

千百度国际控股有限公司
C. banner International Holdings Ltd.

Date : 1 January 2021

Miao Bingwen
Room 102, Building 16, Minghu Villa, Baixia District, Nanjing, China

Dear Sir,

C.BANNER INTERNATIONAL HOLDINGS LIMITED (THE "COMPANY") NON-EXECUTIVE DIRECTORSHIP

We write to confirm the terms and conditions of your appointment a non-executive director of the Company.

Your appointment will be renewed for a term of 3 years commencing from 1 January 2021. Under the bye-laws of the Company, the office of a director of the Company ("**Director**") is liable to be vacated in certain circumstances. In addition, the Directors are required to retire from office at each annual general meeting in accordance with the terms contained therein (they may, however, offer themselves for re-election). Your appointment may be terminated by either party with a written notice of not less than 3 months, unless both parties agree otherwise.

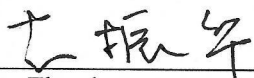
As required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Directors are prohibited under the bye-laws from voting at or being counted towards quorum of directors' meeting in respect of any resolution in which they or their associates (as defined under the Listing Rules) are interested. In addition, it is a requirement of the Listing Rules that your goodself, as non-executive director, should not undertake any management function, nor have any past or present financial or other interests in the Company or any of its subsidiaries. A holding of not more than one per cent. of the issued shares of the Company or any of its subsidiaries is, however, permitted, so long as the shareholding is and was not acquired as a gift or with any financial assistance from any Director or substantial shareholder of the Company or their respective associates (as defined in the Listing Rules).

During the term, you shall also serve as a member of the audit committee and the remuneration committee of the Company.

During the term, your director's fee will be HK\$200,000 per annum, payable quarterly in arrears.

Please confirm your acceptance of appointment as a non-executive director of the Company by signing, dating and returning to us the acceptance below.

Yours faithfully
For and on behalf of
C.banner International Holdings Limited



Name : Yuan Zhenhua
Position : President

To : C.banner International Holdings Limited (the “Company”)

I hereby accept and agree to my appointment or election as a non-executive director of the Company.



Name : Miao Bingwen
Date : 01/01/2021