Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

DISCLOSEABLE AND CONNECTED TRANSACTION
DISPOSAL OF ENTIRE EQUITY INTEREST
IN TOY KINGDOM HONG KONG LIMITED

THE DISPOSAL

On September 29, 2025, the Company entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Company has agreed to sell, and the Purchaser has agreed to purchase, the entire equity interest in the Target Company, which holds the Group's entire interest in the Toy Retail Business. Upon Completion, the Company will no longer have any interest in the Target Group nor the Toy Retail Business.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Purchaser is a direct wholly-owned subsidiary of Sanpower, and Sanpower is owned as to 97.5% by Mr. YUAN Yafei (袁亞非), who is the brother-in-law of Mr. CHEN Yixi, the chairman of the Board and an executive Director of the Company. Therefore, the Purchaser is a deemed connected person of the Company for the purpose of Chapter 14A of the Listing Rules. Accordingly, the Disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio as defined under Rule 14.07 of the Listing Rules in respect of the Disposal is below 25% and the total Consideration is less than HK$10,000,000.00, pursuant to Rule 14A.76(2)(b), the Disposal is subject to the reporting and announcement requirements but is exempt from the circular and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company under the Listing Rules, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is not subject to the Shareholders' approval requirement.

THE DISPOSAL

On September 29, 2025, the Company entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Company has agreed to sell, and the Purchaser has agreed to purchase, the entire equity interest in the Target Company, which holds the Group's entire interest in the Toy Retail Business. Upon Completion, the Company will no longer have any interest in the Target Group nor the Toy Retail Business. As of the date of this announcement, the Franchisor has approved the Disposal and the related variation of the provisions of the Franchise Agreement pursuant to the Deed of Approval and Variation.

THE SALE AND AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out as follows:

Date of Agreement September 29, 2025

Parties

(1) The Company, as the seller; and

(2) Glens Hill Limited, as the purchaser.

Subject Matter The Company agrees to sell, and the Purchaser agrees to purchase, the Sale Share, comprising one ordinary share of nominal value of HK$1.00 in the Target Company, representing the entire issued share capital of the Target Company as at the date of this announcement.

Consideration The Consideration for the Sale Share is HK$1.00, which shall be payable by the Purchaser to the Company in cash at Completion.

Conditions Precedent Completion shall be conditional upon the following conditions having been fulfilled and/or waived:

(a) the Purchaser has, within a reasonable period prior to the Completion Date (being no less than twenty (20) business days), provided to the Franchisor full details of the Purchaser's details of incorporation, board of directors, shareholders (including ultimate beneficial ownership) and its other business interests as required by the Franchisor under the Deed of Approval and Variation; and

(b) the representations and warranties set out in the Sale and Purchase Agreement are true, accurate and not misleading in all material aspects.

Completion Completion shall take place on the Completion Date.

INFORMATION ABOUT THE PARTIES

The Company and the Group

The Company is the holding company of the Group. The Group is a leading international integrated retailer and wholesaler of mid-to-premium women's formal and casual footwear in the PRC. The Group distributes self-developed brands products through department stores and independent retail stores in different cities in the PRC, and also acts as an original equipment manufacturer (OEM) or original design manufacturer (ODM) for international shoes companies dealing in export markets. The Group is popular for its brand values of elegance, charm and fashionable in the market, and operates self-developed brands, including C.banner (千百度), EBLAN (伊伴), MIO (米奧) and natursun (耐冉).

The Purchaser

The Purchaser is a company incorporated in British Virgin Islands with limited liability and is directly wholly owned by Sanpower, a company incorporated in PRC with limited liability, which is in turn owned as to 97.5% by Mr. YUAN Yafei (袁亞非), who is the brother-in-law of Mr. CHEN Yixi, the chairman of the Board and an executive Director of the Company. The Purchaser is an investment holding company of Sanpower. Sanpower is a comprehensive business group, with operations covering multiple industries, including retail, biopharmaceuticals, healthcare, elderly care services and precision manufacturing.

The Target Group

The Target Company is a company incorporated in Hong Kong with limited liability for the purpose of holding the Toy Retail Business, and is a directly wholly-owned subsidiary of the Company as at the date of this announcement and prior to the Completion. Following the Group's disposal of Hamleys Global Holdings Limited and its subsidiaries in July 2019, the Group solely carried out the Toy Retail Business on a franchise basis in the PRC pursuant to the Franchise Agreement. The Toy Retail Business is solely held and conducted by the Target Group.

The table below sets out the audited consolidated financial information of the Target Group for the two years ended December 31, 2023 and December 31, 2024 respectively:

	For the year ended December 31,	
	2023	**2024**
	RMB	*RMB*
	(approximately)	*(approximately)*
Revenue	60,230,000	79,165,000
Net profits before tax	1,197,000	1,589,000
Net profits after tax	1,197,000	1,589,000

The unaudited consolidated net liabilities value of the Target Group as at June 30, 2025 was approximately RMB6.5 million.

BASIS OF THE CONSIDERATION

The Consideration is determined based on the nominal value of the Sale Share after arm's length negotiation between the Company and the Purchaser, taking into account the unpromising business prospects, unsatisfactory financial performance and the net liability position of the Target Group.

FINANCIAL EFFECT OF THE DISPOSAL

Upon Completion, the Company will cease to hold any equity interest in the Target Group. The Target Group will cease to be subsidiaries of the Company and the financial statements of the Target Group will no longer be consolidated into the Group's financial statements.

