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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)

ANNOUNCEMENT **CONVERSION OF CONVERTIBLE BONDS**

On 21 July 2015, the Company received a conversion notice from each of CVC, CCC1 and Mousse for the exercise of conversion rights attached to the Convertible Bonds in respect of the principal amount of RMB138,617,930, RMB18,902,445 and RMB31,504,075 at the conversion price of HK\$2.40 per Conversion Share, respectively.

Reference is made to the announcements (the “**Announcements**”) of C.banner International Holdings Limited (the “**Company**”) dated 18 May 2012, 6 June 2012, 15 June 2012 and 23 June 2015 in relation to, inter alia, the issue of Convertible Bonds by the Company. Unless otherwise specified, terms defined in the Announcements shall have the same meanings when used in this announcement.

CONVERSION OF CONVERTIBLE BONDS

On 21 July 2015, the Company received a conversion notice from each of CVC, CCC1 and Mousse for the exercise of conversion rights attached to the Convertible Bonds in respect of the principal amount of RMB138,617,930, RMB18,902,445 and RMB31,504,075 at the conversion price of HK\$2.40 per Conversion Share, respectively (collectively, the “**Conversions**”). As a result of the Conversions, the Company has allotted and issued a total of 71,042,400 Shares, 9,687,600 Shares and 16,146,000 Shares to CVC, CCC1 and Mousse, respectively, on 21 July 2015.

The 71,042,400 Shares, 9,687,600 Shares and 16,146,000 Shares represent approximately 3.55%, 0.48% and 0.81%, respectively, of the issued share capital of the Company immediately before the Conversions, and approximately 3.39%, 0.46% and 0.77%, respectively, of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

After the Conversions, the Company does not have any outstanding Convertible Bonds. In this regard, the Company, CVC, CCC1 and Mousse have entered into a deed of termination of the CB Subscription Agreement, pursuant to which the CB Subscription Agreement shall be terminated with effect from 21 July 2015 and the parties thereto shall release and discharge the other from all

covenants, undertakings and warranties under the CB Subscription Agreement, except in respect of any rights, remedies or liabilities which have accrued before termination of the CB Subscription Agreement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after the allotment and issue of all the 96,876,000 Conversion Shares:

Shareholders	Shareholding immediately before the allotment and issue of the Conversion Shares		Shareholding immediately after the allotment and issue of the Conversion Shares	
	Number of Shares	Approximately %	Number of Shares	Approximately %
High Score (<i>Note 1</i>)	749,871,470	37.49%	749,871,470	35.76%
Sure Manage (<i>Note 2</i>)	212,482,086	10.62%	212,482,086	10.13%
Mr. Wu Guangze (<i>Note 3</i>)	24,000,000	1.20%	24,000,000	1.14%
CCC1 & CCC2 (<i>Note 3</i>)	114,345,799	5.72%	124,033,399	5.92%
Mr. Zhao Wei (<i>Note 4</i>)	520,000	0.03%	520,000	0.02%
Mr. Huo Li (<i>Note 5</i>)	979,000	0.05%	979,000	0.05%
Public				
Media Value (<i>Note 6</i>)	53,050,147	2.65%	53,050,147	2.53%
CVC	–	–	71,042,400	3.39%
Mousse	16,146,998	0.81%	32,292,998	1.54%
Other public	<u>828,604,500</u>	<u>41.43%</u>	<u>828,604,500</u>	<u>39.52%</u>
Total	<u>2,000,000,000</u>	<u>100%</u>	<u>2,096,876,000</u>	<u>100%</u>

Notes:

1. High Score (currently known as Hongguo International Group Limited) is wholly-owned by Mr. Chen Yixi, an executive Director and the chairman of the Company.
2. Sure Manage is wholly-owned by Mr. Miao Bingwen, a non-executive Director.
3. Mr. Wu Guangze is a non-executive Director. CCC1 is wholly-owned by China Consumer Capital Partners Limited, which is owned as to 70% by Famous Sino Limited. Famous Sino Limited is wholly-owned by Mr. Wu Guangze. In addition, CCC2 is wholly-owned by China Consumer Capital Partners II Limited, which is owned as to 90% by Mr. Wu Guangze.
4. Mr. Zhao Wei is an executive Director and the president of the Company.
5. Mr. Huo Li is an executive Director.

6. Media Value is wholly-owned by Mr. Li Wei, a former executive Director and former chief executive officer of the Company, who resigned with effect from 1 February 2015.

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

PRC, 21 July 2015

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