



CHINA INTERNATIONAL HOLDINGS LIMITED

Company Registration No. 23356
(Incorporated in Bermuda)

9 June 2020

Dear Shareholder

CHINA INTERNATIONAL HOLDINGS LIMITED (*the Company*) NOTIFICATION AND REQUEST FORM

In line with the Company's corporate social responsibility initiatives and environmental sustainability efforts and pursuant to the Company's Bye-Laws, we are implementing the use of electronic communications for purposes of serving notices to shareholders of the Company and encourages our shareholders to support our sustainability efforts and embrace e-communication.

In this regard, the Company's Annual Report for the financial year ended 31 December 2019 (***Annual Report***) and Circular to Shareholders (the ***Circular***) will be available for download from the Company's website from the date of this letter.

The Annual Report and the Circular may be accessed on SGXNet at <https://www.sgx.com> and the Company's corporate website at <https://www.cihgrp.net/ir.html>.

We sincerely hope that you will join our sustainability efforts and embrace electronic communications. However, if you still wish to receive printed copies of the Annual Report and the Circular, please complete the Request Form below and return it to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, no later than 16 June 2020.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your-submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully

For and on behalf of

CHINA INTERNATIONAL HOLDINGS LIMITED

Claudia Teo
Company Secretary

IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S ANNUAL GENERAL MEETING ON 29 JUNE 2020

1. INTRODUCTION

The Board of Directors (the **Board**) of China International Holdings Limited (the **Company**) refers to: -

- a) the Notice of Annual General Meeting issued on 9 June 2020 (the **AGM Notice**) to convene the Annual General Meeting for FY2019 (**AGM**) of the Company to be held on 29 June 2020 at 9.30 a.m. and the Notice of Special General Meeting (the **SGM Notice**) to convene the Special General Meeting (**SGM**) on the same day at 9.45 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 9.30 a.m. on the same day and at the same place);
- b) the joint statement by the Accounting and Corporate Regulatory Authority (**ACRA**), the Monetary Authority of Singapore (**MAS**) and the Singapore Exchange Regulations (**SGX RegCo**) on 31 March 2020 providing guidance for issuers on safe distancing measures when conducting general meetings;
- c) the implementation of the circuit breaker measures (enhanced safe distancing measures and closure of workplace premises) announced by the Government on 3 April 2020 to curb the further spread of COVID-19;
- d) the COVID-19 (Temporary Measures) Act 2020 passed by the Parliament on 7 April 2020 which provides, among others, legal certainty to enable issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (e.g. a company's constitution); and
- e) the joint statement by ACRA, MAS and SGX RegCo on 13 April 2020 providing additional guidance for issuers on the conduct of general meetings during elevated safe distancing period.

2. NO PHYSICAL ATTENDANCE AT AGM AND SGM

Due to current Covid-19 restriction orders in Singapore, the Company has made arrangements to facilitate a live webcast of the AGM and SGM (**Live AGM & SGM Webcast**) in place of the originally scheduled physical meeting. Shareholders will be able to watch the Live AGM & SGM Webcast, and the Company will not accept any physical attendance by shareholders. **Any shareholder seeking to attend the AGM & SGM physically in person will be turned away.**

3. AGM & SGM LIVE WEBCAST REGISTRATION PROCESS

Shareholders who wish to participate in the AGM & SGM proceedings through the Live AGM & SGM Webcast via their mobile phones, tablets or computers must register for an account at sg.conveneagm.com/cihgrp_agm_sgm_2020 by 9.45 a.m. on 27 June 2020 (the **Registration Deadline**) to enable the Company to verify their status.

Following the verification, authenticated Shareholders will receive an email by 28 June 2020, and will be able to access the Live AGM & SGM Webcast using the account created.

Shareholders who register by the Registration Deadline but do not receive an email response by 28 June 2020 may contact the Company for assistance at cih@cihgrp.com, with the full name of the shareholder and his/her identification number.

4. SUBMISSION OF PROXY FORMS

Shareholders who wish to vote at the AGM & SGM must submit a proxy form to appoint the Chairman of the Meeting to cast votes on their behalf.

The completed Proxy Form must mail to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 by no later than 27 June 2020 at 9.45 a.m., being 48 hours before the time fixed for the AGM & SGM.

