

CIRCULAR DATED 6 APRIL 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by China International Holdings Limited (“Company”). If you are in any doubt as to the contents of this Circular or the course of action you should take, you should consult your stockbroker, bank manager, accountant, solicitor or other professional adviser immediately.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section titled “DEFINITIONS” of this Circular.

If you have sold or transferred all your shares in the capital of the Company, you should hand this Circular at once to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



CHINA INTERNATIONAL HOLDINGS LIMITED

(Registration No. 23356)

(Incorporated in Bermuda)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

Last date and time for lodgement of Proxy Form	:	22 April 2023 at 10:15 a.m.
Date and time of Special General Meeting	:	24 April 2023 at 10:15 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10:00 a.m. on the same day and at the same place)
Place of Special General Meeting	:	Anson II, Level 2 M Hotel Singapore 81 Anson Road Singapore 079908

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“2022 Mandate”	:	The share buy-back mandate renewed at the SGM of the Company held on 25 April 2022;
“Act”	:	The Companies Act 1967 of Singapore, as may be amended or modified from time to time;
“AGM”	:	The annual general meeting of the Company;
“Approval Date”	:	The date of the SGM at which the proposed renewal of the Share Buy-Back Mandate is approved;
“Associate”	:	(a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: <ul style="list-style-type: none">(i) his immediate family;(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more;
“Average Closing Price”	:	The average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action that occurs during the relevant 5-Market Day period and the date of the On-Market Purchase;
“Award”	:	A contingent award of Shares granted under the CIHL PSP;
“Bermuda Companies Act”	:	The Companies Act 1981 of Bermuda, as amended or modified from time to time;
“Board”	:	The Board of Directors of the Company, as at the Latest Practicable Date;
“Bye-laws”	:	The bye-laws of the Company as amended, supplemented or modified from time to time;
“CDP”	:	The Central Depository (Pte) Limited;
“CIHL ESOS”	:	The employee share option scheme adopted by the Company on 29 June 2020;

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“CIHL PSP”	:	The performance share plan adopted by the Company on 29 June 2020;
“Circular”	:	This circular to Shareholders dated 6 April 2023 in respect of the proposed renewal of the Share Buy-Back Mandate;
“Company” or “CIHL”	:	China International Holdings Limited;
“Control”	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
“Controlling Shareholder”	:	A person who (i) holds directly or indirectly fifteen per cent (15%) or more of the total voting rights in the Company (the SGX-ST may determine that a person who satisfies the above is not a Controlling Shareholder) or (ii) in fact exercises control over the Company;
“Depositor Proxy Form”	:	The proxy form which is despatched with this Circular allowing a Depositor to appoint the Chairman of the SGM to attend and vote as CDP’s proxy at the SGM;
“Director”	:	A director of the Company for the time being;
“EPS”	:	Earnings per Share;
“FY”	:	Financial year ended or ending 31 December, as the case may be;
“FY2022”	:	Financial year ended 31 December 2022;
“Group”	:	The Company and its Subsidiaries;
“Highest Last Dealt Price”	:	The highest price transacted for a Share as recorded on the SGX-ST on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase;
“Internal Policies”	:	The Company’s policy and guideline for dealing with securities and operational manual on regulatory compliance, which sets out the regulations and required procedures relating to share buybacks;
“Latest Practicable Date”	:	23 March 2023, being the latest practicable date prior to the despatch of this Circular;
“Listing Manual”	:	The listing manual of the SGX-ST and its relevant rule(s), as amended or modified from time to time;
“Market Day”	:	A day on which the SGX-ST is open for trading in securities;
“Notice of SGM”	:	Notice of the SGM dated 6 April 2023 set out at page SGM-1 of this Circular;
“NTA”	:	Net tangible assets;
“Off-Market Purchases”	:	Off-market purchases (if effected otherwise than on the SGX-ST) pursuant to an equal access scheme(s) (as defined in section 76C of the Act), which scheme(s) shall satisfy all the conditions prescribed by the Listing Manual;

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“On-Market Purchases”	:	On-market purchases through the SGX-ST’s ready market, or as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose;
“Option”	:	The right to subscribe for Shares granted or to be granted pursuant to the CIHL ESOS and for the time being subsisting;
“PRC”	:	The People’s Republic of China;
“Proxy Form”	:	The Shareholder Proxy Form and/or Depositor Proxy Form;
“Register of Members”	:	The register of members of the Company;
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as may be amended or modified from time to time;
“SGM”	:	The special general meeting of the Company to be convened and held on 24 April 2023 at 10:15 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10:00 a.m. on the same day and at the same place), notice of which is set out on page SGM-1 of this Circular;
“SGX-ST”	:	The Singapore Exchange Securities Trading Limited;
“Share Buy-Back Mandate”	:	The proposed general mandate to be given by the Shareholders to authorise the Directors to exercise all powers of the Company to purchase or acquire, on behalf of the Company, Shares in accordance with the terms set out in this Circular;
“Share Purchase”	:	The purchase of Shares by the Company pursuant to the Share Buy-Back Mandate;
“Share Transfer Agent”	:	The Company’s Singapore share transfer agent, being, Boardroom Corporate & Advisory Services Pte. Ltd.;
“Shareholder Proxy Form”	:	The proxy form which is despatched with this Circular allowing a Shareholder to appoint the Chairman of the SGM as proxy to attend and vote on its behalf at the SGM;
“Shareholders”	:	Registered holders of the Shares;
“Shares”	:	Ordinary shares of a par value of S\$0.05 each in the share capital of the Company;
“Subsidiaries”	:	Has the meaning ascribed to it in section 5 of the Act;
“Subsidiary Holdings”	:	Has the meaning ascribed to it in the Listing Manual;
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting Shares and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares;
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers; and

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“Treasury Share” : A Share that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled.

