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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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Special General Meeting**”) of C.banner International Holdings Limited (the “**Company**”) will be held at 31st Floor, International Trade Center, No.18 East Zhongshan Road, Nanjing, China on Wednesday, 10 July 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:** the terms of and the transactions contemplated under the Sale and Purchase Agreement dated 9 May 2019 (a copy of which marked “A” has been tabled before the Special General Meeting and initialed by the chairman of the Special General Meeting for identification purpose) (the “**Sale and Purchase Agreement**”) in respect of the proposed disposal by the Company of the entire issued share capital of Hamleys Global Holdings Limited be and are hereby approved, and any one director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts or things and take all such steps as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Sale and Purchase Agreement and all matters incidental thereto.”

By order of the Board

**C.banner International Holdings Limited**

**Chen Yixi**

*Chairman*

Hong Kong, 24 June 2019

*Registered office:*

Canon’s Court  
22 Victoria Street  
Hamilton HM12W  
Bermuda

*Principal place of business in Hong Kong:*

Unit 2904, 29th Floor  
Far East Finance Center  
16 Harcourt Road  
Hong Kong

*Notes:*

- (i) A shareholder entitled to attend and vote at the Special General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at 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 together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Special General Meeting (or any adjourned meeting thereof) if they so wish.

*As at the date of this notice, the executive directors of the Company are Mr. CHEN Yixi, Mr. ZHAO Wei, Mr. HUO Li and Mr. YUAN Zhenhua; the non-executive director of the Company is Mr. MIAO Bingwen; and the independent non-executive directors of the Company are Mr. KWONG Wai Sun Wilson, Mr. LI Xindan, Mr. ZHANG Zhiyong and Mr. ZHENG Hongliang.*