

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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)**

### **CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

#### **RESIGNATION OF DIRECTORS**

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 with effect from 30 September 2026:

1. Ms. ZHANG Yichen (“**Ms. ZHANG**”) has resigned as a non-executive Director due to her other personal and business commitments; and
2. Mr. ZHENG Hongliang (“**Mr. ZHENG**”) has resigned as an independent non-executive Director (the “**INED**”) and accordingly ceased to be a member of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) due to his other personal and business commitments.

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

## APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Mr. LI Xindan (“**Mr. LI**”) has been appointed as an INED and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, with effect from 30 September 2026.

The biographical details and other information of Mr. LI are set out below:

Mr. LI, aged 60, holds a PhD in finance, professor, doctoral supervisor, and special allowance expert of the State Council. He was a professor of School of Economics and Management of Southeast University and the dean of the School of Management and Engineering of Nanjing University. He is currently the dean of the New Finance Research Institute of Nanjing University, the director of the Academic Committee of the School of Management and Engineering and the director of the Financial Engineering Research Centre of Nanjing University. Mr. LI is also the director of the Expert Committee of Evaluation of Shanghai Stock Exchange Science and Technology Innovation Board System, a member of Shanghai Stock Exchange Index Committee, standing director of the China Finance Academy and the honorary chairman of Jiangsu Capital Market Research Association.

Mr. LI currently serves as an independent non-executive director of Bank of Jiangsu Co., Ltd (Stock Code: 600919. SH) and Soochow Securities Co., Ltd. (Stock Code: 601555.SH), both of which are listed on the Shanghai Stock Exchange and he has been an independent non-executive director of OCI International Holdings Limited (Stock Code: 329), a company listed on the Main Board of the Stock Exchange since 5 December 2020. Mr. LI previously acted as an INED for the period from 26 August 2011 to 6 August 2021; an independent non-executive director of Soho Holly Futures Co., Ltd. (previously known as Holly Futures Co., Ltd. (Stock Code: 3678), a company listed on the Main Board of the Stock Exchange for the period from 30 June 2012 to 15 November 2018; an independent non-executive director of Yoozoo Games Co., Ltd (Stock Code: 002174.SZ), a company listed on the Shenzhen Stock Exchange for the period from 12 February 2018 to 29 June 2021; and an independent non-executive director of Nanjing Securities Co. Ltd. (Stock Code: 601990.SH), a company listed on the Shanghai Stock Exchange for the period from 23 April 2020 to 21 June 2024.

Pursuant to the appointment letter entered into between Mr. LI and the Company, Mr. LI is appointed as an INED for a term of three years with effect from 30 September 2026 subject to early termination in accordance with its terms. Mr. LI is also subject to retirement by rotation and re-election and other related provisions as stipulated in the second amended and restated bye-laws of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Mr. LI 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 Mr. LI has confirmed to the Company that (a) his independence as regards each of the factors referred to in Rules 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 or 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.

Mr. LI served as an INED from 26 August 2011 to 6 August 2021, a period exceeding nine years for the purposes of Rule 3.13A of the Listing Rules. Mr. LI's re-appointment with effect from 30 September 2026 follows the expiry of the three-year cooling-off period required under the Listing Rules for the re-appointment of such a director by the same issuer. Mr. LI has confirmed to the Company, and the Board confirms, that Mr. LI (i) satisfies the independence guidelines set out in Rule 3.13 of the Listing Rules; and (ii) has not, at any time during the three years immediately prior to the date of his proposed re-appointment, been a director of the Company, its holding company, or any of their respective subsidiaries or any core connected persons of the Company.

Mr. LI has obtained legal advice pursuant to Rule 3.09D of the Listing Rules and confirmed that he understood the obligations of acting as an INED.

Save as disclosed above, as at the date of this announcement, Mr. LI (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 Mr. LI, 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 Mr. LI 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 Mr. LI on joining the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Following the change of INED as mentioned above, the Board also announces that Mr. LI has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, with effect from 30 September 2026.

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

PRC, 30 September 2026

*As at the date of this announcement, the executive Directors are Mr. CHEN Yixi, Mr. YUAN Zhenhua, Mr. LI Niyong and Mr. ZHANG Baojun; the non-executive Director is Ms. FAN Yuanyuan; and the independent non-executive Directors are Mr. KWONG Wai Sun Wilson, Mr. LI Xindan and Dr. WANG Meng.*