally or by proxy, that one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- (5) The register of members will be closed from Wednesday, 12 October 2022 to Wednesday, 19 October 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 11 October 2022.
- (6) Save for resolutions approving the procedural and administrative matters, any voting of the meeting shall be taken by poll.
- (7) The Company will implement arrangements at the EGM in compliance with the laws and regulations in Hong Kong in relation to the prevention of the current COVID-19. Shareholders are advised to read the cover page and pages 13 to 14 of the circular of the Company dated 3 October 2022 for details of the arrangements and monitor the development of COVID-19. Subject to the development of COVID-19 and to the extent permitted under law, the Company may implement further changes and arrangements at the EGM.

As at the Latest Practicable Date, the Board comprises Mr. Cheung Yan Leung Henry and Mr. Lee Chun Tung as executive Directors; Mr. Yau Tung Shing as non-executive Director; and Mr. Yeung King Wah, Mr. Lai Tze Leung George, Mr. So Stephen Hon Cheung, Mr. Lau Kelly and Mr. Wong Chun Peng Stewart as independent non-executive Directors.