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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)

VOTING RIGHTS OF THE TRUSTEE
UNDER THE SHARE AWARD SCHEME

Reference is made to the announcement (the “**Announcement**”) of C. Banner International Holdings Limited (the “**Company**”) dated 31 August 2015 in relation to the Share Award Scheme adopted by the Board. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, the Trustee shall not exercise the voting rights in respect of any Shares held by it under the Trust (if any) (including but not limited to the Awarded Shares, any bonus Shares and scrip dividends derived therefrom) in any general meetings of the Company, unless specific voting instructions were received from the Board prior to the general meetings, in which case the Trustee shall then execute such proxy form or authorisation documents as the Board may direct for such purpose.

Having negotiated with the Trustee on an arm’s length basis, the Scheme Rules have been amended to the effect that the Trustee shall not exercise the voting rights in respect of any Shares held by it under the Trust (if any) (including but not limited to the Awarded Shares, any bonus Shares and scrip dividends derived therefrom) notwithstanding that the Trustee will be the legal registered holder of such Shares held upon Trust pursuant to the Trust Deed. Accordingly, the Trustee is neither permitted nor required under the Trust Deed and the Scheme Rules to attend and to vote at any general meeting of the Company and the Trustee is not obligated to take instructions from the Board in relation to the voting of the Shares held by the Trustee under the Trust.

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

PRC, 19 October 2015

As at the date of this announcement, the executive Directors are Mr. CHEN Yixi, Mr. ZHAO Wei, Mr. HUO Li and Mr. XU Tingyu; the non-executive Directors are Mr. MIAO Bingwen and Mr. WU Guangze; and the independent non-executive Directors are Mr. KWONG Wai Sun Wilson, Mr. LI Xindan, Mr. ZHANG Zhiyong and Mr. ZHENG Hongliang.