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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in C.banner International Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of C.banner International Holdings Limited to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2015 at 10:00 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. Whether or not you intend to attend the annual general meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the Hong Kong share registrar of C.banner International Holdings Limited, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder from attending and voting in person at the annual general meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked.

29 April 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2015 at 10:00 a.m., or any adjournment thereof
“Board”	board of Directors
“Bye-laws”	the bye-laws in force from time to time of the Company
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“Company”	C.banner International Holdings Limited, an exempted company incorporated on 26 April 2002 in Bermuda with limited liability, with its shares listed on the main board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	23 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.015 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	Per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. CHEN Yixi (*Chairman*)
Mr. HUO Li
Mr. XU Tingyu (*Chief Financial Officer*)
Mr. ZHAO Wei (*President*)

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Non-executive Directors:

Mr. MIAO Bingwen
Mr. HO Chi Kit
Mr. WU Guangze
Mr. LI Xinhui (alternate Director to Mr. HO Chi Kit)

Principal place of business in

Hong Kong:
36/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay, Hong Kong

Independent non-executive Directors:

Mr. KWONG Wai Sun Wilson
Mr. LI Xindan
Mr. ZHANG Zhiyong
Mr. ZHENG Hongliang

29 April 2015

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; and b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate. At the Annual General Meeting, an ordinary resolution no. 4 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares. Subject to the passing of the ordinary resolution no. 4 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 400,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 6, the number of Shares repurchased by the Company under ordinary resolution no. 5 will also be added to extend the 20% limit of the Issue Mandate as mentioned in the ordinary resolution no. 4 provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the Issue Mandate.

REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 102(B) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy shall hold office until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Zhao Wei who was appointed by the Board on 23 October 2014 will retire from office and offered himself for re-election at the Annual General Meeting.

In accordance with Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third but not less than one-third, shall retire from office by rotation. A retiring Director shall be eligible

LETTER FROM THE BOARD

for re-election. Accordingly, Mr. Xu Tingyu, Mr. Ho Chi Kit and his alternate Director, Mr. Li Xinhui, Mr. Wu Guangze and Mr. Zhang Zhiyong shall retire by rotation, and being eligible, offered themselves for re-election at the Annual General Meeting.

Brief biographical and other details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Set out on the pages 13 to 17 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend the Annual General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the Company's Hong Kong share registrar, 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 the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Bye-law 70 of the Bye-laws.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

C.banner International Holdings Limited

Chen Yixi

Chairman

Brief biographical and other details of Mr. Xu Tingyu, Mr. Zhao Wei, Mr. Ho Chi Kit and his alternate Director Mr. Li Xinhui, Mr. Wu Guangze and Mr. Zhang Zhiyong who are proposed to be re-elected at the Annual General Meeting are set out as follows:

Executive Directors

Mr. Xu Tingyu (徐庭裕), aged 49, is an executive Director and the chief financial officer of the Company. He received a certificate of completion in 2002 from Nanjing University after taking and passing the postgraduate courses for advanced study in business management with a concentration on financial accounting from September 2000 to June 2002 and is currently a non-practicing member of the PRC Certified Public Accountants Association. Mr. Xu began his career in the banking industry as a manager of Bank of China, Jiangsu Branch, from 1987 to 1999. In 2000, he joined China Orient Asset Management Company (“China Orient”) (東方資產管理公司) as a senior supervisor of its Nanjing office. He was also assigned by China Orient to act as the chief financial officer of Nanjing Jinning Electronics Group Co., Ltd. (南京金寧電子集團有限公司). In November 2002, Mr. Xu joined the Group as the Chief Financial Officer of Mayflower (Nanjing) Industries Limited and subsequently as the internal auditor of the Company. Mr. Xu was appointed as the Chief Financial Officer and executive Director of the Company on 1 April 2007 and 1 March 2008, respectively.

Mr. Xu has entered into a service contract with the Company for a term commencing from 1 January 2015 to 31 December 2017, which may be terminated by not less than three months’ notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Xu is entitled to receive a salary of RMB1,600,000 per annum with discretionary bonus, as determined by the Board with reference to the prevailing market conditions, his experience, responsibility, workload and fees paid by the comparable companies.

Mr. Zhao Wei (趙偉), aged 48, is an executive Director and the president of the Company, responsible for overseeing the Group’s overall operation. He was a former executive Director for the period from 2 February 2004 to 15 June 2012, responsible for the Group’s expansion strategies and wholesale. Mr. Zhao joined the Group in December 1995 as a sales manager. Mr. Zhao graduated from Jilin Agricultural University majoring in fishery science in 1990. He also obtained a Master of Business Administration Degree from Singapore Nanyang Technological University in 2008.

