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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)

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

The board (the “**Board**”) of directors (the “**Directors**”) of C.banner International Holdings Limited (the “**Company**”) proposed certain amendments (the “**Proposed Amendments**”) to the existing Bye-laws of the Company (the “**Existing Bye-laws**”) to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt the amended and restated Bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws. The purpose and principal effect of the Proposed Amendments are as follows:

1. to bring the relevant provisions of the Existing Bye-laws in line with the latest legal and other regulatory requirements in Hong Kong and in Bermuda, including the relevant requirements under new Appendix 3 to the Listing Rules;
2. to bring up-to-date the name of the Company from “Hongguo International Holdings Limited” to “C.banner International Holdings Limited” and “千百度國際控股有限公司” wherever they appear in the Existing Bye-laws; and
3. to make other house-keeping amendments to the Existing Bye-laws.

Details of the Proposed Amendments will be provided in the Company’s circular which will be despatched to the shareholders (the “**Shareholders**”) of the Company in due course.

The Proposed Amendments and the proposed adoption of the New Bye-laws will be subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

GENERAL

Special resolution to approve the Proposed Amendments will be proposed at the forthcoming AGM. A circular of the AGM containing, among other matters, details of the Proposed Amendments and the proposed adoption of the New Bye-laws, together with a notice of the AGM and the related proxy form, will be despatched to the Shareholders in due course. As no Shareholder has a material interest in the Proposed Amendments, no Shareholder will be required to abstain from voting on the relevant resolution.

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

PRC, 22 April 2022

As at the date of this announcement, the executive Directors of the Company are Mr. CHEN Yixi, Mr. YUAN Zhenhua, Mr. WU Weiming and Mr. ZHANG Baojun; 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. XU Chengming and Mr. ZHENG Hongliang.