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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)**

**REQUISITION FROM A SHAREHOLDER  
PROPOSED 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 4/F, Celebrity City Hotel, Zhongshan Bei Road No. 30, Gu Lou District, Nanjing, Jiangsu Province, PRC on Friday, 14 April 2023 at 11:30 a.m. is set out in 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.

7 March 2023

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from Requisitionist</b>	
1. Introduction .....	3
2. Requisitions from Shareholder .....	5
3. Proposed Appointments of Directors .....	5
4. Grounds for the proposed resolutions .....	6
5. Extraordinary General Meeting and Proxy Arrangement .....	7
6. Voting by Poll at the Extraordinary General Meeting .....	8
7. General Information .....	8
 <b>Appendix – Details of Directors Proposed to be Appointed at the                   Extraordinary General Meeting</b> .....	
	9
<b>Notice of Extraordinary General Meeting</b> .....	11

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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)
“Board”	board of directors of the Company
“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 requested by the Requisitionist to be held at 4/F, Celebrity City Hotel, Zhongshan Bei Road No. 30, Gu Lou District, Nanjing, Jiangsu Province, PRC on Friday, 14 April 2023 at 11:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out in 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”	3 March 2023, 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 Directors”	collectively, Mr. Cho Cheng-Kuei and Mr. Zhou Long Fei
“Registered Office”	the Company’s registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands
“Requisition Notice”	a written requisition dated 15 February 2023 from Requisitionist to the Company

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## DEFINITIONS

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“Requisitionist”	HKSCC Nominees Limited, which held, as at the date of deposit of the Requisition Letter, not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company in its capacity as the nominee shareholder for Sino Century
“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
“Sino Century”	Sino Century Universal Corporation, the holder of the Shares as to approximately 15.2% of the total issued share capital of the Company as at the date of this circular, which was wholly owned by Mr. Lo Tien-An, a former director of the Company
“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 REQUISITIONIST

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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)**

7 March 2023

*To the Shareholders*

Dear Sir or Madam,

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

#### **1. INTRODUCTION**

The content in this section headed “Introduction” is prepared by the board of directors of the Company and does not form any view of the Requisitionist.

Reference is made to the announcement of the Company dated 20 February 2023 in relation to the requisition of the Extraordinary General Meeting by the Requisitionist.

For Shareholder’s information, the Board would like to draw the Shareholder’s attention to the following when considering how to vote in the EGM:

- (i) As at the date of deposit of the Requisition Notice, the Requisitionist was the registered Shareholder in its capacity as nominee shareholder for Sino Century representing approximately 15.2% of the total issued share capital of the Company. Sino Century was wholly owned by Mr. Lo Tien-An, a former director of Company who was subject to disciplinary action by the Stock Exchange, details of which are set out in the announcement of Company dated 1 December 2022, which sets out that, among others, the Stock Exchange imposes the Prejudice to Investors’ Interests Statement against Mr. Lo Tien-An, which is a statement that, in the Stock Exchange’s opinion, had Mr Lo Tien-An remained on the board of directors of the Company, the retention of office by him would have been prejudicial to the interests of investors.

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## LETTER FROM REQUISITIONIST

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- (ii) the Group has difficulties in operation and experienced delay in payment of shop rents, suppliers, staff remuneration, social provident fund contribution and social security contribution since July 2022. Due to default in payment, certain suppliers have commenced legal proceedings to freeze the Group's bank accounts which frozen amounts are between approximately RMB3.5 million and RMB4 million and is currently relying on shareholder's loan to maintain operation. The above have led to adverse impact on the Group's operation. At present, the Group has temporarily closed all its retail baker shops and the Group aims to resolve the issues above and resume full operation as soon as possible. The Group's financial performance has experienced decline in recent years and will strive to recover in the coming years. To ease financial pressure, the Group has conducted fund raising activities such as share placing in June 2022 which net proceeds amount to approximately HK\$16 million which has been utilised for general working capital and will continue to identify suitable way of obtaining financing such as disposal of assets and equity financing. The Group has disposed of properties for aggregate amount of approximately RMB24 million in 2022 to supplement working capital. The Group will also continue to seek shareholder loan.
- (iii) to the Board's knowledge, Mr. Xu Chun Bin is subject to consumption restriction orders, while Mr. Zhu Yong Ning is subject to judgment enforcement order and consumption restriction orders. Pursuant to the consumption restriction orders, Mr. Zhu and Mr. Xu are prohibited from making certain high amount consumptions which are not essential to basic living and work. The Company will make separate announcement in due course.
- (iv) all legal representatives of shareholders have been allowed to attend shareholders meetings and the Board has invited reporting accountant to reply question on the financial statements in the relevant shareholders meeting.
- (v) The Board will make disclosures about disposal of properties and denied the allegations of 'dishonest disposal' and 'suspicious abuse of proceeds' as alleged in the Requisitions Notice.

