

C.banner International Holdings Limited

千百度國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1028)

FORM OF PROXY FOR USE AT SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____

of _____

being the registered holder(s) of _____ shares ^(Note 2) of US\$0.015 each in the capital of C.banner International Holdings Limited (the “Company”) hereby appoint ^(Note 3) _____

of ^(Note 3) _____

or failing him/her, the chairman of the special general meeting (the “Special General Meeting”) as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting to be held at 2/F, Landmark Charter, 8 Connaught Road Central, Central, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. (or if later, as soon as practicable after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day), and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the Special General Meeting and to vote on my/our behalf 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 matters properly put to the Special General Meeting in such manner as he/she thinks fit.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>To approve:</p> <p>“THAT conditional upon compliance by the Company with section 46(2) of the Companies Act 1981 of Bermuda (as amended from time to time) and the bye-laws of the Company (as amended from time to time) to effect the cancellation of share premium account referred to below, and with effect from the date of passing of this special resolution or upon the date on which the above condition is fulfilled (whichever is the later) (the “Effective Date”):</p> <p>(a) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be and is hereby reduced to nil so that the amount of the share premium on the Effective Date as last determined by the Company of RMB646,042,000 (equivalent to US\$103,689,141.66) be reduced by an amount of RMB646,042,000 (equivalent to US\$103,689,141.66) to RMB Nil (equivalent to US\$ Nil) (the “Cancellation”);</p> <p>(b) the credits arising from the Cancellation be entirely transferred to the contributed surplus account of the Company (the “Contributed Surplus Account”) within the meaning of the Companies Act 1981 of Bermuda (as amended from time to time);</p> <p>(c) the board of directors of the Company (the “Board”) or a committee thereof be and is hereby authorised to utilise and apply any credit balance of the Contributed Surplus Account to partly pay the Special Dividend (as defined in the ordinary resolution below) with the remaining balance in the Contributed Surplus Account be utilised and applied to eliminate or to set off the accumulated losses of the Company which may arise from time to time and/or to pay other dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and</p> <p>(d) the Board or a committee thereof be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Cancellation.”</p>		
ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	<p>To approve:</p> <p>“THAT subject to the fulfilment of the conditions set out in the section headed “Conditions of the Payment of Special dividend” in the circular of the Company dated 11 June 2024, the declaration and payment out of the retained profits of the Company and the Contributed Surplus Account of a special dividend of HK\$0.13 per share of the Company (the “Special Dividend”) to shareholders of the Company whose names appear on the register of members of the Company at the close of business on Monday, 8 July 2024, being the record date fixed by the Board for determining the entitlements to the Special Dividend, be and is hereby approved; and the Board be authorised to effect the payment of the Special Dividend and to do all acts and things and to take such steps and to execute such further documents as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”</p>		

Dated this _____ day of _____ 2024

Signature(s) ^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**.
- (2) 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 in the capital of the Company registered in your name(s).
- (3) Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of Special General Meeting will act as your proxy.
- (4) **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 your vote at his/her discretion. 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.
- (5) If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- (6) In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, 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 the meeting, 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 holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- (7) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (8) In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 11:00 a.m. on Tuesday, 25 June 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (9) The register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, to determine the identity of the shareholders who are entitled to attend the Special General Meeting to be held on Thursday, 27 June 2024. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 21 June 2024.
- (10) For determining the entitlement to the proposed Special Dividend, the register of members of the Company will be closed from Thursday, 4 July 2024 to Monday, 8 July 2024, both days inclusive, during which period no transfer of shares will be effected. To qualify for the above proposed Special Dividend, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, 3 July 2024.
- (11) References to time and dates in this form of proxy are Hong Kong time and dates.

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 Special General 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.