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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Christine International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**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)**

**PROPOSED GENERAL MANDATES TO ISSUE  
AND BUY BACK SHARES  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Christine International Holdings Limited to be held at Nanjing Christine Foodstuff Co., Ltd., Conference Room No. 10, 2/F., No. 189 Qingshuiting West Road Office Building, Jiangning District, Nanjing, Jiangsu Province, the People's Republic of China, on Friday, 17 June 2022 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.christine.com.cn](http://www.christine.com.cn)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

18 May 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Nanjing Christine Foodstuff Co., Ltd., Conference Room No. 10, 2/F., No. 189 Qingshuiting West Road Office Building, Jiangning District, Nanjing, Jiangsu Province, PRC, on Friday, 17 June 2022 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to buy back Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of the ordinary resolution numbered 5 as set out in the notice of the Annual General Meeting
“Company”	Christine International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 11 March 2008, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of the ordinary resolution numbered 4 as set out in the notice of the Annual General Meeting

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## DEFINITIONS

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“Latest Practicable Date”	12 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers (as amended from time to time)
“%”	per cent

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LETTER FROM THE BOARD

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**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)**

*Executive Directors:*

Mr. Chun Bin Xu (*Chairman*)

Mr. Yong Ning Zhu

Mr. Ming-Tien Lin

Mr. I-Sheng Chan

*Non-executive Director:*

Mr. Dun-Ching Hung

*Independent Non-executive Directors:*

Dr. Yong Jun Tang

Mr. Hang Sheng Ye

Ms. Hong Xue

Ms. Xiao Yan Xu

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place  
of business in the PRC:*

No. 33, Jinshajiang Road

Putuo District, Shanghai

200062

PRC

*Principal place of business  
in Hong Kong:*

Unit 2413A, 24/F,

Tower One,

Lippo Centre,

89 Queensway,

Admiralty

Hong Kong

18 May 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE  
AND BUY BACK SHARES  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed, and if thought fit, to be approved at the Annual General Meeting in respect of (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Buy-back Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares bought back by the Company under the Buy-back Mandate; and (iv) the re-election of Directors at the Annual General Meeting; and to seek your approval of the relevant ordinary resolutions relating to these matters at the Annual General Meeting.

### 2. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

The Company's existing mandates to issue and buy back Shares were approved by the Shareholders on 18 June 2021. Unless otherwise renewed, such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (i) to allot, issue and deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to approximately HK\$2,020 (equivalent to 202,037,600 Shares) on the basis that the number of Shares in the issued share capital of the Company of 1,010,188,000 Shares as of the Latest Practicable Date remains unchanged on the date of the Annual General Meeting);
- (ii) to buy back Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to approximately HK\$1,010 (equivalent to 101,018,800 Shares) on the basis that the number of Shares in the issued share capital of the Company of 1,010,188,000 Shares as of the Latest Practicable Date remains unchanged on the date of the Annual General Meeting); and
- (iii) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate.

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## LETTER FROM THE BOARD

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Subject to the passing of the relevant resolutions, the Issuance Mandate and the Buy-back Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company to be held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 4 and 5 set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,010,188,000 Shares. On the basis that no Shares are issued or bought back after the Latest Practicable Date, the Directors would be authorised under the Issuance Mandate to issue a maximum of 202,037,600 Shares. With reference to the Issuance Mandate and the Buy-back Mandate, the Directors wish to state that they have no immediate plan to issue or buy back any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. The explanatory statement as required by the Listing Rules in connection with the Buy-back Mandate is set out in Appendix I to this circular.

### **3. RE-ELECTION OF DIRECTORS**

According to Articles 83 and 84 of the Articles of Association, each of Mr. Chun Bin Xu, Mr. Ming-Tien Lin and Mr. I-Sheng Chan shall retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors who will offer themselves for election are set out in Appendix II to this circular.

### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the Issuance Mandate and the Buy-back Mandate to issue and buy-back Shares and the extension of the Issuance Mandate by the addition thereto of the number of Shares bought back pursuant to the Buy-back Mandate, and the re-election of the Directors.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.christine.com.cn](http://www.christine.com.cn)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading or this circular misleading.

### **6. VOTING BY POLL AT THE ANNUAL GENERAL MEETING**

Pursuant to Article 66(1) of the Articles of Association, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will request for the resolutions to be considered at the Annual General Meeting to be voted by way of poll by the Shareholders.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

After the conclusion of the Annual General Meeting, the results thereof will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.christine.com.cn](http://www.christine.com.cn)) in accordance with Rule 13.39(5) of the Listing Rules.



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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Buy-back Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders voting in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buy-back Mandate) and Appendix II (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By order of the Board  
**Chun Bin Xu**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.*

## **1. REASONS FOR THE BUY-BACK**

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its own Shares on the Stock Exchange. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,010,188,000 fully paid Shares.