Currencies, Units and Others

“%” or “per cent” : Percentage or per centum;

“RMB” and “RMB cents” : PRC Renminbi and cents, respectively, being the lawful currency of PRC; and

“S\$” and “cents” : Singapore dollars and cents, respectively, being the lawful currency of Singapore.

The terms **“Depositor”**, **“Depository”**, **“Depository Agent”** and **“Depository Register”** shall have the same meanings ascribed to them in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the Bermuda Companies Act, the Listing Manual or any statutory modification thereof, and used in this Circular but not defined herein, shall have the meaning assigned to it under the Act, the Bermuda Companies Act, the Listing Manual or such modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and date in this Circular shall be a reference to Singapore time and date respectively, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

All discrepancies in figures included in this Circular between the amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

Unless otherwise stated, the following exchange rate has been used in this Circular:

S\$1.0000: RMB 5.1673.

The exchange rate as set out above is used for illustration purposes only and should not be construed as a representation that the relevant amounts have been or could be converted at the rate above or at any other rate or at all.

LETTER TO SHAREHOLDERS

CHINA INTERNATIONAL HOLDINGS LIMITED

(Registration No. 23356)
(Incorporated in Bermuda)

Directors

Shan Chang	(Non-Independent Non-Executive Chairman)
Zhang Rong Xiang	(Managing Director)
Zhu Jun	(Executive Director)
Chee Teck Kwong, Patrick	(Independent Non-Executive Director)
Teo Woon Keng John	(Lead Independent Non-Executive Director)

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

6 April 2023

To: The Shareholders of the Company

Dear Sir / Madam,

1. INTRODUCTION

- 1.1 The Board wishes to convene a SGM to be held at 10:15 a.m. on 24 April 2023 (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10:00 a.m. on the same day and at the same place) to seek Shareholders' approval for the proposed renewal of the Share Buy-Back Mandate.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to the proposed renewal of the Share Buy-Back Mandate to be tabled at the SGM, notice of which is set out on page SGM-1 of this Circular.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

2. PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

2.1 Introduction

The Share Buy-Back Mandate is a general mandate to be given by the Shareholders that allows the Company to purchase or acquire its issued Shares at any time during the duration and on the terms of the Share Buy-Back Mandate. It is a requirement under the Listing Manual and Bye-law 7(B) that if the Company wishes to purchase or acquire its own shares, it should obtain approval of its shareholders at a general meeting. At the special general meeting of the Company held on 30 April 2009, Shareholders had approved the adoption of the Share Buy-Back Mandate to enable the Company to purchase or otherwise acquire Shares and to hold such Shares as Treasury Shares.

At the special general meeting held on 25 April 2022, the Shareholders had approved a resolution in relation to the renewal of the Share Buy-Back Mandate (the "**2022 Mandate**").

The authority conferred on the Directors pursuant to the 2022 Mandate will expire on the earliest of:

- (a) the conclusion of the next AGM of the Company;
- (b) the date by which the next AGM of the Company is required to be held;
- (c) the date on which the purchases of Shares by the Company are carried out to the full extent mandated; or

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- (d) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by ordinary resolution of the Company in a general meeting.

The forthcoming AGM of the Company will be held on 24 April 2023. Consequently, the 2022 Mandate will expire at the conclusion of the said AGM.

Accordingly, approval is being sought from Shareholders as at the date of the SGM for the renewal of the Share Buy-Back Mandate. It is proposed that the proposed renewal of the Share Buy-Back Mandate be tabled as an ordinary resolution (as defined in the Bye-laws) for Shareholders' approval.

2.2 Rationale for the Proposed Renewal of the Share Buy-Back Mandate

The Company proposes to seek Shareholders' approval for the proposed renewal of the Share Buy-Back Mandate to give Directors the flexibility to undertake share purchases or acquisitions of up to ten per cent (10%) of the Company's total issued Shares (excluding Treasury Shares and Subsidiary Holdings, if any), as at the date of passing of the resolution at the SGM, as described in paragraph 2.3 below at any time, subject to market conditions, during the period when the Share Buy-Back Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its issued Shares is as follows:

- (a) In managing the business of the Company, management strives to increase Shareholders' value by improving, *inter alia*, the return on equity of the Company. A buy-back of Shares at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.
- (b) The Directors believe that the Share Buy-Back Mandate provides the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient, effective and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the earnings and/or net asset value per Share.
- (c) The Directors further believe that buy-backs of Shares by the Company will help mitigate short-term market volatility, offset the effects of short-term speculation and bolster Shareholder confidence.

The Share Purchases will only be undertaken as and when the Directors consider it to be in the best interests of the Company. If and when circumstances permit, the Directors will decide whether to effect the Share Purchases via On-Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out buy-backs of Shares to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity, the orderly trading of the Shares, the financial position of the Company and/or result in the Company being delisted from the SGX-ST. For example, the Directors will ensure that a buy-back of Shares will not be carried out to such an extent that the free float of the Company's Shares held by the public falls to below ten per cent (10%).

Any Share Purchase will have to be made in accordance with, and in the manner prescribed by, the Bermuda Companies Act, the memorandum of association of the Company, the Bye-laws, Internal Policies, and such other laws and regulations as may, for the time being, be applicable. As the Company is listed on the SGX-ST, it is also required to comply with Part XIII of Chapter 8 of the Listing Manual, which relates to the purchase or acquisition of issued ordinary shares in the capital of a company listed on the SGX-ST.

LETTER TO SHAREHOLDERS

2.3 The terms of the proposed Share Buy-Back Mandate

The authority and limitations placed on the Share Purchases by the Company under the proposed Share Buy-Back Mandate, if the renewal of which is approved at the SGM, are summarised below:

2.3.1 Maximum number of Shares

As at the Latest Practicable Date, the issued and paid-up share capital (excluding Treasury Shares and Subsidiary Holdings, if any) of the Company is S\$3,793,568.75 comprising 75,871,375 Shares of par value S\$0.05 each.

