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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)

**COMPLETION OF
ISSUE OF CONVERTIBLE BONDS BY THE COMPANY
AND
ISSUE OF EXCHANGEABLE BONDS BY SUBSTANTIAL SHAREHOLDERS
CHANGE IN DIRECTORS
CHANGE OF MEMBERS OF AUDIT, REMUNERATION AND NOMINATION COMMITTEES
AND ESTABLISHMENT OF STRATEGY COMMITTEE**

The Board announces that the Convertible Bonds in the aggregate principal amounts of RMB138,617,930, RMB18,902,445 and RMB31,504,075 were issued to CVC, CCC1 and Mousse, respectively, on 15 June 2012.

In addition, the Company has been informed by the Substantial Shareholders that the Exchangeable Bonds in the aggregate principal amounts of HK\$294,521,280, HK\$170,512,320 and HK\$38,752,800 were issued to CVC, CCC2 and Mousse, respectively, on 15 June 2012.

Pursuant to the CB Subscription Agreement, the Board has approved the appointment of Mr. Ho Chi Kit, who was nominated by CVC, and Mr. Wu Guangze, who was nominated by CCC1, as non-executive Directors, each with effect from 15 June 2012. Mr. Ho has also been appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 15 June 2012. Mr. Li Xinhui has been appointed as the alternate Director to Mr. Ho.

In pursuance of the CB Subscription Agreement, the Company has established the Strategy Committee of the Company with written terms of reference on 15 June 2012. The Board has appointed Mr. Chen Yixi, Mr. Li Wei, Mr. Miao Bingwen, Mr. Ho and Mr. Wu as members of the Strategy Committee and Mr. Chen Yixi has been appointed as the chairman of the Strategy Committee with effect from 15 June 2012.

The Board also announces that Mr. Zhao Wei has tendered his resignation as Director with effect from 15 June 2012.

Reference is made to the announcements (the “**Announcements**”) of C.banner International Holdings Limited (the “**Company**”) dated 18 May 2012 and 6 June 2012 in relation to, inter alia, the issue of Convertible Bonds by the Company and the issue of Exchangeable Bonds by the Substantial Shareholders. Unless otherwise specified, terms defined in the Announcements shall have the same meanings when used in this announcement.

COMPLETION OF ISSUE OF CONVERTIBLE BONDS

The Board announces that all the conditions precedent under the CB Subscription Agreement have been fulfilled/waived and the Company and the CB Subscribers agreed that completion of the CB Subscription Agreement shall take place on 15 June 2012. Accordingly, the Convertible Bonds in the aggregate principal amounts of RMB138,617,930, RMB18,902,445 and RMB31,504,075 were issued to CVC, CCC1 and Mousse, respectively, on 15 June 2012.

COMPLETION OF ISSUE OF EXCHANGEABLE BONDS

The Company has been informed by the Substantial Shareholders that the Exchangeable Bonds in the aggregate principal amounts of HK\$294,521,280, HK\$170,512,320 and HK\$38,752,800 were issued to CVC, CCC2 and Mousse, respectively, on 15 June 2012. In addition, as informed by the Substantial Shareholders, they have entered into share charges dated 15 June 2012 in favour of the EB Subscribers, pursuant to which High Score, Media Value and Sure Manage have, in aggregate, charged 101,207,000 Shares, 75,777,500 Shares and 74,908,700 Shares, respectively, to secure the liabilities and obligations owing, payable or incurred by any of the Substantial Shareholders to the EB Subscribers under the EB Subscription Agreement and the Exchangeable Bonds.

CHANGE IN DIRECTORS AND CHANGE OF MEMBERS OF AUDIT, REMUNERATION AND NOMINATION COMMITTEES AND ESTABLISHMENT OF STRATEGY COMMITTEE

Pursuant to the CB Subscription Agreement, each of CVC and CCC1 shall have the right to nominate one person to be appointed as a non-executive Director and CVC shall have the right to nominate one person as an independent non-executive Director. Accordingly, the Board has approved the appointment of Mr. Ho Chi Kit (“**Mr. Ho**”), who was nominated by CVC, and Mr. Wu Guangze (“**Mr. Wu**”), who was nominated by CCC1, as non-executive Directors, each with effect from 15 June 2012. Mr. Ho has also been appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 15 June 2012. We have been notified by CVC that it shall nominate one person as an independent non-executive Director when a suitable candidate has been found.

