

*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.*



## **CHRISTINE INTERNATIONAL HOLDINGS LIMITED**

### **克莉絲汀國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1210)**

### **POLL RESULTS OF 2020 ANNUAL GENERAL MEETING HELD ON 30 JUNE 2020; RETIREMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS; AND NON-COMPLIANCE WITH RULES 3.10A, 3.21 AND 3.25 OF THE LISTING RULES**

The board (the “**Board**”) of directors (the “**Directors**”) of Christine International Holdings Limited (the “**Company**”) announces that at the 2020 annual general meeting of the Company held on 30 June 2020 (the “**AGM**”), all the proposed resolutions were taken by poll.

The Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results taken at the AGM are as follows:

<b>ORDINARY RESOLUTIONS</b> <i>(Note 4)</i>		<b>NUMBER OF VOTES (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To review and consider the audited consolidated financial statements and the reports of the directors of the Company (the “ <b>Directors</b> ”) and of the auditors of the Company for the year ended 31 December 2019.	500,273,423 (86.0367%)	81,192,000 (13.9633%)

ORDINARY RESOLUTIONS <i>(Note 4)</i>			NUMBER OF VOTES (%)	
			FOR	AGAINST
2.	(i)	To re-elect the following Directors:		
		(a) Mr. Ming-Tien Lin	500,273,423 (86.0367%)	81,192,000 (13.9633%)
		(b) Mr. I-Sheng Chan	500,273,423 (86.0367%)	81,192,000 (13.9633%)
		(c) Ms. Jo-Hsien Chiang	75,000,000 (12.8984%)	506,465,423 (87.1016%)
		(d) Mr. Chien-Li Tseng	500,273,423 (86.0367%)	81,192,000 (13.9633%)
		(e) Mr. Chun Bin Xu	500,273,423 (86.0367%)	81,192,000 (13.9633%)
		(f) Ms. Wanwen Su	75,000,000 (12.8984%)	506,465,423 (87.1016%)
		(g) Mr. Huai Jiang	75,000,000 (12.8984%)	506,465,423 (87.1016%)
		(h) Ms. Ming Hua Chen	75,000,000 (12.8984%)	506,465,423 (87.1016%)
	(ii)	To authorise the board of Directors (the “ <b>Board</b> ”) to fix the Directors’ remuneration.	500,273,423 (98.7774%)	6,192,000 (1.2226%)
3.		To re-appoint RSM Hong Kong as auditors of the Company and to authorise the Board or the audit committee of the Company to fix auditors’ remuneration.	75,000,000 (12.8984%)	506,465,423 (87.1016%)
4.		To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company (the “ <b>Shares</b> ”) not exceeding 20% of the aggregate nominal amount of Shares in the issued share capital of the Company as at the date of passing of this resolution.	0 (0.0000%)	581,465,423 (100.0000%)
5.		To give a general mandate to the Directors to buy back the Company’s Shares not exceeding 10% of the aggregate nominal amount of Shares in the issued share capital of the Company as at the date of passing of this resolution.	0 (0.0000%)	581,465,423 (100.0000%)

ORDINARY RESOLUTIONS <i>(Note 4)</i>		NUMBER OF VOTES (%)	
		FOR	AGAINST
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company by the number of Shares bought back by the Company.	0 (0.0000%)	581,465,423 (100.0000%)

*Note:* The description of the resolutions above is by way of summary only. Please refer to the notice of AGM for the full version of the resolutions.

As more than 50% of the votes were cast in favour of resolutions numbered 1, 2(i)(a), 2(i)(b), 2(i)(d), 2(i)(e) and 2(ii), all such resolutions were duly passed as ordinary resolutions.

As more than 50% of the votes were cast against resolutions numbered 2(i)(c), 2(i)(f), 2(i)(g) and 2(i)(h), and 3 to 6, all such resolutions were not passed by the shareholders at the AGM.

The total number of Shares of the Company in issue as at the date of the AGM, being the total number of Shares entitling the holders thereof to attend and vote for or against the resolutions at the AGM, was 1,010,188,000 Shares. There were no Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

There were no restrictions on any shareholder to cast votes on any of the proposed resolutions at the AGM. No shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders has stated their intention in the circular of the AGM to vote against or to abstain from voting on any of the resolutions at the AGM.

For details of the aforesaid resolutions, shareholders may refer to the notice and the circular of the Company dated 29 May 2020.

