



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 Friday, 25
October, 2024 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 RESOLUTION		FOR ⁴	AGAINST ⁴
1.	“THAT: (a) the subscription agreement dated 20 September 2024 (the “Common Shares Subscription Agreement”) entered into between the Company and Spark EV Company Limited (“Spark”) (a copy of the Common Shares Subscription Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the subscription of the common shares in Spark and the transaction contemplated thereunder (including the formation of joint venture between the Company, EV Verse Company Limited and Floryn Passie Limited (the “Subscriber”) upon completion) be and are hereby approved, confirmed and ratified; (b) the subscription agreement dated 20 September 2024 (the “CN Subscription Agreement”) entered into between the Company and the Subscriber (a copy of the CN Subscription Agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose) in relation to the subscription of the convertible notes in the aggregate principal amount of HK\$200 million to be issued in three tranches (the “Convertible Notes”) and the transaction contemplated (including but not limited to the issue of the Convertible Notes and the allotment and issue of the conversion shares (the “Conversion Shares”) under specific mandate upon exercise of conversion rights attaching to the Convertible Notes) thereunder be and are hereby approved, confirmed and ratified; (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting and not having withdrawn or revoked the approval for the listing of, and permission to deal in the Conversion Shares, the directors of the Company (the “Directors”) be and are hereby granted a specific mandate to allot and issue the Conversion Shares in accordance with the terms of the CN Subscription Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and (d) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Common Shares Subscription Agreement and the CN Subscription Agreement and the transaction contemplated thereunder, including, without limitation, the allotment and issue of the Conversion Shares under the relevant specific mandate.”		

Dated this _____ day of _____, 2024

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 before the time fixed for holding the EGM (i.e. not later than 3:00 p.m. on Wednesday, 23 October 2024) 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 your 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/has 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.