An investor who holds shares under the Supplementary Retirement Scheme (**SRS Investor**) (as may be applicable) and wishes to appoint the Chairman of the Meeting as their proxy should approach their respective SRS Approved Nominees (SRS Operators) to submit their votes at least seven (7) working days before the AGM (i.e. by 9.45 a.m. on 17 June 2020).

5. SUBMISSION OF QUESTIONS

Shareholders may submit questions relating to the items on the agenda of the AGM & SGM by:

- a) email to cih@cihgrp.com. When submitting the questions, please provide the Company with the following details, for verification purpose:
 - (i) Full name;
 - (ii) Current address;
 - (iii) Number of shares held; and
 - (iv) The manner in which you hold shares in the Company (e.g. via CDP or SRS); OR
- b) digital submission at sg.conveneagm.com/cihgrp_agm_sgm_2020.

Shareholders are encouraged to submit their questions early i.e. well before the AGM & SGM Registration Deadline, as this will enable the Board and the Company to address and answer any substantial and relevant questions, before the deadline for submission of the proxy forms (i.e. 9.45 a.m. on 27 June 2020).

If your questions reach the Company early enough, this may allow the Company ample time to prepare and publish its answers and response (**Response**) on the SGXNet.

The Board believes that this approach will enable the Shareholders to consider the Response and thereafter be in a position to cast their votes via proxy by the Registration Deadline, in time for the AGM and SGM.

6. NO DESPATCH OF ANNUAL REPORT FOR FY2019 AND CIRCULAR TO SHAREHOLDERS

As stated in the Request Form despatched to Shareholders on 9 June 2020, the printed copy of Annual Report for FY2019 and the Circular would only be available to Shareholders upon submission of a duly completed request form to the Company no later than 16 June 2020.

In this regard, the Annual Report for FY2019 and the Circular have been made available for download from SGXNet at <https://www.sgx.com> and the Company's corporate website at <https://www.cihgrp.net/ir.html>.

7. OTHERS

In the meantime, Shareholders are encouraged to check regularly the SGXNet at <https://www.sgx.com> and the Company's corporate website at <https://www.cihgrp.net/ir.html> for the latest updates with respect to the Company's AGM and SGM.

Should Shareholders have any questions that has not been addressed above, you are advised to forward your questions to cih@cihgrp.com. The Company will endeavor to provide the answers in as timely a manner as possible but the Company seek your understanding if there are any delays.

CHINA INTERNATIONAL HOLDINGS LIMITED

Company Registration No. 23356
(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **CHINA INTERNATIONAL HOLDINGS LIMITED** (the **Company**) will be held by way of electronic means on Monday, 29 June 2020 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to the Company's Bye-Law at the forthcoming Annual General Meeting:
 - 2.1 Mr Shan Chang [Retiring under Bye-Law 104] **(Resolution 2)**
 - 2.2 Mr Chee Teck Kwong Patrick [Retiring under Bye-Law 104] **(Resolution 3)**

Mr Shan Chang will, upon re-election as a Director of the Company, remain as a Non-Executive Chairman of the Company and a member of the Audit Committee, Nominating Committee and Remuneration Committee and will be considered Non-Independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

Mr Chee Teck Kwong Patrick, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and Nominating Committee and a member of the Audit Committee and will be considered Independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

3. To approve the payment of Directors' fees of RMB1,300,000 for the financial year ending 31 December 2020 (2019: RMB1,300,000). **(Resolution 4)**
4. To re-appoint Messrs Nexia TS Public Accounting Corporation, as the auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. Authority to issue shares

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (**SGX-ST**), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (**shares**) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, **Instruments**) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of Instruments, made or granted to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the time this Resolution is passed, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from the exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX- ST) and the Bye-Laws of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (i)] **(Resolution 6)**

7. **Authority to issue shares under the CIHL Scrip Dividend Scheme**

That pursuant to Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised and empowered to issue such number of shares in the Company as may be required to be issued pursuant to the CIHL Scrip Dividend Scheme from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

(Resolution 7)

By Order of the Board

Claudia Teo Kwee Yee
Company Secretary

Singapore, 9 June 2020

Explanatory Notes:

- (i) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding fifty per cent (50%) of the issued share capital of the Company (excluding treasury shares and subsidiary holdings), of which up to twenty per cent (20%) may be issued other than on a pro rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- (ii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, from the date of this Annual General meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or when such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company from time to time pursuant to the CIHL Scrip Dividend Scheme. Please refer to the Company's announcement dated 3 April 2017 for details on the CIHL Scrip Dividend Scheme.

