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BRAINHOLE TECHNOLOGY LIMITED

脑洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2203)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Brainhole Technology Limited (the “**Company**”) will be held at Luxembourg Room I-II, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong at 2:30 p.m. on Tuesday, 20 August 2019, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company to be taken by way of poll:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the Acquisition Agreement (as defined and described in the circular to the shareholders of the Company dated 30 July 2019 (the “**Circular**”) and the transactions contemplated under the Acquisition Agreement (a copy of the Acquisition Agreement is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) be and are hereby confirmed, approved and ratified; and
- (b) any one director of the Company (“**Director**”) be and is hereby authorised to do such acts and things, to sign and execute such other documents and to take such steps as he/she in his/her discretion consider necessary, appropriate, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Acquisition Agreement and the transactions contemplated thereunder.”

By order of the Board
Brainhole Technology Limited
Zhang Liang Johnson
Chairman and Executive Director

Hong Kong, 30 July 2019

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Office A, 31/F, Billion Plaza II
10 Cheung Yue Street
Cheung Sha Wan, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the joint holder whose name stands first on the register of members of the Company in respect of the joint holding who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
3. In order to be valid, the form of proxy for use at the EGM must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM or adjournment thereof.
4. As at the date of this notice, the executive Directors are Mr. Zhang Liang Johnson and Ms. Wan Duo; and the independent non-executive Directors are Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo.
5. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be Tuesday, 20 August 2019. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 14 August 2019.