Mr. Zhao has entered into a service agreement with the Company for a term of two years commencing from 23 October 2014, which may be terminated by not less than three months’ notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Zhao is entitled to receive a salary of RMB2,400,000 per annum with discretionary bonus, as determined by the Board with reference to the prevailing market conditions, his experience, responsibility, workload and fees paid by the comparable companies.

Non-executive Directors

Mr. Ho Chi Kit (何志傑), aged 52, has been appointed as a non-executive Director on 15 June 2012. He is also a member of the audit committee, the remuneration committee, the nomination committee and the strategy committee of the Company. He is a Partner of CVC Asia Pacific Limited, the adviser to the investment funds which ultimately own China Champion Holdings Limited. Mr. Ho holds a B.S. (Honours) in Computer Science from the University of Manitoba and an M.B.A. from the University of British Columbia. He is also a Chartered Financial Analyst. Mr. Ho has been with CVC Asia Pacific Limited since 1999 and is currently responsible for CVC's investment activities in Hong Kong and China. Prior to CVC Asia Pacific Limited, Mr. Ho was an investment director of Citicorp Everbright China Fund where he actively led the fund's investments in China. Prior to that, he was the associate investment director of Citicorp Capital Asia Limited and assisted in building a regional investment portfolio for Citicorp in Asia. Mr. Ho is currently the vice chairman of Zhuhai Zhongfu Enterprise Co., Ltd. (stock code: 000659), a Chinese company listed on the Shenzhen Stock Exchange. From 1 January 2011 to 21 August 2013, Mr. Ho was the alternate director to Mr. Roy Kuan who was appointed as non-executive director of Sun Hung Kai & Co., Ltd. (stock code: 0086), a company listed on the Stock Exchange on 1 January 2011. With effect from 22 August 2013, Mr. Ho has been re-designated from an alternate director to a non-executive director of Sun Hung Kai & Co., Ltd..

Mr. Ho has entered into an appointment letter with the Company for a term of three years commencing from 15 June 2012, subject to retirement by rotation and re-election at Annual General Meeting. Mr. Ho is entitled to a Director's fee of HK\$200,000 per annum which is determined with reference to the fees paid by comparable companies, time commitment and responsibilities of Mr. Ho and the Company's performance.

Mr. Li Xinhui (李昕暉), aged 42, has been appointed as an alternate Director to Mr. Ho Chi Kit on 15 June 2012. He is currently a Director of CVC Asia Pacific Limited, the adviser to the investment funds which ultimately own China Champion Holdings Limited. Mr. Li holds a BA from Tsinghua University and an MBA from the Ivey School of Business at University of Western Ontario. Mr. Li has been with CVC Asia Pacific Limited since 2011 and is a core member of its Asia Pacific Operations team. Prior to CVC Asia Pacific Limited, Mr. Li was a principal of Booz & Company Greater China. Prior to that, he was a Global Chief Procurement Officer of AZ Electronic Materials. Prior to this, he was the head of purchasing, Asia Pacific, at Henkel.

Mr. Li has not entered into any Director service contract with the Company. As an alternate Director to Mr. Ho Chi Kit, Mr. Li will not receive any remuneration from the Company. Mr. Li will cease to be an alternate Director if his appointor, Mr. Ho Chi Kit, ceases to be a Director.

Mr. Wu Guangze (吳廣澤), aged 37, has been appointed as a non-executive Director on 15 June 2012. He is also a member of the nomination committee and the strategy committee of the Company. He is the partner of China Consumer Capital Partners Limited. Mr. Wu received a Master of Science degree from the University of Reading and a Bachelor of Arts degree from the University of Hertfordshire. As at the Latest Practicable Date, Mr. Wu was deemed to be interested in 124,033,400 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wu has entered into an appointment letter with the Company for a term of three years commencing from 15 June 2012, subject to retirement by rotation and re-election at Annual General Meeting. Mr. Wu is entitled to a Director's fee of HK\$200,000 per annum which is determined with reference to the fees paid by comparable companies, time commitment and responsibilities of Mr. Wu and the Company's performance.

Independent Non-executive Director

Mr. Zhang Zhiyong (張志勇), aged 47, has been appointed as an independent non-executive Director on 15 October 2012. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company. He was the former chief executive officer of Li Ning Company Limited ("Li Ning"), a company listed on the Stock Exchange (Stock Code: 2331) for the period from June 2004 to July 2012. Mr. Zhang was also an executive director of Li Ning from 5 June 2004 to 27 June 2014 and a non-executive director of Li Ning from 28 June 2014 to 6 October 2014. Mr. Zhang obtained a bachelor's degree of economics (經濟學學士學位) from Capital University of Economics and Business (首都經濟貿易大學) (formerly known as Beijing College of Economics (北京經濟學院)) in 1991 and an executive master degree in business administration (高級管理人員工商管理碩士學位) from Guanghua School of Management of Peking University (北京大學光華管理學院) in 2006.