## **RETIREMENT OF EXECUTIVE DIRECTOR**

As indicated above, the ordinary resolution numbered 2(i)(c) was not passed at the AGM. Accordingly, Ms. Jo-Hsien Chiang (“**Ms. Chiang**”) retired as an executive Director with effect from the conclusion of the AGM.

The Board is not aware of any disagreement with Ms. Chiang and any matter relating to her retirement that needs to be brought to the attention of the shareholders and the Stock Exchange. The Company wishes to express its appreciation for Ms. Chiang’s invaluable contributions during her tenure of office.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

As indicated above, the ordinary resolution numbered 2(i)(f) was not passed at the AGM. Accordingly, Ms. Wanwen Su (“**Ms. Su**”) retired as an independent non-executive Director with effect from the conclusion of the AGM. Upon her retirement, Ms. Su also ceased to be a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company.

The Board is not aware of any disagreement with Ms. Su and any matter relating to her retirement that needs to be brought to the attention of the shareholders and the Stock Exchange. The Company wishes to express its appreciation for Ms. Su’s invaluable contributions during her tenure of office.

As indicated above, the ordinary resolution numbered 2(i)(g) was not passed at the AGM. Accordingly, Mr. Huai Jiang (“**Mr. Jiang**”) retired as an independent non-executive Director with effect from the conclusion of the AGM.

The Board is not aware of any disagreement with Mr. Jiang and any matter relating to his retirement that needs to be brought to the attention of the shareholders and the Stock Exchange. The Company wishes to express its appreciation for Mr. Jiang’s invaluable contributions during his tenure of office.

As indicated above, the ordinary resolution numbered 2(i)(h) was not passed at the AGM. Accordingly, Ms. Ming Hua Chen (“**Ms. Chen**”) retired as an independent non-executive Director with effect from the conclusion of the AGM.

The Board is not aware of any disagreement with Ms. Chen and any matter relating to her retirement that needs to be brought to the attention of the shareholders and the Stock Exchange. The Company wishes to express its appreciation for Ms. Chen’s invaluable contributions during her tenure of office.

## **NON-COMPLIANCE WITH RULES 3.10A, 3.21 AND 3.25 OF THE LISTING RULES**

According to Rule 3.10A of the Listing Rules, an issuer must appoint independent non-executive directors representing at least one-third of the board. Further, Rule 3.21 of the Listing Rules stipulates that the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules (the “**Qualification**”) and the audit committee must be chaired by an independent non-executive director. Rule 3.25 of the Listing Rules also requires a remuneration committee be chaired by an independent non-executive director and comprising a majority of independent non-executive directors.

Following the retirements of Mr. Jiang and Ms. Chen, and the retirement of Ms. Su and her ceasing to be a member of each of the Audit Committee and the Remuneration Committee, the Board comprises four executive Directors, three non-executive Directors and one independent non-executive Director, and the member and chairman of each of the Audit Committee and the Remuneration Committee are also vacated. As a result, the number of independent non-executive Directors fell below the minimum number required under Rule 3.10A of the Listing Rules, the number of audit committee members fell below the minimum number required under Rule 3.21 of the Listing Rules, and the absence of the chairman for each of the Audit Committee and the Remuneration Committee does not meet the requirements under Rules 3.21 and 3.25 of the Listing Rules, respectively. Further, following the ceasing of Ms. Su to be a member of each of the Audit Committee and the Remuneration Committee, the composition of the Audit Committee would not include independent non-executive Director with the Qualification as required under Rule 3.21 of the Listing Rules, and the Remuneration Committee would not comprise a majority of independent non-executive Directors as required under Rule 3.25 of the Listing Rules.

The Board is endeavoring to identify suitable candidates to fill the vacancies as soon as practicable, with the relevant appointments to be made within three months from the date of Ms. Su, Mr. Jiang and Ms. Chen's retirement to meet the relevant requirements under the Listing Rules. The Company will make further announcement(s) as and when appropriate.

For and on behalf of the Board  
**Christine International Holdings Limited**  
**Chun Bin Xu**  
*Chairman*

Shanghai, the PRC, 30 June 2020

*As at the date of this announcement, the Chairman of the Board and the independent non-executive Director is Mr. Chun Bin Xu; the executive Directors are Mr. Yong Ning Zhu, Mr. Ming-Tien Lin, Mr. I-Sheng Chan and Mr. Chien-Li Tseng; and the non-executive Directors are Mr. Dun-Ching Hung, Mr. Chi-Ming Chou and Mr. Weiguang Shi.*