In accordance with the Bye-Laws of the Company, Mr. Ho has appointed Mr. Li Xinhui (“**Mr. Li**”) as his alternate Director. The Board has approved the appointment of Mr. Li as an alternate Director to Mr. Ho with effect from 15 June 2012.

Biographical details of Mr. Ho, Mr. Wu and Mr. Li are as follows:

Mr. Ho Chi Kit

Mr. Ho Chi Kit, aged 49, 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., a Chinese company listed on the Shenzhen Stock Exchange. From 13 July 2010 to 1 January 2011, Mr. Ho was a non-executive director of Sun Hung Kai & Co., Ltd, a company listed on the Hong Kong Stock Exchange. Since 1 January 2011, Mr. Ho has been the alternate director to Mr. Roy Kuan who was appointed as non-executive director of Sun Hung Kai & Co., Ltd. on 1 January 2011. He was a non-executive director of Hung Hing Printing Group Limited, a company listed on the Hong Kong Stock Exchange from 17 July 2008 to 3 August 2011. Save as disclosed herein, he had not held any directorship in any other listed companies during the three years preceding the date of this announcement.

As at the date of this announcement, Mr. Ho does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Ho has not entered into any service contract with the Company but 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 general meeting of the Company. Mr. Ho is not entitled to any remuneration. Mr. Ho confirmed that there is no information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of the shareholders of the Company.

Mr. Wu Guangze

Mr. Wu Guangze, aged 34, 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. Mr. Wu had not held any directorship in any other listed companies during the three years preceding the date of this announcement.

As at the date of this announcement, Mr. Wu is interested in 43,299,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Wu has not entered into any service contract with the Company but 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 general meeting of the Company. Mr.

Wu is not entitled to any remuneration. Mr. Wu confirmed that there is no information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of the shareholders of the Company.

Mr. Li Xinhui

Mr. Li Xinhui, aged 39, is a Director of CVC Asia Pacific Ltd, 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 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 had not held any directorship in any other listed companies during the three years preceding the date of this announcement.

As at the date of this announcement, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. He does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Li has not entered into any director service contract with the Company. As an alternate Director to Mr. Ho, Mr. Li will not receive any remuneration from the Company. Pursuant to the Bye-laws of the Company, the appointment of Mr. Li as an alternate Director to Mr. Ho shall remain effective until Mr. Ho ceases to be a Director. Mr. Li confirmed that there is no information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters that need to be brought to the attention of the shareholders of the Company.

In pursuance of the CB Subscription Agreement, the Company has established the Strategy Committee of the Company with written terms of reference on 15 June 2012. The Board has appointed Mr. Chen Yixi, Mr. Li Wei, Mr. Miao Bingwen, Mr. Ho and Mr. Wu as members of the Strategy Committee and Mr. Chen Yixi has been appointed as the chairman of the Strategy Committee with effect from 15 June 2012.

The Board also announces that Mr. Zhao Wei, an executive Director, has tendered his resignation as Director with effect from 15 June 2012 to pursue other business opportunity. Mr. Zhao has confirmed that he has no disagreement with the Board and there is no matter in respect of his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Ho, Mr. Wu and Mr. Li in joining the Company. The Board would also like to express its sincere gratitude to Mr. Zhao Wei for his valuable contributions to the Company during his tenure of office.

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

Hong Kong, 15 June 2012

As at the date of this announcement, the executive Directors are Mr. CHEN Yixi, Mr. LI Wei, Mr. HUO Li and Mr. XU Tingyu; the non-executive Directors are Mr. MIAO Bingwen, Mr. HO Chi Kit (with Mr. LI Xinhui as his alternate) and Mr. WU Guangze; and the independent non-executive Directors are Mr. KWONG Wai Sun Wilson, Mr. XU Chengming and Mr. LI Xindan.