Subject to the passing of the resolution for the approval of the Buy-back Mandate at the Annual General Meeting and on the basis that no further Shares are issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 101,018,800 fully paid Shares, representing 10% of the expected issued share capital of the Company as at the date of passing of the relevant resolution.

## **3. FUNDING OF BUY-BACK**

Buy-backs would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of the Cayman Islands, and the memorandum and articles of association of the Company.

An exercise of the Buy-back Mandate in full may have a material adverse impact on the working capital and gearing position of the Company as compared with the working capital and gearing position of the Company disclosed in the latest published audited consolidated financial statements of the Company for the year ended 31 December 2021. The Directors do not, however, intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## **4. TAKEOVERS CODE**

If, on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

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**APPENDIX I                      EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholders	Number of Shares in which interested	Capacity in which Shares are held	Approximate percentage of existing shareholding
Sino Century Universal Corporation ("Sino Century") <sup>(1)</sup>	184,212,244 (Long position)	Beneficial owner	18.24%
Goyen Investments Ltd. <sup>(1)</sup>	184,212,244 (Long position)	Interest in a controlled corporation	18.24%
Mr. Tien-An Lo <sup>(1)</sup>	184,212,244 (Long position)	Interest in a controlled corporation	18.24%
Ms. Jo-Hsien Chiang <sup>(2)</sup>	184,212,244 (Long position)	Interest of spouse	18.24%
Christine Princess Co. (PTC) Ltd. ("Christine Princess") <sup>(3)</sup>	75,000,000 (Long position)	Trustee	7.42%
Add Fortune Ventures Limited <sup>(4)</sup>	121,500,000 (Long position)	Beneficial owner	12.03%
Lucky Creation Group Limited <sup>(4)</sup>	121,500,000 (Long position)	Interest in a controlled corporation	12.03%
Hao Wang <sup>(4)</sup>	121,500,000 (Long position)	Interest in a controlled corporation	12.03%
Sparkling Light Corporation <sup>(5)</sup>	68,571,303 (Long position)	Beneficial owner	6.79%
Mr. Dun-Ching Hung <sup>(5)</sup>	68,571,303 (Long position)	Interest in a controlled corporation	6.79%
Oriental Petroleum (Yangtze) Limited <sup>(6)</sup>	100,780,798 (Long position)	Beneficial owner	9.98%
Matheson Enterprises Limited <sup>(6)</sup>	100,780,798 (Long position)	Interest in a controlled corporation	9.98%
Yifeng Zhou <sup>(6)</sup>	100,780,798 (Long position)	Interest in a controlled corporation	9.98%
Mingxiang Wang <sup>(6)</sup>	100,780,798 (Long position)	Interest in a controlled corporation	9.98%
Yong Ning Zhu <sup>(7)</sup>	119,790,227 (Long position)	Interest in a controlled corporation	11.86%
China Huaneng Foundation Construction Investment Limited <sup>(7)</sup>	119,790,227 (Long position)	Beneficial owner	11.86%

*Notes:*

1. 184,212,244 Shares are held by Mr. Tien-An Lo through Sino Century. Sino Century is owned as to 100% by Goyen Investments Ltd., which is wholly-owned by Mr. Tien-An Lo who is a director of Sino Century.

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**APPENDIX I                      EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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2. Sino Century is wholly owned by Mr. Tien-An Lo through Goyen Investments Ltd. Mr. Tien-An Lo is deemed to be interested in all the Shares held by Sino Century pursuant to the SFO. Ms. Jo-Hsien Chiang is Mr. Tien-An Lo's spouse. Ms. Jo-Hsien Chiang was deemed to be interested in the Shares in which Mr. Tien-An Lo was interested within the meaning of Part XV of the SFO.
3. Christine Princess is a trust company incorporated in the British Virgin Islands, which holds its equity interest in the Company on trust for the benefit of management employees.
4. Add Fortune Ventures Limited is wholly owned by Hao Wang through Lucky Creation Group Limited. Hao Wang is deemed to be interested in all the Shares in which Add Fortune Ventures Limited is interested in pursuant to the SFO.
5. Sparkling Light Corporation is wholly-owned by Mr. Dun-Ching Hung, who is a Director.
6. Oriental Petroleum (Yangtze) Limited is wholly owned by Matheson Enterprises Limited. Matheson Enterprises Limited is owned by Yifeng Zhou as to 35% and Mingxiang Wang as to 65%. Yifeng Zhou and Mingxiang Wang are deemed to be interested in all the Shares in which Oriental Petroleum (Yangtze) Limited is interested in pursuant to the SFO.
7. China Huaneng Foundation Construction Investment Limited is wholly owned by Yong Ning Zhu. Yong Ning Zhu is deemed to be interested in all the Shares in which China Huaneng Foundation Construction Investment Limited is interested in pursuant to the SFO.

