
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this supplemental 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 supplemental 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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2017
IN RELATION TO THE
RE-ELECTION OF RETIRING DIRECTORS AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This Supplemental Circular should be read together with the Circular to Shareholders dated 28 April 2017. The notice convening the Annual General Meeting was set out on pages 13 to 17 of the Circular. The Supplemental Notice is set out on pages 6 and 7 of the Supplemental Circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed new proxy form (Second Proxy Form) in accordance with the instructions printed thereon to 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 as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

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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. ZHAO Wei (*President*)

Mr. HUO Li

Mr. YUAN Zhenhua (*Chief Financial Officer*)

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Non-Executive directors:

Mr. MIAO Bingwen

Mr. WU Guangze

Mr. NGAN Wing Ho

Principal place of business in Hong Kong:

Unit 2904

29th Floor

Far East Finance Center

16 Harcourt Road

Hong Kong

Independent non-executive directors:

Mr. KWONG Wai Sun Wilson

Mr. LI Xindan

Mr. ZHANG Zhiyong

Mr. ZHENG Hongliang

12 June 2017

To the Shareholders

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2017
IN RELATION TO THE
RE-ELECTION OF RETIRING DIRECTORS AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular (the “**Supplemental Circular**”) should be read together with the circular to Shareholders dated 28 April 2017 in respect of matters to be considered at the Annual General Meeting (the “**Circular**”) which contains, inter alia, the notice of the Annual General Meeting (the “**Notice of AGM**”) of which one of the agenda items is the re-election of retiring Directors. The purpose of this Supplemental Circular is to give you (a) the supplemental notice of the Annual General Meeting (the “**Supplemental Notice**”) (which is set out on pages 6 and 7 herein) and (b) information regarding (i) the change in the resolution to consider and approve the re-election of retiring Directors, and (ii) the special arrangement about completion and submission of the Second Proxy Form (as defined herein).

Unless otherwise stated, terms defined herein shall have same meanings as those defined in the Circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 2 June 2017 (the “**Announcement**”), Mr. Ngan Wing Ho was re-designated from an executive Director to a non-executive Director on 2 June 2017. In light of the above change, Mr. Ngan Wing Ho will stand for re-election as a non-executive Director instead of an executive Director at the Annual General Meeting, and the revised resolution relating to the re-election of Mr. Ngan Wing Ho as a non-executive Director will be proposed under resolution numbered 2 of the Supplemental Notice.

SUPPLEMENTAL DOCUMENTS

As set out in the Circular, the Annual General Meeting will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 30 June 2017 at 10:00 a.m. Given the Notice of AGM and the proxy form accompanying the Circular (the “**First Proxy Form**”) do not contain the revised proposed resolution for the re-election of Mr. Ngan Wing Ho as a non-executive Director after his re-designation, the Supplemental Notice and a second form of proxy have been prepared and are enclosed with this Supplemental Circular (the “**Second Proxy Form**”). Save as disclosed above, all the resolutions originally proposed in the Notice of AGM and the First Proxy Form will remain unchanged.

The Supplemental Notice and the Second Proxy Form, which contain the revised proposed resolution for the re-election of Mr. Ngan Wing Ho, are published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.cbanner.com.cn.

SECOND PROXY FORM

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof (the “**Closing Time**”). Completion and return of the Second Proxy Form will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid form lodged by him/her. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the resolution for the proposed re-election of Mr. Ngan Wing Ho as a non-executive Director as set out in the Supplemental Notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholders; and
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the Annual General Meeting, you should seek authorisation to do so from your intermediary/nominee directly.

RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Ngan Wing Ho as a non-executive Director at the Annual General Meeting as set out in this Supplemental Circular are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that you vote in favour of such resolution at the Annual General Meeting.

LETTER FROM THE BOARD

Shareholders are advised to read this Supplemental Circular together with the Circular for information relating to the voting arrangement.

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

**APPENDIX I DETAILS OF THE DIRECTOR PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Biographical details of Mr. Ngan Wing Ho are set out below.

Mr. Ngan

Mr. Ngan Wing Ho, aged 42, was appointed by the Company as an executive Director on 12 December 2016 and re-designated as a non-executive Director on 2 June 2017. Mr. Ngan is a board member of Hamleys Global Holdings Limited. Mr. Ngan has 16 years of experience in corporate finance and equity capital markets, providing capital financing and M&A financing solutions to corporates and financial investors across Asia. Prior to joining the Company, Mr. Ngan held senior management positions at global investment banks where he was a Managing Director and Head of Equity Capital Markets at Huatai Financial Holdings, Head of Taiwan Equity Capital Markets at UBS and Head of Asia Equity Syndicate & Block Origination at ABN AMRO/RBS. Mr. Ngan has received a Master's Degree in Accounting and Finance from the University of Southampton, United Kingdom.

Mr. Ngan has entered into a new appointment letter with the Company for an initial term of one year commencing from 2 June 2017 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. Pursuant to the bye-laws of the Company, Mr. Ngan shall hold office only until the forthcoming annual general meeting of the Company and shall then be eligible for re-election. Mr. Ngan will be entitled to receive a director's fee of HK\$200,000 per annum, which was determined by the Board with reference to the fees paid by comparable companies, time commitment and responsibilities of Mr. Ngan and the Company's performance.

As at 6 June 2017, being the latest practicable date prior to the printing of this Supplemental Circular for ascertaining certain information contained herein, Mr. Ngan did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Ngan does not hold any other positions in the Company or any of its subsidiaries and did not hold other directorship in any other listed companies in Hong Kong or overseas in the last three years. Mr. Ngan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Ngan 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 other matters relating to his re-election that need to be brought to the attention of the Shareholders.

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of annual general meeting (the “**Annual General Meeting**”) of C.banner International Holdings Limited (the “**Company**”) dated 28 April 2017 (the “**Notice of AGM**”) to convene the Annual General Meeting to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 30 June 2017 at 10:00 a.m.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 12 June 2017 (the “**Supplemental Circular**”), the resolution numbered 2 stated in the Notice of AGM should be deleted in its entirety and replaced by the following new resolution numbered 2:

- “2. (a) To re-relect Mr. Zhao Wei as an executive director;
- (b) To re-elect Mr. Ngan Wing Ho as a non-executive director;
- (c) To re-elect Mr. Yuan Zhenhua as an executive director;
- (d) To re-elect Mr. Li Xindan as an independent non-executive director;
- (e) To re-elect Mr. Zheng Hongliang as an independent non-executive director;
and
- (f) To authorise the board of directors of the Company to fix the remuneration of the directors.”

Apart from the amendments set out above, all the information contained in the Notice of AGM shall remain to have full force and effect.

On behalf of the Board
C.banner International Holdings Limited
Chen Yixi
Chairman

Hong Kong, 12 June 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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

Principal place of business in Hong Kong:
Unit 2904, 29th Floor
Far East Finance Center
16 Harcourt Road
Hong Kong

Notes:

- (i) Details in respect of the above are set out in the Supplemental Circular.
- (ii) A second proxy form (the "**Second Proxy Form**") in connection with the above resolutions is enclosed with the Supplemental Circular.
- (iii) Please refer to the Notice of AGM for details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.
- (iv) A shareholder of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his/her behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
- (v) Details of the retiring directors of the Company, namely Mr. Zhao Wei, Mr. Yuan Zhenhua, Mr. Li Xindan and Mr. Zheng Hongliang, are set out in Appendix I to the circular of the Company dated 28 April 2017, and details of the retiring director of the Company, namely Mr. Ngan Wing Ho, are set out in Appendix I to the Supplemental Circular.