Pursuant to the Share Buy-Back Mandate, the Company may only acquire Shares that are issued and fully paid-up.

In accordance with Rule 882 of the Listing Manual, the total number of Shares that may be purchased is limited to that number of Shares representing not more than ten per cent (10%) of the issued ordinary share capital of the Company as at the Approval Date. Any Shares which are held as Treasury Shares or Subsidiary Holdings will be disregarded for purposes of computing the ten per cent (10%) limit.

For illustrative purposes only, on the basis of 75,871,375 Shares (excluding Treasury Shares and Subsidiary Holdings, if any) in issue as at the Latest Practicable Date and assuming that no further Shares are issued on or prior to the SGM, not more than 7,587,137 Shares (representing ten per cent (10%) of the Shares in issue (excluding Treasury Shares and Subsidiary Holdings, if any) as at the Approval Date) of par value S\$0.05 each may be purchased or acquired by the Company pursuant to the proposed Share Buy-back Mandate.

The Company may not acquire its own Shares if as a result thereof, the issued share capital of the Company would be reduced below the minimum subscribed capital specified in the memorandum of association of the Company.

2.3.2 Duration of authority

If approved, the Share Buy-Back Mandate will take effect from the date of passing of the resolution approving the proposed renewal of the said mandate at the SGM and continue in force up to the earliest of:

- (i) the conclusion of the next AGM;
- (ii) the date by which such AGM is required to be held;
- (iii) the date on which the Share Purchases are carried out to the full extent mandated; or
- (iv) the date on which the authority contained in the Share Buy-Back Mandate is revoked or varied by an ordinary resolution (as defined in the Bye-laws) of the Shareholders in general meeting.

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase or acquire Shares may be renewed at each subsequent AGM or other general meetings of the Company.

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2.3.3 Manner of Share Purchases

Share Purchases may be made by way of:

- (i) On-Market Purchases; and/or
- (ii) Off-Market Purchases.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Listing Manual, the memorandum of association of the Company, the Bye-laws, the Bermuda Companies Act, section 76C of the Act and any other applicable laws and regulations as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes.

As announced on 6 March 2019, the Company has adopted the Internal Policies in order to tighten its internal controls with respect to share buybacks. Pursuant to the Internal Policies, the Company shall complete a prescribed checklist and obtain the prior approval of the audit committee or the Board before conducting any share buybacks.

While the Company is not bound by section 76C of the Act, any equal access scheme pursuant to the Share Buy-Back Mandate will need to satisfy the conditions of section 76C of the Act pursuant to Rule 882 of the Listing Manual. Under section 76C of the Act, an equal access scheme must satisfy all of the following conditions:

- (i) offers for the purchase of issued Shares shall be made to every person who holds Shares, to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers are the same, except that there shall be disregarded:
 - (a) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (b) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, Rule 885 of the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Purchase;
- (iv) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the Share Purchase, if made, could affect the listing of the Shares on the official listing of the SGX-ST;

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- (vi) details of any Share Purchases made by the Company in the previous 12 months (whether by way of On-Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Purchases, where relevant, and the total consideration paid for such Share Purchases; and
- (vii) whether the Shares purchased will be cancelled or kept as Treasury Shares.

2.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors.

However, the purchase price to be paid for a Share pursuant to the Share Purchases as determined by the Directors must not exceed:

- (i) in the case of an On-Market Purchase, one hundred and five per cent (105%) of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, one hundred and twenty per cent (120%) of the Highest Last Dealt Price of the Shares,

in either case, excluding related expenses of the Share Purchase (the “**Maximum Price**”).

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-Market Day period and the date of the On-Market Purchase; and

“**Highest Last Dealt Price**” means the highest price transacted for a Share as recorded on the SGX-ST on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase.

For the purpose of the definition of “**Highest Last Dealt Price**” above, “**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the Off-Market Share Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 **Status of purchased Shares**

Under the Bermuda Companies Act, any Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is purchased or acquired to be held, and is held by the Company as a Treasury Share as permitted under the Bye-laws, and the Bermuda Companies Act. Where purchased or acquired Shares are cancelled and not held as Treasury Shares, the amount of the issued share capital of the Company will be diminished by the nominal value of such Shares purchased or acquired by the Company. However, this shall not be taken as reducing the amount of the Company’s authorised share capital.

Any Shares purchased or acquired by the Company (and not held as Treasury Shares by the Company) and cancelled will be automatically de-listed by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled by the Company as soon as reasonably practicable following the settlement of any such purchase.

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2.4.1 Purchased Shares held as Treasury Shares

Under the Bermuda Companies Act, a company may purchase its own shares if authorised by its memorandum of association or bye-laws. The shares so purchased shall be cancelled or, if authorised by its memorandum of association or bye-laws, held as Treasury Shares. If the shares purchased are cancelled, the amount of the company's issued share capital, but not its authorised share capital, will be diminished by the aggregate nominal value of those shares accordingly. Under the laws of Bermuda, if a company holds shares as Treasury Shares, the company shall be entered in the register of members as the member holding the Treasury Shares but the company is not permitted to exercise any rights in respect of those shares.

A company may not acquire its own shares to be held as Treasury Shares if, as a result of the acquisition, all of the company's issued shares, other than the shares to be held as Treasury Shares, would be non-voting shares.

No acquisition by a company of its own shares, regardless whether or not to be held as treasury shares may be effected if on the date on which the acquisition is to be effected, there are reasonable grounds for believing that the company is, or after the acquisition would be, unable to pay its liabilities as they become due.

2.4.2 Voting and other rights

The Company cannot exercise any rights in respect of Treasury Shares, including any right to attend or vote at meetings, and any purported exercise of such a right is void.