In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the total interests of the above Shareholders in the Shares would be increased to:

<b>Name of Shareholders</b>	<b>Approximate percentage of shareholding if the Buy-back Mandate is exercised in full</b>
Sino Century	20.26%
Goyen Investments Ltd.	20.26%
Mr. Tien-An Lo	20.26%
Ms. Jo-Hsien Chiang	20.26%
Christine Princess	8.25%
Add Fortune Ventures Limited	13.36%
Lucky Creation Group Limited	13.36%
Hao Wang	13.36%
Sparkling Light Corporation	7.54%
Mr. Dun-Ching Hung	7.54%
Oriental Petroleum (Yangtze) Limited	11.08%
Matheson Enterprises Limited	11.08%
Yifeng Zhou	11.08%
Mingxiang Wang	11.08%
Yong Ning Zhu	13.18%
China Huaneng Foundation Construction Investment Limited	13.18%

In this regard, in the event that the Directors exercise in full the power to buy back Shares in accordance with ordinary resolution no. 5 as set out in the notice of Annual General Meeting, the Directors believe that such increase in shareholding in the Company held by the aforesaid Shareholders would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have undertaken not to make any buy-back in the circumstances that Shares in the hand of the public would fall below 25% of the Company's total issued share capital.

## 5. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, nor have they undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the Articles of Association.

## 6. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange in each of the following months are as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2021</b>		
May	0.199	0.139
June	0.178	0.150
July	0.173	0.160
August	0.161	0.140
September	0.230	0.125
October	0.164	0.136
November	0.190	0.133
December	0.179	0.177
<b>2022</b>		
January	0.177	0.134
February	0.195	0.138
March	0.170	0.121
April	0.140	0.080
May (up to the Latest Practicable Date)	0.096	0.081

## 7. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) during the year up to the Latest Practicable Date.

*Pursuant to the Listing Rules, details of the Directors who are proposed to be re-elected at the Annual General Meeting are provided below:*

**Mr. Chun Bin Xu**, aged 58, was appointed as chairman on 22 May 2020 and re-designated from an independent non-executive Director to an executive Director on 3 July 2020. Mr. Xu is member of Strategy and Investment Committee, member of Nomination Committee and member of Remuneration Committee. He graduated from the Business School of Nanjing University with an EMBA degree. Mr. Xu has been working in the financial and investment departments of the financial institutions for a long term and has extensive experience in financial management and financial investments. Mr. Xu joined Industrial and Commercial Bank of China (“**ICBC**”) in 1983, and he had been appointed as the financial director and an officer of Nanjing Sub-branch, vice president of Eastern Branch, president of Xiaguan Branch, vice president of Nanjing Branch and president of Yangzhou Branch of ICBC Since 1994. Mr. Xu had been the president of Nanjing Branch of Bank of Shanghai, the chairman of Jiangning District Shangyin Village Bank and the general manager of Cash-Center of the of Bank of Shanghai Head office since 2015. Mr. Xu is the legal representative of IDT Electronics (Shenzhen) Limited (“**IDT SZ**”, a subsidiary of IDT International Limited (stock code: HK00167)). The Court in the PRC has issued a consumption restriction order against Mr. Xu due to a labour dispute between IDT SZ and its employees in the amount of approximately RMB1,800,000. Such dispute is not related to the Group.

#### **Length of service and emoluments**

Mr. Xu is subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles of Association of the Company. His annual remuneration has yet to be determined and will be determined by reference to his duties and responsibilities, remuneration policy of the Company and prevailing market conditions.

#### **Relationships**

Save as disclosed above and other than the relationship arising from his being an executive Director, Mr. Xu has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

#### **Interest in Shares**

Mr. Xu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

**Matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Xu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Ming-Tien Lin**, aged 65, executive Director of the Group. Mr. Lin is a member of Strategy and Investment Committee. In 1989, he founded Jonsa Technologies Co. Ltd.\* (中衛科技股份有限公司), primarily engaged in manufacturing satellite antennae, and remains as the chairman to date. In 1993, he co-founded the Nanjing Taiwan Business Association\* (南京市台商協會) and served as the vice-chairman until 2010. Since then, he retired from the association but preserves his title as a founder. From 2000 onwards, Mr. Lin developed Nanjing Gingko Lake\* (南京銀杏湖山莊) and invested in Nanjing Gingko Lake Agriculture and Tourism Company\* (南京銀杏湖農業觀光休閒有限公司), of which he serves as the chairman to date.

**Length of service and emoluments**

Mr. Lin is subject to retirement by rotation and re-election at annual general meeting pursuant to the Articles of Association of the Company. His annual remuneration has yet to be determined and will be determined by reference to his duties and responsibilities, remuneration policy of the Company and prevailing market conditions.