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 the appointment of the Proposed Directors, 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. The Extraordinary General Meeting was convened in response to the Requisition Notice, the contents of which were neither verified or approved by the Board.

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## LETTER FROM REQUISITIONIST

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### 2. REQUISITIONS FROM SHAREHOLDER

The Company received the Requisition Notice from the Requisitionist as follows:

- (a) in accordance with article 83(2) of the Articles of Association of the Company, Mr. Cho Cheng-Kuei be and is hereby appointed as an executive director of the Company with effect from the date of this resolution; and
- (b) in accordance with article 83(2) of the Articles of Association of the Company, Mr. Zhou Long Fei be and is hereby appointed as an executive director of the Company with effect from the date of this resolution.

Pursuant to Article 58 of the Articles of Association, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

Further, pursuant to Article 85 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by Directors for election, be eligible for election as a Director at any general meeting unless a written notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registered Office provided that the minimum length of the period, during which the notices are given, shall be at least seven days.

### 3. PROPOSED APPOINTMENTS OF DIRECTORS

Pursuant to the Requisition Notice, the Requisitionist requested that ordinary resolutions be put forward at the Extraordinary General Meeting to appoint the following Directors, in accordance with Article 83(1) of the Articles of Association, with immediate effect upon passing the relevant resolutions:

- (a) in accordance with article 83(2) of the Articles of Association of the Company, Mr. Cho Cheng-Kuei be and is hereby appointed as an executive director of the Company with effect from the date of this resolution; and
- (b) in accordance with article 83(2) of the Articles of Association of the Company, Mr. Zhou Long Fei be and is hereby appointed as an executive director of the Company with effect from the date of this resolution.

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## LETTER FROM REQUISITIONIST

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

#### **4. GROUNDS FOR THE PROPOSED RESOLUTIONS**

The Requisition stated that: (i) a series of disappointing events of and scandals on the Company during 2022, including but not limited to the protest of employees of the Group during the annual general meeting of the Company held on 17 June 2022 (the “AGM”) due to long default of salary payments and negative news reports on the Group in China; (ii) both Mr. Chun Bin Xu and Mr. Yong Ning Zhu, the executive directors of the Company, have been judged to be “unfaithful person” by the courts in PRC; (iii) refusal of response to questions raised by shareholders at the AGM on usual financial performance of the Group; (iv) the disillusionary financial performance of the Group in the past years, including but not limited to the slack business without improvement and effective business strategy and the shrinking of assets of the Group; (v) the operations of the Group in, including but not limited to, Shanghai, Hangzhou, Nanjing, Suzhou, Kunshan and Wuxi are almost shut down; (vi) the production of the Group is adversely and significantly impacted due to continuously overdue of settlement with suppliers; and (vii) a number of bank accounts of the Group have been suspended.

As disclosed in the annual reports of the Company for the years ended 31 December 2019, 2020 and 2021, the revenue of the Group had been decreased from approximately RMB551,941,000 for the year ended 31 December 2019 to approximately RMB403,919,000 for the year ended 31 December 2020 and approximately RMB292,034,000 for the year ended 31 December 2021, which represents an average decrease of approximately 27.26% on a yearly basis. As disclosed in the interim report of the Company for the six months ended 30 June 2022, the revenue for the six months ended 30 June 2022 was approximately RMB46,509,000 while the revenue for the six months ended 30 June 2021 was approximately RMB161,829,000, which represents a decrease of approximately 71.26%.

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## LETTER FROM REQUISITIONIST

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Besides, there have been a number of allegations and filing of claims against the Group with regard to, including but not limited to, (i) long default of salary payments; (ii) dishonest disposal of assets of the Group; (iii) suspicious abuse of proceeds from fund raising activity of the Company.

The Requisitionist is of the view that the abovementioned adverse impacts to the Group were significantly caused by the incompetence of the current board (the “**Board**”) of directors (the “**Directors**”) and management of the Company, lack of relevant industry experience and knowledge and disregard of the interest of the Company and its shareholders as a whole.