In addition, no dividend may be paid, and no other distribution of the Company's assets (whether in cash or otherwise) may be made, to the Company in respect of Treasury Shares. However, an allotment of Shares as fully paid bonus Shares in respect of Treasury Shares is allowed. Any Shares so allotted shall be treated for the purposes of the Bermuda Companies Act as if they had been acquired by the Company at the time they were allotted.

2.4.3 Disposal and cancellation

Where purchased Shares are held as Treasury Shares, the Company may:

- (i) continue to hold all or any of such Treasury Shares;
- (ii) dispose of or transfer all or any of the Treasury Shares for cash or other consideration; or
- (iii) cancel all or any of the Treasury Shares.

In the event of any sale, transfer and/or cancellation of Treasury Shares, the Company will immediately make an announcement stating the following:

- (i) day of the sale, transfer and/or cancellation;
- (ii) purpose of such sale, transfer and/or cancellation;
- (iii) number of Treasury Shares sold, transferred and/or cancelled;
- (iv) number of Treasury Shares before and after such sale, transfer and/or cancellation;

LETTER TO SHAREHOLDERS

- (v) percentage of the number of Treasury Shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer and/or cancellation; and
- (vi) value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

2.5 Source of funds

- 2.5.1 In undertaking Share Purchases, the Company may only apply funds legally available for such purchase in accordance with the Bermuda Companies Act, the Bye-laws, and the applicable laws in Singapore. The Company may not purchase its Shares for a consideration other than cash or, in the case of an On-Market Share Purchase, for settlement other than in accordance with the trading rules of the SGX-ST.
- 2.5.2 Under the Bermuda Companies Act, a purchase of shares may only be funded out of the capital paid up on the shares to be purchased, or out of the funds of the company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of shares made for the purpose of the purchase, and the premium (if any) payable on the purchase (i.e. the amount paid in excess of the nominal value of the shares to be purchased) must be provided for out of the funds of the company which would otherwise be available for dividend or distribution, or out of the company's share premium account before the shares are purchased.
- 2.5.3 The Company may use its internal resources of funds, external borrowings, or a combination of internal resources and external borrowings to finance buy-backs of its Shares. It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Share Buy-Back Mandate on the net asset value and EPS as the resultant effect would depend on factors such as the aggregate number of Shares purchased, the purchase price paid at the relevant time and the amount (if any) borrowed by the Company to fund the purchase. The Directors will only make purchases or acquisitions pursuant to the Share Buy-Back Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or would not cause the Company to be insolvent.

2.6 Financial effects of the Share Buy-Back Mandate

2.6.1 General

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buy-Back Mandate will depend on, *inter alia*, the number of Shares purchased or acquired and the price paid for such Shares and the manner in which the purchase is funded.

Where purchased Shares are cancelled, the Company's total issued share capital will be diminished by the total nominal amount of those Shares purchased by the Company. The NTA of the Company and the Group will be reduced by the aggregate purchase price paid by the Company for the Shares. The purchase price paid by the Company for the Shares (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

As at the Latest Practicable Date, the issued and paid-up capital of the Company is S\$3,793,568.75 comprising 75,871,375 Shares of par value S\$0.05 each. As at the Latest Practicable Date, there are no Treasury Shares or Subsidiary Holdings held by the Company and no Shares are reserved for issue by the Company.

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2.6.2 Assumptions

The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2022, are based on the assumptions set out below:

- (i) the Share Buy-Back Mandate had been effective on the Latest Practicable Date and the Company had purchased a maximum of 7,587,137 Shares representing ten per cent (10%) of the total issued share capital of the Company (excluding Treasury Shares and Subsidiary Holdings, if any) as at the Latest Practicable Date out of capital; and
- (ii) the consideration for the purchase or acquisition of the Shares are funded solely by the internal funds and/or external borrowings.

For illustrative purposes only, on the basis of the assumptions set out above as well as the following:

- (i) Number of Shares purchased or acquired

Based on the issued and paid-up ordinary share capital of the Company as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the SGM, the purchase by the Company of up to the maximum limit of ten per cent (10%) of its issued share capital (excluding Treasury Shares and Subsidiary Holdings, if any) will result in the purchase or acquisition of 7,587,137 Shares.

- (ii) Maximum price paid for Shares purchased or acquired

- (a) In the case of an On-Market Purchase by the Company and assuming that the Company purchases or acquires 7,587,137 Shares at the Maximum Price of S\$0.101 for one (1) Share (being the price equivalent to five per cent (5%) above the average of the closing market prices of the Shares over the last five (5) Market Days immediately preceding the Latest Practicable Date on which transactions in the Shares were recorded), the maximum amount of funds required for the purchase or acquisition of 7,587,137 Shares is S\$0.766 million, approximately equivalent to RMB3.960 million.

- (b) In the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires 7,587,137 Shares at the Maximum Price of S\$0.115 for one (1) Share (being the price equivalent to twenty per cent (20%) above the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 7,587,137 Shares is S\$0.873 million, approximately equivalent to RMB4.509 million.

2.6.3 Illustration of financial effects

The financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate, on the audited accounts of the Group and the Company for FY2022 as if the Share Buy-Back Mandate had been effective on 31 December 2022 are presented below.

Given that the Group has accumulated losses of RMB 551.81 million as at 31 December 2022, the Company will not be making acquisitions of Shares out of its profits. Accordingly, the Company will not be presenting such illustrations in this Circular.