It is estimated that the Group will recognize a gain of approximately RMB6.5 million from the Disposal, calculated based on the difference between (i) the Consideration; (ii) the unaudited consolidated net liabilities of the Target Group of approximately RMB6.5 million as at June 30, 2025. The actual gain or loss from the Disposal to be recorded by the Company shall be subject to the review and audit by the auditor of the Company and may be different from the estimated amount.

The Group will not receive any net proceeds from the Disposal after deducting related fees and expenses.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Following the Group's disposal of Hamleys Global Holdings Limited and its subsidiaries in July 2019, the Group solely carried out the Toy Retail Business on a franchise basis in the PRC pursuant to the Franchise Agreement, which has been of limited significance to the Group's revenue, representing less than 6% of the Group's revenue for each year during the period from 2020 to 2024. The Toy Retail Business was loss-making in 2021 and 2022, and its profit in 2023 and 2024 has been fluctuating around the breakeven point (after taking into account of expenses incurred at the Company's level in support of the Toy Retail Business' operation), with limited contribution to our Group's profit. In addition, the business prospects of the Toy Retail Business are unpromising in light of the current macroeconomic environment. As previously disclosed in the Company's circular dated June 30, 2020, taking into consideration (i) the limited significance of the Toy Retail Business to the Group's revenue; (ii) the continuously loss-making nature of the Toy Retail Business; and (iii) the Group's intention to focus on its footwear retail and wholesale business (in particular its online sales channels), the Board plans to dispose of or terminate the Toy Retail Business in the foreseeable future.

The Disposal will alleviate the Group's financial burden associated with the Target Group's net liability position of approximately RMB6.5 million and enhance the Group's overall financial position. The Directors believe that the Disposal will enable the Company to focus on its core footwear business, thereby optimizing operational efficiency and supporting long-term strategic goals of the Group.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Sale and Purchase Agreement is fair and reasonable and the Disposal is on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

Mr. CHEN Yixi is considered to have a material interest in the Disposal due to his relationship with Mr. YUAN Yafei (袁亞非) and has abstained from voting on the Board resolution to approve the Disposal.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Purchaser is a direct wholly-owned subsidiary of Sanpower, and Sanpower is owned as to 97.5% by Mr. YUAN Yafei (袁亞非), who is the brother-in-law of Mr. CHEN Yixi, the chairman of the Board and an executive Director of the Company. Therefore, the Purchaser is a deemed connected person of the Company for the purpose of Chapter 14A of the Listing Rules. Accordingly, the Disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio as defined under Rule 14.07 of the Listing Rules in respect of the Disposal is below 25% and the total Consideration is less than HK$10,000,000.00, pursuant to Rule 14A.76(2)(b), the Disposal is subject to the reporting and announcement requirements but is exempt from the circular and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under Rule 14.07 the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company under the Listing Rules, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is not subject to the Shareholders' approval requirement.

"Board"	the board of directors of the Company
"Company"	C.banner International Holdings Limited (千百度國際控股有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on The Stock Exchange of Hong Kong Limited (Stock Code: 1028)
"Completion"	completion of the Disposal
"Completion Date"	the first business day following all conditions precedent specified in the Sale and Purchase Agreement having been satisfied or such date as the Company and the Purchaser may agree in writing
"connected person(s)"	has the meaning ascribed to it in the Listing Rules
"Consideration"	the consideration for the Sale Share pursuant to the Sale and Purchase Agreement
"Deed of Approval and Variation"	the deed of approval and variation dated September 17, 2025 relating to the Franchise Agreement, under which the Franchisor has approved the Disposal and the related variation of the provisions of the Franchise Agreement
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the entire equity interest in the Target Company by the Company to the Purchaser in accordance with the Sale and Purchase Agreement
"Franchise Agreement"	the franchise agreement dated July 17, 2019 entered into between the Target Company (as franchisee) and the Franchisor (as franchisor) relating to the right to open and operate Hamleys stores in the PRC

"Franchisor"	Hamleys (Franchising) Limited, a company incorporated under the laws of the United Kingdom, being the franchisor under the Franchise Agreement
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"PRC"	the People's Republic of China, which for the purpose of this announcement, shall not include Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan
"Purchaser"	Glens Hill Limited, a company incorporated under the laws of the British Virgin Islands with limited liability
"RMB"	Renminbi, the lawful currency of the PRC
"Sale and Purchase Agreement"	the sale and purchase Agreement dated September 29, 2025 entered into between the Company and the Purchaser in respect of the Disposal
"Sale Share"	one ordinary share of the Target Company, representing the entire issued share capital of the Target Company
"Sanpower"	Sanpower Group Co., Ltd. (三胞集團有限公司), a company incorporated under the laws of the PRC with limited liability

"Shareholder(s)"	the shareholder(s) of the Company
"Target Company"	Toy Kingdom Hong Kong Limited, a company incorporated under the laws of Hong Kong with limited liability and a directly wholly-owned subsidiary of the Company as of the date of this announcement
"Target Group"	Target Company and its subsidiaries
"Toy Retail Business"	the business of retail of toys carried out by the Group
"%"	per cent

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

PRC, September 29, 2025

As at the date of this announcement, the executive Directors are Mr. CHEN Yixi, Mr. YUAN Zhenhua, Mr. WU Weiming and Mr. ZHANG Baojun; the non-executive Director is Ms. CHENG Xuanxuan; and the independent non-executive Directors are Mr. KWONG Wai Sun Wilson, Mr. XU Chengming and Mr. ZHENG Hongliang.