

BRAINHOLE TECHNOLOGY LIMITED

腦洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2203)

Form of proxy for use by shareholders at the Extraordinary General Meeting to be convened 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

I/We ^(note a), _____
of _____
being the holder(s) of _____ ^(note b) shares of Brainhole Technology Limited
(the “**Company**”) hereby appoint the Chairman of the Meeting or _____ of
to _____ ^(note c) act as my/our proxy
at the extraordinary general meeting of the Company (the “**Meeting**”) to be held 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, and at any adjournment thereof and to vote on my/our behalf as directed below.

Ordinary Resolution		FOR ^(note d)	AGAINST ^(note d)
1	(a) the Acquisition Agreement (as defined and described in the circular to the shareholders of the Company dated 30 July 2019 and the transactions contemplated under the Acquisition Agreement be and are hereby confirmed, approved and ratified; and		
	(b) any one director of the Company 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.		

Dated the _____ day of _____, 2019

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

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b. Please insert the number of shares (the “**Shares**”) in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c. 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 Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form of proxy 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.
- e. Where there are joint holders of any Share, any one of such joint holder 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 Meeting 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.
- f. This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing or, if the shareholder is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- g. 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 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 later than 48 hours before the time of the Meeting or any adjournment thereof.
- h. Any alterations made to this form of proxy should be initialed by the person who signs the form.