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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 REMOVAL AND APPOINTMENT OF DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of Christine International Holdings Limited to be held at Christine International Holdings Limited, 33 Jinshajiang Road, Putuo District, Shanghai, the PRC on Thursday, 21 May, 2020 at 2:00 p.m. is set out on pages 8 to 9 of this circular. A form of proxy for use at the Extraordinary 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 Extraordinary 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 Extraordinary 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.

29 April 2020

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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:*

|                                    |  |
|------------------------------------|--|
| “Articles of Association”          | the articles of association of the Company (as amended from time to time)  |
| “Company”                          | Christine International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 11 March 2008, the Shares are listed on the main board of the Stock Exchange  |
| “Extraordinary General Meeting”    | the extraordinary general meeting of the Company to be held at Christine International Holdings Limited, 33 Jinshajiang Road, Putuo District, Shanghai, the PRC on Thursday, 21 May, 2020 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 8 to 10 of this circular, or any adjournment thereof |
| “Group”                            | the Company and its subsidiaries from time to time   |
| “Hong Kong”                        | the Hong Kong Special Administrative Region of the PRC   |
| “Latest Practicable Date”          | 24 April 2020, 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   |
| “Proposed Director”                | Mr. Huiping Jiang  |
| “Registered Office”                | the Company’s registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands   |
| “Securities and Futures Ordinance” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time   |

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## DEFINITIONS

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| “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                             |
| “%”              | per cent  |

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## LETTER FROM THE BOARD OF DIRECTORS

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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)**

29 April 2020

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **1. INTRODUCTION**

Reference is made to the the extraordinary general meeting of the Company to be held at Christine International Holdings Limited, 33 Jinshajiang Road, Putuo District, Shanghai, the PRC on Thursday, 21 May 2020 at 2:00 p.m..

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 Extraordinary General Meeting in respect of (i) the removal of certain Directors, and (ii) the appointment of the Proposed Director, and to give you notice of the Extraordinary General Meeting at which such resolutions will be proposed.

Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolutions.

#### **2. RESOLUTION OF THE BOARD OF DIRECTORS**

On 24 April 2020, the Board of Directors the Company resolved to convene the Extraordinary General Meeting for the purpose of voting on the following proposals:

- (i) in accordance with Article 83(2) of the Articles of Association of the Company (the “**Articles of Association**”), Mr. Huiping Jiang be appointed as an executive director of the Company (the “**Director**”) with immediate effect;

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## LETTER FROM THE BOARD OF DIRECTORS

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- (ii) in accordance with Article 83(5) of the Articles of Association, Mr. I-Sheng Chan be removed as a Director with immediate effect; and
- (iii) in accordance with Article 83(5) of the Articles of Association, Mr. Chi-Ming Chou be removed as a Director with immediate effect.

### 3. PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS

The Board of Directors resolved that ordinary resolutions be put forward at the Extraordinary General Meeting to remove and appoint the following Directors, in accordance with Article 83(5) and Article 83(2) of the Articles of Association, respectively, with immediate effect upon passing the relevant resolutions:

- (i) in accordance with Article 83(2) of the Articles of Association of the Company (the “**Articles of Association**”), Mr. Huiping Jiang be appointed as an executive director of the Company (the “**Director**”) with immediate effect;
- (ii) in accordance with Article 83(5) of the Articles of Association, Mr. I-Sheng Chan be removed as a Director with immediate effect; and
- (iii) in accordance with Article 83(5) of the Articles of Association, Mr. Chi-Ming Chou be removed as a Director with immediate effect.

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. The requisite details of the Proposed Director are set out in the Appendix to this circular. The information in the Appendix is based solely on the information supplied by the Requisitionist.

Subject to the passing of resolutions of appointing the Proposed Director, the Proposed Director so appointed will enter into a service contract with the Company for a term of three years, subject to re election at general meeting of the Company.

The remuneration of the Director appointed will be determined based on the recommendations by the remuneration committee of the Company and approval by the Board of Directors with reference to their qualifications, experience, level of responsibilities undertaken.

