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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of C.banner International Holdings Limited (the "**Company**") will be held at 62/F, Nanjing Center, No.1 South Zhongshan Road, Nanjing, China on Thursday, January 15, 2026 at 3 p.m. (the "**SGM**") for the purposes of considering and, if thought fit, approving (with or without modification) the following resolution:

ORDINARY RESOLUTIONS

1. "**THAT**:

   (a) the subscription agreements dated October 29, 2025 entered into between the Company and the subscribers (the "**Subscribers**") (a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for identification purpose) (the "**Subscription Agreements**") in relation to, among others, the allotment and issue of an aggregate of 474,500,000 warrants (the "**Warrants**") to be subscribed by the Subscribers, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;

   (b) the creation and issue of the Warrants by the Company in accordance with the terms and conditions of the Subscription Agreements and the instrument of the Warrants be and is hereby approved, confirmed and ratified;

   (c) the specific mandate to the directors of the Company (the "**Directors**") to exercise the powers of the Company for the allotment and issue of the warrant shares at the initial exercise price of HK$0.28 each (subject to adjustment in accordance with the term and conditions of the Warrants) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants in accordance with the terms and conditions of the Warrants be and is hereby granted; and

   (d) any Director be and is hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which he/she considers necessary, desirable or expedient to implement and give effect to any matters relating to or in connection with Subscription Agreements and the transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith."

2. "**THAT**: the share option scheme of the Company (the rules of which are contained in the document marked "B" produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the "**Share Option Scheme**") be and is hereby approved and adopted and that any Director be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including without limitation:

   (a) to administer the Share Option Scheme under which options will be granted to eligible persons under the Share Option Scheme to subscribe for the shares of the Company (the "**Shares**");

   (b) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**");

   (c) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Share Option Scheme and subject to the Listing Rules;

   (d) to make application at the appropriate time or times to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the listing of, and permission to deal in, any Shares which may thereafter from time to time be issued and allotted pursuant to the exercise of the options under the Share Option Scheme; and

   (e) to consent, if he/she deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme."

3. "**THAT** the maximum number of Shares which may be allotted and issued pursuant to the Share Option Scheme and any other share schemes of the Company as may from time to time be adopted by the Company (being 10% of the total number of Shares in issue, excluding treasury shares, as at the date of passing this resolution) (the "**Scheme Mandate Limit**") be and is hereby approved and adopted and that any Director be and is hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit."

Resolutions 2 and 3 as set out in this notice are inter-conditional upon each other. In the event that either Resolution 2 or 3 is not passed, both of Resolutions 2 and 3 will not take effect.

By Order of the Board
C.banner International Holdings Limited
Mr. Chen Yixi
Chairman

Hong Kong, December 24, 2025

Notes:

1. A Shareholder who is entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy. A proxy needs not be a Shareholder.

2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be returned to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment or postponement thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.

3. For the purpose of determining Shareholders' entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, January 12, 2026 to Thursday, January 15, 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, January 9, 2026.

4. Where there are joint holders of any Share, any one of such joint holders may vote at the SGM, 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 SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the name stand in the register of members of the Company in respect of such Share.

5. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.

6. As at the date of this notice, the executive Director are Mr. Chen Yixi, Mr. Yuan Zhenhua, Mr. Wu Weiming and Mr. Zhang Baojun, the non-executive Directors are Ms. Fan Yuanyuan and Ms. Zhang Yichen, and the independent non-executive Directors are Mr. Kwong Wai Sun Wilson, Mr. Xu Chengming and Mr. Zheng Hongliang.

7. If a typhoon signal no. 8 or above is hoisted, a black rainstorm warning signal is in force or under any other extreme conditions or adverse weather conditions in Hong Kong, at or at any time after 12:00 noon on the date of the SGM, the SGM will be adjourned or postponed in accordance with the bye-laws of the Company. An announcement will be posted on the websites of the Company and the Stock Exchange to notify the Shareholders of the date, time and place of the adjourned or postponed meeting. The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.