LETTER TO SHAREHOLDERS

(i) **Share Purchases made entirely out of capital and cancelled**

	Group			Company		
	Before Share Purchases	After Share Purchases		Before Share Purchases	After Share Purchases	
		On-Market Share Purchase	Off-Market Share Purchase		On-Market Share Purchase	Off-Market Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2022						
Shareholders' fund	77,685	76,919	76,812	94,153	93,387	93,280
NTA ⁽¹⁾	71,996	71,230	71,123	94,153	93,387	93,280
Current assets	58,113	57,347	57,240	80,808	80,042	79,935
Current liabilities	38,746	38,746	38,746	24,586	24,586	24,586
Working capital	19,367	18,601	18,494	56,222	55,456	55,349
Total borrowings	20,299	20,299	20,299	–	–	–
Number of Shares as at LPD ('000)	75,871	68,284	68,284	75,871	68,284	68,284
Financial Ratios						
NTA per Share (S\$)	0.95	1.04	1.04	1.24	1.37	1.37
Earnings / (Loss) per Share (S\$)	0.170	0.189	0.189	(0.010)	(0.011)	(0.011)
Gearing (times) ⁽²⁾	0.26	0.26	0.26	–	–	–
Current ratio (times) ⁽³⁾	1.50	1.48	1.48	3.29	3.26	3.25

Notes:

- (1) "NTA" equals Shareholders' funds less intangible assets.
- (2) "Gearing" equals total borrowings divided by Shareholders' funds.
- (3) "Current ratio" equals current assets divided by current liabilities.

LETTER TO SHAREHOLDERS

(ii) **Share Purchases made entirely out of capital and held as Treasury Shares**

	Group			Company		
	Before Share Purchases	After Share Purchases		Before Share Purchases	After Share Purchases	
		On-Market Share Purchase	Off-Market Share Purchase		On-Market Share Purchase	Off-Market Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2022						
Shareholders' fund	77,685	76,919	76,812	94,153	93,387	93,280
NTA ⁽¹⁾	71,996	71,230	71,123	94,153	93,387	93,280
Current assets	58,113	57,347	57,240	80,808	80,042	79,935
Current liabilities	38,746	38,746	38,746	24,586	24,586	24,586
Working capital	19,367	18,601	18,494	56,222	55,456	55,349
Total borrowings	20,299	20,299	20,299	–	–	–
Number of Shares as at LPD ('000)	75,871	68,284	68,284	75,871	68,284	68,284
Financial Ratios						
NTA per Share (S\$)	0.95	1.04	1.04	1.24	1.37	1.37
Earnings / (Loss) per Share (S\$)	0.170	0.189	0.189	(0.010)	(0.011)	(0.011)
Gearing (times) ⁽²⁾	0.26	0.26	0.26	–	–	–
Current ratio (times) ⁽³⁾	1.50	1.48	1.48	3.29	3.26	3.25

Notes:

- (1) "NTA" equals Shareholders' funds less intangible assets.
- (2) "Gearing" equals total borrowings divided by Shareholders' funds.
- (3) "Current ratio" equals current assets divided by current liabilities.

Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited FY2022 numbers and is not necessarily representative of future financial performance.

Although the Share Buy-Back Mandate would authorise the Company to purchase or acquire such number of Shares representing up to ten per cent (10%) of the Company's issued share capital (excluding Treasury Shares and Subsidiary Holdings, if any) as at the date the proposed renewal of the Share Buy-Back Mandate is approved, the Company may not necessarily buy back or be able to buy back up to ten per cent (10%) of the issued share capital (excluding Treasury Shares and Subsidiary Holdings, if any) in full. The Company will take into account both financial factors (for example, cash surplus, debt position and working capital requirement) and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a buy-back of Shares before execution. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

LETTER TO SHAREHOLDERS

Purchases of Shares by the Company pursuant to the Share Buy-Back Mandate will only be made in circumstances where it is considered by the Board to be in the best interests of the Company. It should be noted that purchases pursuant to the Share Buy-Back Mandate may not be carried out to the full ten per cent (10%) as mandated. Further, the Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that would have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

2.7 Listing Manual

2.7.1 Under the Listing Manual, a listed company may only purchase shares by way of a market acquisition at a price which is not more than five per cent (5%) above the average closing market price. The term “average closing market price”, as defined under the Listing Manual, means the average of the closing market prices of shares over the last five (5) market days, on which transactions in the shares were recorded, before the day on which the purchases are made and deemed to be adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the purchases are made. The Maximum Price for a Share in relation to an On-Market Purchase and an Off-Market Purchase by the Company, referred to in paragraph 2.3.4 of this Circular, conforms to this restriction.

2.7.2 Reporting requirements

Additionally, the Listing Manual also specifies that a listed company shall notify all purchases or acquisitions of its shares to SGX-ST not later than 9:00 a.m.:

- (i) in the case of an On-Market Purchase, on the market day following the day of purchase or acquisition of any of its shares; and
- (ii) in the case of an Off-Market Purchase under an equal access scheme, on the second market day after the close of acceptances of the offer.

Such notification shall be in such form and shall include such details as may be prescribed in the Listing Manual, which include details of the total number of shares purchased and the purchase price per share or the highest and lowest prices paid for such shares, as applicable.

2.7.3 No share purchase during development of price-sensitive information

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase of its own issued shares, the Company will not undertake any Share Purchase pursuant to the Share Buy-Back Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of a decision until such price sensitive information has been publicly announced. In particular, in line with the best practices on dealings in securities issued by SGX-ST under Rule 1207(19) of the Listing Manual, the Company will not purchase or acquire any Shares pursuant to the Share Buy-Back Mandate during the period commencing one month immediately preceding the announcement of the Company's half year and full year financial statements and ending on the date of the announcement of the relevant results.

2.7.4 Listing status on the SGX-ST

The Listing Manual also requires a listed company to ensure that at least ten per cent (10%) of its Shares is at all times held by public Shareholders. The term “public”, as defined under the Listing Manual, means persons other than the directors, substantial shareholders, chief executive officers or controlling shareholders of the company and its subsidiaries, as well as Associates of such persons.