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## LETTER FROM THE BOARD OF DIRECTORS

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

The notice of the Extraordinary General Meeting is set out on pages 8 to 9 of this circular. At the Extraordinary General Meeting, resolutions will be proposed to approve the removal and appointment of certain Directors.

A form of proxy for use at the Extraordinary 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 Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

### **5. VOTING BY POLL AT THE EXTRAORDINARY 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 Extraordinary General Meeting will request for the resolutions to be considered at the Extraordinary 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/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

After the conclusion of the Extraordinary 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 OF DIRECTORS

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### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix (Details of Director proposed to be appointed at the Extraordinary General Meeting) to this circular.

Yours faithfully,  
By Order of the Board  
**Christine International Holdings Limited**  
**Dun-Ching Hung**  
*Chairman*



Pursuant to the Listing Rules, the details of the Proposed Director who will be appointed at the Extraordinary General Meeting are provided below:

**Mr. Huiping Jiang**

Mr. Huiping Jiang (江輝平), aged 43, holds a post doctoral position in the biostatistics department and a doctorate degree in statistics. He has been the chairman of Shanghai Shuhai Solar Co., Ltd. (上海曙海太陽能有限公司) since July 2008 and the CEO of Shuguang Holding Group (曙光控股集團) since December 2012. He was an assistant professor in Columbia University, participated in 7 major scientific projects, and independently or collaboratively published over 20 pieces of international papers. He successively served as the president of Wenling Association of Youth in Shanghai (溫嶺在滬青年聯誼會) and a member of Shanghai Youth Federation (上海市青聯). He was awarded the honorary titles of “2013 Outstanding Entrepreneur in Taizhou” and “Top 10 Science and Technology Leader in the Construction Industry in Taizhou”. Mr. Huiping Jiang is the elder brother of Mr. Huai Jiang, an independent non-executive Director. Save as disclosed above, Mr. Jiang (i) has never had, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company and other members of the Group; (iii) does not hold any other position with the Company and other members of the Group or any other major appointments and professional qualifications; and (iv) has not held any directorship in any listed public companies in the last three years. Save as disclosed above, there is no matter relating to the appointment of Mr. Jiang that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF EXTRAORDINARY 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 OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Christine International Holdings Limited (the “**Company**”) will be held at Christine International Holdings Limited, 33 Jinshajiang Road, Putuo District, Shanghai, the PRC on Thursday, 21 May, 2020 at 2:00 p.m. for the purpose of considering, and if thought fit, approving the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

- (i) in accordance with Article 83(2) of the Articles of Association of the Company (the “**Articles of Association**”), Mr. Huiping Jiang be appointed as an executive director of the Company (the “**Director**”) with immediate effect;
- (ii) in accordance with Article 83(5) of the Articles of Association, Mr. I-Sheng Chan be removed as a Director with immediate effect; and
- (iii) in accordance with Article 83(5) of the Articles of Association, Mr. Chi-Ming Chou be removed as a Director with immediate effect.

By Order of the Board  
**Christine International Holdings Limited**  
**Dun-Ching Hung**  
*Chairman*

Shanghai, the PRC, 29 April 2020

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## NOTICE OF EXTRAORDINARY 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/her/it. 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/it to attend and vote on his/her/its 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/it 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 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 Monday, 18 May 2020 to Thursday, 21 May 2020, both days inclusive, for the purpose of determining the identity of shareholders who are entitled to attend and vote at the extraordinary general meeting. In order to be eligible to attend and vote at the extraordinary 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 Friday, 15 May 2020.

*As at the date of this notice, the executive Directors are Mr. Yong Ning Zhu, Mr. Ming-Tien Lin, Mr. I-Sheng Chan, Ms. Jo-Hsien Chiang and Mr. Chien-Li Tseng; the non-executive Directors are Mr. Dun-Ching Hung (Chairman), Mr. Chi-Ming Chou and Mr. Weiguang Shi; and the independent non-executive Directors are Ms. Wanwen Su, Mr. Chun Bin Xu, Mr. Huai Jiang and Ms. Ming Hua Chen.*