**Relationships**

Save as disclosed above, Mr. Lin has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

**Interest in Shares**

Mr. Lin does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

**Matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Lin that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. I-Sheng Chan**, aged 69, executive Director of the Group. Mr. Chan is a member of Strategy and Investment Committee. He has served as a director of Taiwan Jerry Social Welfare Development Foundation\* (台灣傑瑞社會福利發展基金會) since October 1995. He has held the position of the managing director of Nanjing Christine Foodstuff Co., Ltd.\* (南京克莉絲汀食品有限公司), an indirect wholly-owned subsidiary of the Company, since October 2007. Since October 2011, he has served as the honorary chairman of the Taiwan Union Construction Development Foundation. He served as the president of CHIEFI Group from March 1988 to August 1999. From January 1993 to August 1999, he served as the chairman of Taiwan CHIEFI Construction Engineering Co., Ltd.\* (台灣啟阜建設工程股份有限公司). Besides, he served as the chairman of Taiwan Union Construction Development Foundation from February 1994 to October 2011.

**Length of service and emoluments**

Mr. Chan is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association of the Company. His annual remuneration has yet to be determined and will be determined by reference to his duties and responsibilities, remuneration policy of the Company and prevailing market conditions.

**Relationships**

Save as disclosed above, Mr. Chan has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other major appointments and professional qualifications, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

**Interest in Shares**

Mr. Chan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.



**Matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Chan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**NOMINATION POLICY AND PROCEDURE FOR INDEPENDENT NON-EXECUTIVE DIRECTORS****Nomination Policy**

The Company recognises and embraces the benefits of a Board with a balance of skills, experience and diversity of perspectives. Given the importance of the Nomination Committee's role in ensuring the balance within the Board and to give greater focus and transparency in relation to the election of Directors, the Company has established the Nomination Policy. This policy aims to set out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors, and to ensure the Board has a balance of skills experience, knowledge and diversity of perspectives appropriate to the requirements of the Company's business.

**Measurable Objectives of the Nomination Policy**

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity before making recommendation to the Board.

Before appointments are made by the Board, the Nomination Committee will evaluate the skills, knowledge and experience on the Board, and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee will (where applicable and appropriate):

- (i) use public advertisement or the services of external consultants to facilitate the search;
- (ii) consider candidates from a wide range of backgrounds; and
- (iii) consider candidates on merit and against objective criteria, taking into account the amount of time required to be devoted to the position.

In reviewing the structure of the Board, the Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

The Nomination Committee has assessed the re-election of each of the above retiring Directors who has offered himself for re-election based on the above Nomination Policy.

In view of the above, the Nomination Committee nominated each of the above retiring Directors who has offered himself for re-election to the Board to recommend them to be re-elected by the Shareholders at the Annual General Meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Christine International Holdings Limited (the “**Company**”) will be held at Nanjing Christine Foodstuff Co., Ltd., Conference Room No. 10, 2/F., No. 189 Qingshuiting West Road Office Building, Jiangning District, Nanjing, Jiangsu Province, the People’s Republic of China (the “**PRC**”) on Friday, 17 June 2022 at 11:00 a.m. for the following purposes:

1. To review and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2021;
2. (i) To re-elect the following Directors:
  - (a) Mr. Chun Bin Xu;
  - (b) Mr. Ming-Tien Lin; and
  - (c) Mr. I-Sheng Chan.
- (ii) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the Board or the audit committee of the Company to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company (the “**Shares**”) (or securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for any Shares), and/or to make or grant offers, agreements and/or options, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of any options granted under the existing share option scheme of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares of the Company;
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

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## NOTICE OF ANNUAL GENERAL MEETING

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shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors, to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange outside Hong Kong).”;

5. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”; and
6. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 set out in this notice of annual general meeting, the authority granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to resolution numbered 4 an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

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

Shanghai, the PRC, 18 May 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022, both days inclusive, for the purpose of determining the identity of shareholders who are entitled to attend and vote at the annual general meeting. In order to be eligible to attend and vote at the annual general meeting, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 June 2022.
5. In respect of ordinary resolution numbered 2 set out in the above notice, each of Mr. Chun Bin Xu, Mr. Ming-Tien Lin and Mr. I-Sheng Chan will offer themselves for re-election at the annual general meeting in accordance with the articles of association of the Company. Their biographies are set out in Appendix II to the circular of the Company dated 18 May 2022.
6. In relation to the ordinary resolutions numbered 4, 5 and 6 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new Shares or buy back any existing Shares of the Company.
7. In respect of ordinary resolution numbered 5 set out in the above notice, the Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix I to the circular of the Company dated 18 May 2022.