Mr. Zhang has entered into an appointment letter with the Company for a term commencing from 15 October 2013 to 14 October 2016, subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Zhang is entitled to a Director's fee of HK\$200,000 per annum which is determined with reference to the fees paid by comparable companies, time commitment and responsibilities of Mr. Zhang and the Company's performance.

Save as disclosed herein, as at the Latest Practicable Date, and to the best knowledge and belief of the Board, the Directors confirmed that:

- (a) each of Mr. Xu Tingyu, Mr. Zhao Wei, Mr. Ho Chi Kit and his alternate Director, Mr. Li Xinhui, Mr. Wu Guangze and Mr. Zhang Zhiyong (collectively, the "Retiring Directors") was not connected with any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company;
- (b) the Retiring Directors did not have any interest in the Shares which were required to be disclosed under Part XV of the SFO;
- (c) the Retiring Directors did not hold any other position with the Company or any other member of the Group, nor had any directorships in other listed companies in the past three years;
- (d) there is no other information relating to the re-election of the Retiring Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules; and
- (e) the Company is not aware of any other matter relating to the re-election of the Retiring Directors that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules to provide all the requisite information in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares with nominal value of US\$0.015 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 200,000,000 Shares, which represent 10% of the issued share capital of the Company as at the date of the passing of the resolution granting the Repurchase Mandate, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the Bye-laws; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for such purpose and in accordance with its memorandum of association, the Bye-laws, the Listing Rules, the Companies Act and any other applicable laws and regulations of Bermuda.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or on the gearing levels of the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and Bye-laws of the Company and the applicable laws of Bermuda.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Chen Yixi ("Mr. Chen") through his wholly owned company, Hongguo International Group Limited (formerly known as High Score Holdings Limited) was interested in 764,911,300 Shares, representing an approximate of 38.25% of the existing issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, Mr. Chen's interests in the Company through Hongguo International Group Limited would be increased to approximately 42.50% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory general offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for the Controlling Shareholders to make a mandatory offer.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the last six months prior to the Latest Practicable Date.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest prices HK\$	Lowest prices HK\$
2014		
April	2.60	2.46
May	2.60	2.42
June	2.58	2.40
July	2.55	2.42
August	2.56	2.48
September	2.53	2.45
October	2.46	2.38
November	2.45	2.36
December	2.41	2.21
2015		
January	2.40	2.18
February	2.29	2.25
March	2.40	2.08
April (up to the Latest Practicable Date)	2.78	2.39

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of C.banner International Holdings Limited (the “Company”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2015 at 10:00 a.m. for the following purposes:

Ordinary business

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2014.
2.
 - (a) To re-elect Mr. Xu Tingyu as executive director;
 - (b) To re-elect Mr. Zhao Wei as executive director;
 - (c) To re-elect Mr. Ho Chi Kit as non-executive director and Mr. Li Xinhui as his alternate director;
 - (d) To re-elect Mr. Wu Guangze as non-executive director;
 - (e) To re-elect Mr. Zhang Zhiyong as independent non-executive director; and
 - (f) To authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.

Special business

To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

4. **“That:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or

NOTICE OF ANNUAL GENERAL MEETING

such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (a) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:–
 - (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the bye-laws of the Company to be held;
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (ii) **“Rights Issue”** means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. **“That:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:–

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“That** conditional upon the resolutions numbered 4 and 5 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such

NOTICE OF ANNUAL GENERAL MEETING

powers pursuant to the ordinary resolution numbered 4 set out in this notice be and is hereby extended by the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5 set out in this notice, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

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

PRC, 29 April 2015

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal place of business in
Hong Kong:*
36/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay, Hong Kong

Notes:

- (i) 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.
- (ii) 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 vote(s) of the other joint holder(s) 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 members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be 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 appointed for the holding of the above meeting 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.
- (iv) The register of members of the Company will be closed from Tuesday, 23 June 2015 to Friday, 26 June 2015, both days inclusive, to determine the identity of the shareholders who are entitled to attend the Annual General Meeting to be held on Friday, 26 June 2015. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong share registrar 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 Monday, 22 June 2015.
- (v) Details of the retiring directors, namely Mr. Xu Tingyu, Mr. Zhao Wei, Mr. Ho Chi Kit and his alternate director, Mr. Li Xinhui, Mr. Wu Guangze and Mr. Zhang Zhiyong are set out in Appendix I to the accompanied circular dated 29 April 2015.

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- (vi) In respect of the ordinary resolution numbered 4 above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange.

- (vii) In respect of ordinary resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 29 April 2015.