In light of the foregoing, the grounds for the proposed appointment of Directors are that the proposed new Directors were working for the Group for years in the past with senior positions in the different significant departments and therefore are familiar with the operations of the Group and the relevant industry. The Requisitionist is of the view that Mr. Cho Cheng-Kuei and Mr. Zhou Long Fei are competent to enhance the performance and improve the corporate governance of the Group and conduct a comprehensive investigation on the previous suspicious transactions of the Group. Hence, the Requisitionist is of view that the appointment of the Proposed Directors is in the best interests of the Company and its shareholders as a whole.

### 5. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out in this circular. At the Extraordinary General Meeting, resolutions will be proposed to approve the appointment of the Proposed 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.

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## LETTER FROM REQUISITIONIST

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### 6. 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.

### 7. GENERAL INFORMATION

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

Yours faithfully,  
**Sino Century Universal Corporation**

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

Mr. Zhou Long Fei (“**Mr. Zhou Long Fei**”), aged 41, has extensive experience in the food and engineering field and has experience working for the Group. He served as the chief of the equipment section of LG Philips LCD (Nanjing) Co., Ltd. from August 2002 to April 2008, the manager of engineering department of Nanjing Christine Foodstuff Co., Ltd. from May 2008 to August 2015, the supply chain director of Nanjing Weigang Dairy Co., Ltd. (南京衛崗乳業有限公司) from September 2015 to April 2020, and the general manager of Nantong Ruilong Agricultural Products Development Co., Ltd. from July 2020 to November 2021. Mr. Zhou Long Fei has been the general manager of Hehexian (Suzhou) Food Co., Ltd. (盒盒鮮(蘇州)食品有限公司) since November 2021.

Mr. Zhou Long Fei obtained a diploma in electrical engineering and automation from Nanjing Vocational University of Industry Technology in the PRC in July 2002 and a bachelor’s degree in economics from PLA Nanjing Institute of Politics in the PRC in July 2008. He was qualified as an intermediate engineer in July 2014.

Save as disclosed above, Mr. Zhou Long Fei (i) does not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) does not have any interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions in the Company and other members of the Group; and (iv) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, there are no other matters relating to the appointment of Mr. Zhou Long Fei that need to be brought to the attention of the shareholders of the Company and there is no further information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Cho Cheng-Kuei (“**Mr. Cho**”), aged 45, has extensive experience in the chain food manufacturing and sales field and has experience working for the Group. He served as a factory manager of Zonghong Technology Co., Ltd. (宗鴻科技有限公司) from March 2005 to July 2007, the marketing director, project leader and special assistant of a branch company of Ganso Co., Ltd. (上海元祖夢果子股份有限公司) from July 2007 to July 2017, and the chief operating officer of Shanghai Christine Foodstuff Co., Ltd. from July 2017 to October 2019. Mr. Cho has been the general manager of Shanghai Tianzhijiao Intelligent Technology Co., Ltd. (上海天之嬌智能科技有限公司) since September 2019.

Mr. Cho obtained a degree in economic management from Shanghai Youth College of Management in the PRC in January 2017.

Save as disclosed above, Mr. Cho (i) does not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (ii) does not have any interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions in the Company and other members of the Group; and (iv) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, there are no other matters relating to the appointment of Mr. Cho that need to be brought to the attention of the Shareholders of the Company and there is no further information that should be disclosed pursuant to Rule 13.51(2) 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 4/F, Celebrity City Hotel, Zhongshan Bei Road No. 30, Gu Lou District, Nanjing, Jiangsu Province, PRC on Friday, 14 April 2023 at 11:30 a.m. for the purpose of considering, and if thought fit, approving the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

- (a) in accordance with article 83(2) of the Articles of Association of the Company, Mr. Cho Cheng-Kuei be and is hereby appointed as an executive director of the Company with effect from the date of this resolution; and
- (b) in accordance with article 83(2) of the Articles of Association of the Company, Mr. Zhou Long Fei be and is hereby appointed as an executive director of the Company with effect from the date of this resolution.

**Sino Century Universal Corporation**  
*Requisitionist*

Shanghai, the PRC, 7 March 2023

*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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 Tuesday, 11 April 2023 to Friday, 14 April 2023, 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 Thursday, 6 April 2023 .