

BRAINHOLE
TECHNOLOGY
BRAINHOLE TECHNOLOGY LIMITED
脑洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2203)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON 22 MAY 2024**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of
HK\$0.01 each (“**Shares**”) in the capital of Brainhole Technology Limited (the “**Company**”) HEREBY APPOINT THE CHAIRMAN OF THE
MEETING ^(Note 3) , or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Suites 1801–03,
18/F., One Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on Wednesday, 22 May 2024 at 2:00 p.m. (and at any adjournment thereof)
(the “**Meeting**”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at
the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or,
if no such indication is given, as my/our proxy thinks fit. My/ our proxy will also be entitled to vote on any matter properly put to the Meeting
in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements, the reports of the directors of the Company (the “ Directors ”) and the auditors of the Company for the year ended 31 December 2023.		
2.	To re-elect Mr. Xu Liang as independent non-executive Director.		
3.	To re-elect Ms. Zhang Yibo as independent non-executive Director.		
4.	To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.		
5.	To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of its issued Shares.		
7.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of its issued Shares.		
8.	To extend the general mandate granted to the Directors to allot, issue and deal with new Shares by an amount not exceeding the amount of the Shares repurchased by the Company.		

Signature(s) ^(Note 5) _____ Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out “**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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked “FOR”. If you wish to vote against a resolution, tick in the box marked “AGAINST”.** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- A member entitled to attend and vote at the Meeting shall be entitled to appoint any person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy needs not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. The instrument appointing a proxy 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 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 or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company, not later than 48 hours before the time of the Meeting (i.e. by 2:00 p.m. on Monday, 20 May 2024 (Hong Kong Time)) or any adjournment thereof.
- Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 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/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The descriptions of the above resolutions are by way of summary only. The full text appears in the Company’s notice convening the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the **Purposes** and to such parties who are authorised by law to request the information or are otherwise relevant for the **Purposes** and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the **Purposes**. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.