LETTER TO SHAREHOLDERS

As at the Latest Practicable Date, 16,864,611 Shares representing 22.23% of the issued share capital of the Company are held in the hands of the public. In the event that the Company purchases the maximum number of Shares representing ten per cent (10%) of its issued ordinary share capital from such public Shareholders, the resultant percentage of the issued Shares held by the public Shareholders would be reduced to approximately 13.59%.

Accordingly, the Company is of the view that there is, at present, a sufficient number of Shares in public hands that would permit the Company to potentially undertake buy-backs of the Shares up to the full ten per cent (10%) limit pursuant to the proposed Share Buy-Back Mandate, without adversely affecting the orderly trading, liquidity and listing status of the Shares on the SGX-ST.

Save for its Shares, as at the Latest Practicable Date, the Company has no securities listed on the SGX-ST.

2.8 Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Purchases by the Company or who may be subject to tax whether in or outside Singapore should consult their own professional advisers.

2.9 Take-over Code implications arising from Share Purchases

2.9.1 Obligation to make a take-over offer

Under Rule 14 of the Take-over Code, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory take-over offer if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to thirty per cent (30%) or more or, if they, together holding between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, increase their voting rights in the Company by more than 1 per cent (1%) in any period of six (6) months.

Appendix 2 of the Take-over Code further provides that when the Company buys back its Shares, any resulting increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code.

2.9.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate control of that company. Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (i) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, any company whose associated companies include any of the above companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for purchase of voting rights;
- (ii) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (iii) a company with any of its pension funds and employee share schemes;

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- (iv) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (v) a financial or other professional adviser, including a stockbroker, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (vi) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (vii) partners; and
- (viii) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the above, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, ownership or control of at least twenty per cent (20%) but not more than fifty per cent (50%) of the voting rights of a company will be regarded as the test for associated company status.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a Share Purchase by the Company are set out in Appendix 2 of the Take-over Code.

2.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 is that:

- (a) unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent (1%) in any period of six (6) months; and
- (b) a Shareholder who is not acting in concert with Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to thirty per cent (30%) or more, or if the Shareholder holds between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy-Back Mandate.

However, Shareholders will be subject to the provisions of Rule 14 of the Take-over Code if they acquire Shares after the Company's Share Purchases. For the purposes of the Take-over Code, an increase in the percentage of voting rights as a result of the Share Purchases will be taken into account in determining whether a Shareholder and persons acting in concert with him have increased their voting rights by more than one per cent (1%) in any period of six (6) months.

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Shareholders (including Directors) and their concert parties who hold more than fifty per cent (50%) of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares.

If the Company decides to cease the Share Purchases before it has purchased in full such number of Shares authorised by its Shareholders at the SGM, the Company will promptly inform its Shareholders of such cessation. This will assist Shareholders to determine if they can buy any more Shares without incurring an obligation under Rule 14 of the Take-over Code.

2.9.4 Application of the Take-over Code

Based on substantial shareholder notifications received by the Company under Division 2, Part 7 of the SFA, as at the Latest Practicable Date as set out in paragraph 3.2 below, none of the Substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 as a result of the purchase or acquisition by the Company to the maximum limit of 10% of its issued Shares as at the Latest Practicable Date.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under the Take-over Code. Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any Share Purchases pursuant to the Share Buy-Back Mandate are advised to consult their professional advisers and/or the Securities Industry Council of Singapore and/or the relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Buy-Back Mandate is in force.

2.10 **Details of Share Purchases pursuant to a Share Buy-Back Mandate**

The Company did not purchase or acquire any Shares during the 12-month period immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, the Company has no Treasury Shares.

2.11 **Limits on shareholdings**

There are no limitations under Bermuda law on the rights of registered holders of Shares to hold or vote their Shares, solely by reason that they are non-Bermudians. The Company does not have any limitation under its Bye-laws on the shareholdings of the Shareholders. However, Bye-law 192(B) of the Bye-laws requires that for so long as the shares of the Company are listed on a Designated Stock Exchange (which is defined in the Bye-laws to include the SGX-ST), substantial shareholders (having the meaning ascribed to it in the Act) have to disclose particulars of the shares in the Company beneficially owned by them and of any change in the percentage level of such interests. Such requirement to disclose does not apply to The Central Depository (Pte) Limited. Additionally, under Rule 723 of the Listing Manual, a company must ensure that at least ten per cent (10%) of a class of its listed securities (excluding treasury shares, preference shares and convertible equity securities) is at all times held by the public (as defined in the Listing Manual). The Company shall use its best efforts to ensure that it does not effect a Share Purchase if the Share Purchase would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company.

LETTER TO SHAREHOLDERS

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors' and Substantial Shareholders in the Shares as recorded in the register of Directors' shareholdings and register of Substantial Shareholders, respectively, as at the Latest Practicable Date, are as follows:

3.1 Interests of Directors

Save as disclosed in the table below, none of the Directors has any interest, direct or indirect, in the share capital of the Company or any of its subsidiaries.

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Shan Chang	—	—	—	—	—	—
Zhang Rong Xiang	210,550	0.28	—	—	210,550	0.28
Zhu Jun	—	—	—	—	—	—
Chee Teck Kwong, Patrick	65,000	0.09	—	—	65,000	0.09
Teo Woon Keng John	65,000	0.09	—	—	65,000	0.09

At the special general meeting of the Company held on 29 June 2020, Shareholders had approved the proposed adoption of the CIHL ESOS and CIHL PSP. Details of the Options and Awards granted by the Company to the Directors pursuant to the CIHL ESOS and CIHL PSP respectively are as follows:

Options granted under the CIHL ESOS

	Aggregate number of Options granted	Aggregate number of Options exercised	Date of Grant	Expiry Date
Shan Chang	400,000	Nil	3 July 2020	2 July 2025
	200,000	Nil	31 May 2021	30 May 2026
Zhang Rong Xiang	500,000	Nil	3 July 2020	2 July 2025
	250,000	Nil	31 May 2021	30 May 2026
Zhu Jun	500,000	Nil	3 July 2020	2 July 2025
	250,000	Nil	31 May 2021	30 May 2026
Chee Teck Kwong, Patrick	400,000	Nil	3 July 2020	2 July 2025
	200,000	Nil	31 May 2021	30 May 2026
Teo Woon Keng John	400,000	Nil	3 July 2020	2 July 2025
	200,000	Nil	31 May 2021	30 May 2026

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Awards granted under the CIHL PSP

	Number of Awards granted	Date of Grant	Aggregate number of Shares vested pursuant to the Awards ⁽¹⁾	Aggregate number of Shares outstanding pursuant to the Awards
Shan Chang	100,000	3 July 2020	(100,000) ⁽²⁾	0
	100,000	31 May 2021	(30,000) ⁽²⁾	70,000
Zhang Rong Xiang	100,000	3 July 2020	(100,000) ⁽²⁾	0
	100,000	31 May 2021	(30,000) ⁽²⁾	70,000
Zhu Jun	100,000	3 July 2020	(100,000) ⁽²⁾	0
	100,000	31 May 2021	(30,000) ⁽²⁾	70,000
Chee Teck Kwong, Patrick	50,000	3 July 2020	(50,000)	0
	50,000	31 May 2021	(15,000)	35,000
Teo Woon Keng John	50,000	3 July 2020	(50,000)	0
	50,000	31 May 2021	(15,000)	35,000

Notes:

- (1) 30% of the Awards granted shall vest after the first anniversary of the date of grant; and 70% of the Awards granted shall vest after the second anniversary of the date of grant.
- (2) A cash settlement was granted in lieu of the Shares which would have been allotted to the respective Directors based on the aggregate Market Value of such Shares on 5 July 2021, 1 June 2022 and 5 July 2022. Pursuant to the rules of the CIHL PSP, the "Market Value" is determined based on the average of the highest and lowest trading price of a Share on the SGX-ST on the three (3) immediately preceding trading days.

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3.2 Interests of Substantial Shareholders

As at the Latest Practicable Date, the shareholdings of the Substantial Shareholders are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% ^(*)	Number of Shares	% ^(*)	Number of Shares	% ^(*)
Wellful Holdings Limited	22,181,827	29.24	–	–	22,181,827	29.24
China Construction Group Inc	11,001,256	14.50	–	–	11,001,256	14.50
Wisdom Accord Limited	7,500,000	9.89	–	–	7,500,000	9.89
Century Investment Company Limited	12,200,066	16.08	–	–	12,200,066	16.08
Lee Tat Kwong (Li Daguang)	5,783,065	7.62	–	–	5,783,065	7.62
Lin Rongqiang ⁽¹⁾	–	–	22,181,827	29.24	22,181,827	29.24
China Construction Holdings Limited ⁽²⁾	–	–	11,001,256	14.50	11,001,256	14.50
Fok Hei Yu ⁽³⁾	–	–	11,001,256	14.50	11,001,256	14.50
John Howard Batchelor ⁽³⁾	–	–	11,001,256	14.50	11,001,256	14.50
Zheng Dagang ⁽⁴⁾	–	–	7,500,000	9.89	7,500,000	9.89
Mu De Jun ⁽⁵⁾	–	–	12,200,066	16.08	12,200,066	16.08
Gong Xuan ⁽⁵⁾	–	–	12,200,066	16.08	12,200,066	16.08

Notes:

(*) Based on 75,871,375 Shares issued as at the Latest Practicable Date.

- (1) Wellful Holdings Limited is a company incorporated in the British Virgin Islands. Lin Rongqiang is the sole shareholder of Wellful Holdings Limited. Accordingly, Lin Rongqiang is deemed to be interested in the Shares held by Wellful Holdings Limited by virtue of Section 4 of the SFA.
- (2) China Construction Group Inc is a company incorporated in Samoa. China Construction Holdings Limited is a company incorporated in Bermuda and is the sole shareholder of China Construction Group Inc. Accordingly, China Construction Holdings Limited is deemed to be interested in the Shares held by China Construction Group Inc by virtue of Section 4 of the SFA.
- (3) By way of a deed of appointment dated 28 August 2013, Fok Hei Yu and John Howard Batchelor were jointly and severally appointed as receivers over 100% of the shares in China Construction Group Inc. Accordingly, Fok Hei Yu and John Howard Batchelor are deemed to be interested in the Shares held by China Construction Group Inc by virtue of Section 4 of the SFA.
- (4) Wisdom Accord Limited is a company incorporated in the British Virgin Islands. Zheng Dagang is the sole shareholder of Wisdom Accord Limited. Accordingly, Zheng Dagang is deemed to be interested in the Shares held by Wisdom Accord Limited by virtue of Section 4 of the SFA.
- (5) Century Investment Company Ltd is a company incorporated in the British Virgin Islands. The shareholders of Century Investment Company Ltd are Mu Dejun and Gong Xuan holding 70% and 30% respectively of the total issued share capital. Accordingly, Mu Dejun and Gong Xuan are deemed to be interested in the Shares held by Century Investment Company Ltd by virtue of Section 4 of the SFA.

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4. SPECIAL GENERAL MEETING

The Board is convening a special general meeting to be held at M Hotel Singapore on 24 April 2023 at 10:15 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering, and if thought fit, passing the Proposed Resolutions (with or without modifications) set out in the Notice of SGM on page SGM-1 of this Circular as ordinary resolutions of the Company.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the SGM and who wish to appoint a proxy to attend and vote at the SGM on their behalf will find attached to this Circular the Proxy Form which they should complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the offices of the Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, not less than forty-eight (48) hours before the time appointed for the holding of the SGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the SGM in place of his proxy if he finds that he is able to do so. In such event, the Proxy Form shall be deemed to be revoked.

Under the Bermuda Companies Act, only a person who agrees to become a member of a Bermuda company and whose name is entered in the register of members of such a Bermuda company is considered a member with rights to attend and vote at general meetings of such company. Accordingly, under the laws of Bermuda, a Depositor holding Shares through CDP would not be recognised as a shareholder of the Company and would not have the right to attend and vote at general meetings convened by the Company. In the event that a Depositor wishes to attend and vote at the SGM, the Depositor would have to do so through CDP appointing him/her/it as a proxy, pursuant to the Bye-Laws.

Pursuant to Bye-law 85(B)(iv), unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the Depository's proxies to vote on behalf of the Depository at a general meeting of the Company each of the Depositors who are individuals and whose names are shown in the records of the Depository (as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting) supplied by the Depository to the Company.

A Depositor shall not be entitled to attend the SGM and to speak and vote thereat as the CDP's proxies unless his/her/its name appears in the Depository Register as at a time not earlier than forty-eight (48) hours prior to the time fixed for the holding of the SGM, as certified by CDP to the Company.

6. DIRECTORS' RECOMMENDATION

The Directors, having carefully considered the terms and rationale of the proposed renewal of the Share Buy-Back Mandate as set out in paragraph 2, are of the view that the proposed renewal of the Share Buy-Back Mandate is in the best interest of the Company and accordingly, recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed renewal of the Share Buy-Back Mandate to be proposed at the SGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buy-Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

LETTER TO SHAREHOLDERS

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the office of the Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, during normal business hours from the date of this Circular up to and including the date of the SGM:

- (i) The memorandum of association of the Company and the Bye-laws; and
- (ii) The Company's annual report for FY2022

Yours faithfully
For and on behalf of
the Board of Directors of
China International Holdings Limited

Shan Chang
Non-Independent Non-Executive Chairman

NOTICE OF SPECIAL GENERAL MEETING

CHINA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda)
(Company Registration No. 23356)

*All references to the Circular in this Notice of Special General Meeting (“**Notice**”) shall mean the Company’s Circular to Shareholders dated 6 April 2023 (the “**Circular**”). All capitalised terms used in this Notice but not otherwise defined herein shall have the meanings given to them in the Circular.*

NOTICE IS HEREBY GIVEN that a Special General Meeting of China International Holdings Limited (the “**Company**”) will be held at Anson II, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Monday, 24 April 2023 at 10:15 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION: THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

That:

- (a) approval be and is hereby given for the exercise by the directors of the Company (“**Directors**”) of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares of a par value of S\$0.05 each in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), and subject to the Minimum Free Float (as hereinafter defined) at such price or price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchases, transacted on the ready market of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), or as the case may be, other stock exchange for the time being on which the Shares may be listed or quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (“**On-Market Share Purchases**”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by section 76C of the Companies Act 1967 of Singapore and the Listing Manual of the SGX-ST (“**Off-Market Share Purchases**”),and otherwise in accordance with all other applicable laws and regulations (including the provisions of the Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time (“**Bermuda Companies Act**”)) and the provisions in the Listing Manual of the SGX-ST as may for the time being be applicable (“**Share Buy-Back Mandate**”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the absolute discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Bermuda Companies Act;
- (c) the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Ordinary Resolution and expiring on the earliest of:
 - (i) the conclusion of the next annual general meeting (“**AGM**”) of the Company;
 - (ii) the date by which the next AGM of the Company is required to be held;

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- (iii) the date on which the purchases of Shares by the Company are carried out to the full extent mandated; or
 - (iv) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by ordinary resolution of the Company in a general meeting;
- (c) in this Ordinary Resolution:

“Prescribed Limit” means the number of Shares representing ten per cent (10%) of the total issued ordinary share capital of the Company (excluding Treasury Shares and Subsidiary Holdings, if any) as at the date of the passing of this Ordinary Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Bermuda Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any Treasury Shares that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date on which this Ordinary Resolution is passed and expiring on the earliest of (i) the date the next annual general meeting of the Company is held or is required to be held, or (ii) the date on which the purchases of the Shares are carried out to the full extent mandated, under the Share Buy-Back Mandate, or (iii) the date on which the Share Buy-Back Mandate is varied or superseded by resolution of the shareholders of the Company in general meeting;

“Minimum Free Float” means at least ten per cent (10%) of the total number of issued Shares of the Company (excluding Treasury Shares, preference shares and convertible equity securities) in a class that is listed is at all times held by the public;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Share Purchase, 120% of the Highest Last Dealt Price,

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) market days, being a day on which the SGX-ST is open for securities trading (**“Market Day”**), on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the date of the On-Market Purchase;

“Highest Last Dealt Price” means the highest price transacted for a Share as recorded on the SGX-ST on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Share Purchase; and

for the purpose of the definition of **“Highest Last Dealt Price”** above, **“day of the making of the offer”** means the day on which the Company announces its intention to make an offer for the Off-Market Share Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

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- (d) the Directors and any one of them be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

Yours faithfully
For and on behalf of
the Board of Directors of
China International Holdings Limited

Lee Wei Hsiung
Company Secretary
6 April 2023

Notes:

1. A Shareholder being a Depositor whose name appears in the records of the Depository is entitled to appoint no more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at forty-eight (48) hours before the time appointed for the Special General Meeting ("SGM") in order for the Depositor to be entitled to attend and vote at the SGM.
2. If a Depositor wishes to appoint a proxy/proxies to attend the SGM, then he/she must complete and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632 at least 48 hours before the time of the SGM.
3. If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.