

INTERNATIONAL BUSINESS SETTLEMENT HOLDINGS LIMITED

國際商業結算控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00147)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 8 SEPTEMBER 2023

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.001 each in the capital of International Business Settlement Holdings Limited (the "Company"), HEREBY APPOINT^(Note 3) _____
of _____
or failing him, the CHAIRMAN OF THE MEETING as my/our proxy to vote and act for me/us at the Annual General Meeting ("AGM") (and at any adjournment thereof) of the Company to be held at Unit 3103, 31/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Friday, 8 September 2023^(Note 10) at 11:00 a.m. (for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the AGM and at the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions) as indicated below.

	Ordinary Resolutions	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors (the "Directors") and the independent auditors of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Ms. Chen Lanran as an independent non-executive director of the Company;		
	(b) To re-elect Mr. Wong Kin Ping as an independent non-executive director of the Company; and		
	(c) To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint CL Partners CPA Limited as the independent auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the board of directors to issue new shares of the Company, up to 20% of the issued share capital of the Company as at the date of passing this resolution.		
5.	To grant a general mandate to the board of directors to repurchase shares of the Company, not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To extend the general mandate granted to the board of Directors to allot and issue new shares in the capital of the Company by the aggregate number of shares repurchased by the Company.		
7.	To approve the adoption of the New Share Option Scheme (as defined in the circular of the Company dated 11 August 2023 (the "Circular")) and the Scheme Mandate Limit (as defined in the Circular).		
8.	To approve the termination of the Existing Share Option Scheme (as defined in the Circular).		

Dated this _____ day of _____ 2023

Signature^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of him and a proxy so appointed shall have the same powers on behalf of the shareholder of the Company which a proxy represent. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at or abstain his discretion on any resolution properly put to the AGM other than those referred to in the Notice convening the AGM.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company's principal office located at Unit 3103, 31/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting thereof.
- The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
- If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Friday, 8 September 2023, the AGM will be postponed and the AGM will be held at 11:00 a.m. on Monday, 11 September 2023. You may call the Company at (852) 2549 9988 during business hours from 9:00 a.m. to 6:00 p.m. on Monday to Friday, excluding public holidays for details of alternative meeting arrangements. The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force.
You should make your own decision as to whether you would attend the AGM under bad weather conditions bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.

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 AGM of the Company (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 authorized 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/the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.