



SANBASE CORPORATION LIMITED

莊皇集團公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8501)

Number of shares to which this proxy form relates ^(Note 1)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD AT 2:30 P.M. ON FRIDAY, 23 AUGUST 2024 (OR ANY ADJOURNMENT THEREOF)

I/We _____ ^(Note 2)

of _____

being the registered holder(s) of ^(Note 3) _____ shares of US\$0.001 each in the capital of Sanbase Corporation Limited 莊皇集團公司 (the “Company”), hereby appoint the Chairman of the meeting or ^(Note 4) _____

of _____

as my/our proxy to attend, act and vote for me/us on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 23 August 2024 at 2:30 p.m. or any adjournment thereof in respect of the resolutions as indicated below.

Please put a “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 5).

#	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and the independent auditor of the Company for the year ended 31 March 2024		
2.	(a) To re-elect Mr. Cheung Chi Man, Dennis as an independent non-executive Director		
	(b) To re-elect Mr. Law Chun Yat as an independent non-executive Director		
	(c) To re-elect Mr. Siu Chi Wai as an independent non-executive Director		
	(d) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors		
3.	To re-appoint Messrs. PricewaterhouseCoopers as the independent auditor of the Company for the year ending 31 March 2025 and authorise the Board to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company and/ or to sell or transfer treasury shares (if any) not exceeding 20% of the existing total number of shares of the Company in issue, excluding treasury shares (if any)		
5.	To grant a general mandate to the Directors to repurchase the Company’s shares not exceeding 10% of the existing total number of shares of the Company in issue, excluding treasury shares (if any)		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares and/ or to sell or transfer treasury shares (if any) by the number of shares repurchased by the Company, excluding treasury shares (if any)		

Dated this _____ day of _____ 2024

Signature of Shareholder(s) ^(Note 6) _____

Notes:

1. Please insert the number of shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of 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.
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
3. Please insert the number of shares of US\$0.001 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to do so, the proxy will be entitled to vote or abstain as he/she thinks fit. Your proxy will be entitled to vote or abstain at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer, attorney or other person duly authorised in writing.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether attending in person or by proxy will be accepted to the exclusion of votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
8. To be valid, this proxy form, together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at "17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong" not later than 48 hours before the time fixed for the meeting (i.e. 2:30 p.m. on Wednesday, 21 August 2024) or any adjourned meeting.
9. Any member entitled to attend and vote at the meeting is entitled to appoint a person (who must be an individual) as his proxy to attend and, on a poll, vote instead of him. A member may appoint any number of proxies to attend in his stead of any one general meeting (or at any one class meeting). A proxy need not be a member of the Company.
10. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish and in such event, this proxy form shall be deemed to be revoked.
11. Full text of the resolution is set out in the notice of the meeting as contained in the Company's circular dated 25 July 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance (Chapter 486, Laws of Hong Kong) ("PDPO").
- (ii) Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the annual general meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- (iii) Your and your proxy's Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, 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 retained for such period as may be necessary for our verification and record purposes.
- (iv) By providing your proxy's Personal Data in this 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 data may be used.
- (v) 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 to the Privacy Compliance Officer, Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong.