

PineStone 鼎石

PINESTONE CAPITAL LIMITED

鼎石資本有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8097)

PROXY FORM

Form of proxy for use by Shareholders at the extraordinary general meeting to be held at Unit 1506, 15th Floor, Wheelock House, 20 Pedder Street, Central, Hong Kong on 14 March 2016 at 11:00 a.m. (or any adjournment thereof)

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) share(s) of HK\$0.01 each of
PineStone Capital Limited (the “Company”) hereby appoint the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at Unit 1506, 15th Floor, Wheelock House, 20 Pedder Street, Central, Hong Kong on 14 March 2016 at 11:00 a.m. and at any adjournment thereof and vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolution as hereunder indicated ^(note d).

ORDINARY RESOLUTION	FOR	AGAINST
<p>“THAT subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), the Share Subdivision (as defined below) be approved in the following manner:</p> <p>(a) each of the existing issued and unissued shares of the Company of HK\$0.01 each in the share capital of the Company be and is hereby subdivided (the “Share Subdivision”) into ten (10) subdivided shares of HK\$0.001 each (the “Subdivided Shares”) and the Share Subdivision shall take effect on the next business day immediately following the day on which this resolution is passed;</p> <p>(b) all of the Subdivided Shares will rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the memorandum and articles of association of the Company; and</p> <p>(c) any one of the directors or company secretary of the Company be and is hereby authorised to do all such acts, deed and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the matters set out in this resolution.”</p>		

Full text of the relevant resolution is set out in the notice dated 24 February 2016 convening the Meeting.

Date _____ 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 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).
- 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 extraordinary general meeting (the “Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for a resolution set above, please tick (“✓”) the box marked “FOR” against such resolution. If you wish to vote against a resolution, please tick (“✓”) the box marked “AGAINST” against such resolution. If the form 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. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by the shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised.
- 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 offices of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h. Any alteration made to this form should be initialed by the person who signs the form.
- i. Completion and return of this form of proxy will not preclude you from attending the voting in person at the Meeting or any adjournment thereof if you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.