

# 千百度国际控股有限公司

## C. banner International Holdings Ltd.

Date : 23 April 2021

Zheng Hongliang  
Room 2C, Unit 2, No. 6 Building, Qing Bo Yuan, Century Town, Haidian District, Beijing, China

Dear Sir,

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

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

Your appointment will be renewed for a term of 3 years commencing from 23 April 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 independent 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).

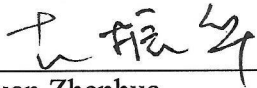
Furthermore, it is a requirement of the Listing Rules that you have to comply with the independence requirements under Rule 3.13 of the Listing Rules. By accepting this appointment, you will be deemed to have represented to the Company and The Stock Exchange of Hong Kong Limited that you satisfy the above requirements to act as an independent director of the Company.

During the term, you shall also serve as a member of the audit committee and the remuneration committee and the nomination 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 an independent 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

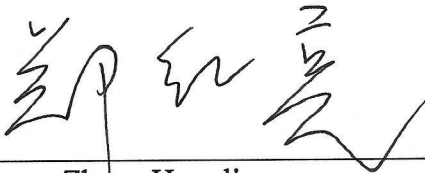


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Name : Yuan Zhenhua  
Position : President

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

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



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Name : Zheng Hongliang  
Date : 23/04/2021