



CORNERSTONE TECHNOLOGIES HOLDINGS LIMITED

基石科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8391)

Form of Proxy for Extraordinary General Meeting

I/We,¹ _____
of _____
being holder(s) of² _____ shares of
HK\$0.01 each in the capital of Cornerstone Technologies Holdings Limited (the “Company”) hereby appoint³ the Chairman of the meeting or
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held on Tuesday, 12
December, 2023 at 3:00 p.m. at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong or its adjournment in respect of the resolutions
set out in the notice convening the said meeting (the “Notice”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	<p>“THAT:</p> <p>(a) the entering into of the sale and purchase agreement (the “Sale and Purchase Agreement”) dated 15 August, 2023 between the Company and Castle Noble International Limited (the “Purchaser”) in relation to the disposal of the entire issued share capital of Elegance Printing Holding Limited and Elegance Printing Services Holding Limited by the Company to the Purchaser (a copy of the Sale and Purchase Agreement marked “A” has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder be hereby approved, ratified and confirmed; and</p> <p>(b) any one director of the Company be and is hereby authorised to execute the Sale and Purchase Agreement and all such other documents and to do all such acts or things for and on behalf of the Company, and to make and agree such variations of a minor or non-material nature in or to the terms of the Sale and Purchase Agreement as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated therein.”</p>		
2.	<p>A. “THAT:</p> <p>(a) subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “Shares”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “New Share Option Scheme”), the rules of which have been produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, the rules of the New Share Option Scheme be and are hereby approved and adopted and the directors (the “Directors”) of the Company be and are hereby authorised to grant options to allot, issue and deal in the Shares as maybe required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme;</p> <p>(b) the total number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10 per cent. of the Shares in issue as at the date of passing of this resolution;</p> <p>(c) conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 19 April 2018 (the “Existing Share Option Scheme”) be and is hereby terminated upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution).”</p> <p>B. “THAT conditional upon the New Share Option Scheme being approved and adopted by way of ordinary resolution of the Company numbered 2A above, the submit on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all share schemes of the Company of 1% of the total number of Shares in issue on the date of approval of the New Share Option Scheme be and is hereby approved and adopted.”</p>		

Dated this _____ day of _____ 2023 Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) 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).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the EGM (i.e. not later than 3:00 p.m. on Friday, 8 December, 2023) or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM should you wish.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”), which includes you and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this proxy form will be used in collection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Extraordinary General Meeting. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s branch share registrar and transfer office in Hong Kong and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/have the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.