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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 INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

**RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR**

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 Mr. XU Chengming (“**Mr. XU**”) has tendered his resignation as an independent non-executive Director (the “**INED**”) and accordingly ceased to be the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each of the nomination committee of the Company (the “**Nomination Committee**”) and the audit committee of the Company (the “**Audit Committee**”) with effect from 28 May 2026 due to his other personal and business commitments.

Mr. XU has confirmed that (a) he has no claim against the Company in respect of his resignation; (b) he has no disagreement with the Board; and (c) there is no other matter relating to his 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 Mr. XU for his valuable contributions to the Company during his tenure of office.

The Board also announces that Dr. WANG Meng (“**Dr. WANG**”) has been appointed as an INED and a member of each of the Nomination Committee, the Remuneration Committee and the Audit Committee, with effect from 28 May 2026.

The biographical details and other information of Dr. WANG are set out below:

Dr. WANG, aged 36, is currently an Associate Research Fellow in the field of artificial intelligence and a co-supervisor for doctoral students at Beihang University. He brings interdisciplinary educational and research experience spanning mechanical engineering, electronics, design, and computer science, with research and professional expertise focused on robotics, tactile perception, and human-computer interaction. Dr. WANG has published more than 20 papers in leading international conferences and journals, and holds over 10 national invention patents. He is a Senior Member of the China Computer Federation (CCF) and the recipient of the 2024 ACM SIGCHI GMTA Award.

Dr. WANG received his Bachelor's degree from the Department of Precision Instruments and Mechanology at Tsinghua University in 2013, along with a second degree in Digital Entertainment Design. He obtained his Master's degree in Information Art and Design (interdisciplinary) from Tsinghua University in 2016, followed by a Doctor of Philosophy in Arts (Design) from Tsinghua University in 2019. He subsequently conducted postdoctoral research at the Future Laboratory, Tsinghua University.

Pursuant to the appointment letter entered into between Dr. WANG and the Company, Dr. WANG is appointed as an INED for a term of three years with effect from 28 May 2026 subject to early termination in accordance with its terms. Dr. WANG 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 on the Stock Exchange (the "**Listing Rules**"). Dr. WANG is entitled to a Director's fee of HK\$200,000 per annum under the appointment letter which was determined with reference to his role, qualification, level of experience, the contribution to be made by him to the Company and the prevailing market conditions.

The Company confirms that Dr. WANG has confirmed to the Company that (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries and does not have any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of his proposed appointment.

Dr. WANG has obtained legal advice pursuant to Rule 3.09D of the Listing Rules and confirmed that he understood the obligations of acting as a Director.

Save as disclosed above, as at the date of this announcement, Dr. WANG (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, 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 Dr. WANG, 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 Dr. WANG as an INED, 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 Dr. WANG on joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces the following changes in the composition of the board committees with effect from 28 May 2026:

- (1) Mr. XU has ceased to serve as the chairman of the Remuneration Committee and a member of each of the Nomination Committee and the Audit Committee;
- (2) Dr. WANG has been appointed as a member of each of the Remuneration Committee, Nomination Committee and the Audit Committee; and
- (3) Mr. KWONG Wai Sun Wilson will act as the chairman of the Remuneration Committee.

As the above changes to the composition of the Board occurred subsequent to the despatch of the circular of the Company dated 30 April 2026 (the “**AGM Circular**”) in connection with the annual general meeting of the Company to be held on 25 June 2026 (the “**AGM**”), a supplemental circular of the Company (the “**Supplemental Circular**”) containing, among other things, a supplemental notice of AGM setting out the additional ordinary resolution in respect of the re-election of Dr. WANG as an INED at the AGM, together with a revised form of proxy for use at the AGM, will be despatched to the shareholders of the Company in due course in accordance with the Listing Rules. Apart from the matters set out in the Supplemental Circular, all other matters to be dealt with at the AGM shall remain unchanged as set out in the AGM Circular. Shareholders of the Company who have already submitted the original form of proxy are reminded that the revised form of proxy, once despatched, will supersede the original form of proxy previously submitted. Shareholders and potential investors of the Company are advised to read the Supplemental Circular carefully upon receipt.

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

PRC, 28 May 2026

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. ZHENG Hongliang and Dr. WANG Meng.