

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

I/We^(Note 1) _____
of^(Note 1) _____
being the holder(s) of^(Note 2) _____ shares 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 31st Floor, International Trade Centre, No. 18 East Zhongshan Road, Nanjing, China on Wednesday, 10 July 2019 at 10:00 a.m., and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, 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.

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
THAT: the terms of and the transactions contemplated under the Sale and Purchase Agreement dated 9 May 2019 (a copy of which marked “A” has been tabled before the Special General Meeting and initiated by the chairman of the Special General Meeting for identification purpose) (the “ Sale and Purchase Agreement ”) in respect of the proposed disposal by the Company of the entire issued share capital of Hamleys Global Holdings Limited be and are hereby approved, and any one director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts or things and take all such steps as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Sale and Purchase Agreement and all matters incidental thereto.		

Dated this _____ day of _____, 2019 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 the 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. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar 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 notarially certified copy thereof), not less than 48 hours before the time for holding the meeting. 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.
8. A proxy need not be a shareholder of the Company.