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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)**

### **CHANGE OF NON-EXECUTIVE DIRECTORS AND MEMBER OF THE NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of C.banner International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that (1) Ms. CHENG Xuanxuan (“**Ms. CHENG**”) has tendered her resignation as a non-executive Director of the Company; (2) Ms. FAN Yuanyuan (“**Ms. FAN**”) and Ms. ZHANG Yichen (“**Ms. ZHANG**”) have been appointed as non-executive Directors of the Company; and (3) Ms. CHENG has ceased to serve as a member of the nomination committee of the Company (the “**Nomination Committee**”) and Ms. FAN has been appointed as a member of the Nomination Committee, all to take effect from 12 November 2025.

#### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The Board announces that Ms. CHENG has tendered her resignation as a non-executive Director and accordingly ceased to be a member of the Nomination Committee with effect from 12 November 2025 due to her desire to devote more time to her other business engagements.

Ms. CHENG has confirmed that (a) she has no claim against the Company in respect of her resignation; (b) she has no disagreement with the Board and (c) there is no other matter relating to her resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to express its sincere gratitude and appreciation to Ms. CHENG for her valuable contributions to the Company during her tenure of office.

## APPOINTMENT OF NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Ms. FAN and Ms. ZHANG have been appointed as non-executive Directors of the Company with effect from 12 November 2025.

The biographical details and other information of Ms. FAN are set out below:

Ms. FAN, aged 51, has years of experience in private equity investments, management consulting and financial services. She was appointed as a board director of SenseTime Group Inc. (stock code: 0020), a company listed on the Main Board of the Stock Exchange, in January 2017 and was re-designated as a non-executive director in August 2021. Ms. FAN has been a board director of UniLink Capital and a director of Everpine Asset Management since February 2024 and June 2024, respectively. She worked for Sailing Capital from January 2013 to November 2023, had been a partner and managing director from January 2016 to February 2023, and had been a deputy CEO of Sailing Capital (Hong Kong) from March 2023 to November 2023, responsible for cross-border private equity investments. She had previously worked at Pacific Asset Management from July 2010 to December 2012 and McKinsey & Company from October 2008 to June 2010.

Ms. FAN obtained a bachelor's degree and a master's degree in economics from the Shanghai University of Finance and Economics in July 1996 and January 1999, respectively. She further received an MBA degree from Cornell University in May 2003 and an EMBA degree from Tsinghua University in July 2015. She is also a Harvard Business School alumnus.

Pursuant to the appointment letter entered into between Ms. FAN and the Company, Ms. FAN is appointed as a non-executive Director for a term of three years with effect from 12 November 2025 subject to early termination in accordance with its terms. Ms. FAN is also subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws of the Company and the Rules Governing the Listing of Securities of the Stock Exchange (the "**Listing Rules**"). Ms. FAN is entitled to a Director's fee of HK\$66,000 per month under the appointment letter which was determined with reference to her role, qualification, level of experience, the contribution to be made by her to the Company and the prevailing market conditions.

The biographical details and other information of Ms. ZHANG are set out below:

Ms. ZHANG, aged 30, currently serves as a director of strategic partnerships at Infini Capital Management Ltd. ("**Infini Capital**"). She leads initiatives that connect portfolio companies with external ecosystems, driving cross-sector collaboration and value co-creation. At Infini Capital, Ms. ZHANG has played a key role in advancing major projects spanning strategic partnerships, equity investments, and industry synergy, helping achieve portfolio growth and structural optimization. With sharp strategic insight and strong execution, she has expanded Infini Capital's institutional network, building a dynamic and resilient strategic ecosystem that supports long-term growth.

Ms. ZHANG brings extensive experience in artificial intelligence and consumer sectors, having led strategic investment and integration projects with leading AI enterprises to enhance industry collaboration and innovation. Ms. ZHANG obtained a bachelor's degree in January 2019.

Pursuant to the appointment letter entered into between Ms. ZHANG and the Company, Ms. ZHANG is appointed as a non-executive Director for a term of three years with effect from 12 November 2025 subject to early termination in accordance with its terms. Ms. ZHANG is also subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws of the Company and the Listing Rules. Ms. ZHANG is entitled to a Director's fee of HK\$66,000 per month under the appointment letter which was determined with reference to her role, qualification, level of experience, the contribution to be made by her to the Company and the prevailing market conditions.

Each of Ms. FAN and Ms. ZHANG has obtained legal advice pursuant to Rule 3.09D of the Listing Rules and confirmed that each of them understood the obligations of acting as a Director.

Save as disclosed above, as at the date of this announcement, each of Ms. FAN and Ms. ZHANG (i) does not hold any other positions with any members of the Group; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

To the best knowledge, information and belief of the Board and as confirmed by each of Ms. FAN and Ms. ZHANG, save as disclosed in this announcement, there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules in relation to the appointment of Ms. FAN and Ms. ZHANG as the non-executive Directors, and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would also like to take this opportunity to extend the warmest welcome to Ms. FAN and Ms. ZHANG on joining the Board.

## **CHANGE IN COMPOSITION OF THE NOMINATION COMMITTEE**

The Board further announces the following changes in the composition of the Nomination Committee with effect from 12 November 2025:

- (A) Ms. CHENG ceased to serve as a member of the Nomination Committee; and
- (B) Ms. FAN has been appointed as a member of the Nomination Committee.

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

PRC, 12 November 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 Directors are Ms. FAN Yuanyuan and Ms. ZHANG Yichen; and the independent non-executive Directors are Mr. KWONG Wai Sun Wilson, Mr. XU Chengming and Mr. ZHENG Hongliang.*