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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)

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND A MEMBER OF THE AUDIT COMMITTEE, REMUNERATION
COMMITTEE AND NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of C.banner International Holdings Limited (the “**Company**”) announces that Mr. Xu Chengming (“**Mr. Xu**”) has tendered his resignation as an independent non-executive Director with effect from 28 January 2014 due to the pursuit of other business commitment. Upon Mr. Xu’s resignation, Mr. Xu ceased to be a member of the audit committee, remuneration committee and nomination committee of the Company, each with effect from 28 January 2014.

Mr. Xu has confirmed to the Board that he has no disagreement with the Board in any respect and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Xu for his valuable contribution to the Company during his tenure.

The resignation of Mr. Xu will result in the number of independent non-executive Directors less than one-third of the Board members as required under Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the majority members of the nomination committee of the Company not being independent non-executive Directors as required under Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”). The Company will endeavor to identify suitable candidate to fill the vacancy and to comply with Rule 3.10A of the Listing Rules and Code Provision A.5.1 of the Corporate Governance Code as soon as practicable, and make further announcement as and when appropriate.

By order of the Board

C.banner International Holdings Limited

Chen Yixi

Chairman

PRC, 28 January 2014

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 Director) and Mr. WU Guangze; and the independent non-executive Directors are Mr. KWONG Wai Sun Wilson, Mr. LI Xindan and Mr. ZHANG Zhiyong.