Please read the following notes and the explanations of the resolutions before deciding how to vote.

Appointment of Proxy and Voting

- (a) In compliance with the Order and the Joint Guidance, a Shareholder who wishes to vote at the Meeting can only do so by appointing the Chairman of the Meeting to act as his/her proxy to vote on his/her behalf in respect of all the Shares held by him/her. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the Meeting. If no specific direction as to voting is given, the Chairman of the Meeting will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on each resolution will be counted.
- (b) Investors holding Shares through relevant intermediaries (as defined under Section 181 of the Companies Act (Chapter 50 of Singapore)), should not use the Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.
- (c) The instrument appointing a proxy must be deposited by post to the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 and must be received by the Company not less than 48 hours before the time appointed for holding the AGM. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 48 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
- (d) Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) recordings and transmitting images and/or voice recordings when broadcasting the AGM proceedings through webcast, and in order for the Company (or its agents) 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), 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) 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.

Website

Please refer to sg.conveneagm.com/cihgrp_agm_sgm_2020 for more information about the Company, including the latest Annual Report, the Letter, the Notice of AGM and the Proxy Form.

CHINA INTERNATIONAL HOLDINGS LIMITED

Company Registration No. 23356
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NOTICE OF SPECIAL GENERAL MEETING

All references to the Circular in this Notice of Special General Meeting ("**Notice**") shall mean the Company's Circular to Shareholders dated 9 June 2020 (the "**Circular**"). All capitalised terms used in this Notice but not otherwise defined herein shall have the meanings given to them in the Circular.

Please refer to sg.conveneagm.com/cihgrp_agm_sgm_2020 for more information about the Company, including the Letter to Shareholders dated 9 June 2020, the Notice of SGM and the Proxy Form.

NOTICE IS HEREBY GIVEN that a Special General Meeting of China International Holdings Limited ("**Company**") will be held by way of electronic means on 29 June 2020 at 9:45a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9:30 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 resolutions:

ORDINARY RESOLUTION 1: 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 (Chapter 50) 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;
 - (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.
- (d) 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 a Share 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 after the relevant five (5) Market Day period;

“**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 Share 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.

- (e) 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.

ORDINARY RESOLUTION 2: PROPOSED ADOPTION OF THE CIHL ESOS

That:

- (a) the share option scheme to be known as the “**CIHL ESOS**” under which options will be granted to such persons on such terms and conditions and in accordance with such rules as set out in the Company’s Circular be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to implement and establish the CIHL ESOS;
 - (ii) to modify and/or amend the CIHL ESOS from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the CIHL ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the CIHL ESOS; and
 - (iii) to offer and grant options in accordance with the provisions of the CIHL ESOS and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the CIHL ESOS, provided that the aggregate number of new Shares to be issued pursuant to the CIHL ESOS shall not exceed fifteen per cent (15%) of the issued ordinary share capital of the Company from time to time; and
- (c) subject to and contingent upon the passing of Ordinary Resolution 2(a) and 2(b) above, approval be and is hereby given for offers and grants of options to be made pursuant to and during the subsistence of the CIHL ESOS with subscription prices that are set at, or adjusted by, a discount to the market price of the Shares (as determined in accordance with the provisions of the CIHL ESOS), and in no event shall the subscription price for a Share be less than the nominal value of the Share.

ORDINARY RESOLUTION 3: THE PROPOSED ADOPTION OF THE CIHL PSP

That:

- (a) the share award scheme to be known as the “**CIHL PSP**” under which awards (“**Awards**”) of fully-paid Shares will be issued free of charge to such persons on such terms and conditions and in accordance with such rules as set out in the Company’s Circular be and is hereby approved; and
- (c) the Directors of the Company be and are hereby authorised:
 - (i) to implement and establish the CIHL PSP;
 - (ii) to modify and/or amend the CIHL PSP from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the CIHL PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the CIHL PSP; and

- (iii) to offer and grant options in accordance with the provisions of the CIHL PSP and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the grant of the Awards under the CIHL PSP, provided that the aggregate number of new Shares to be issued pursuant to the CIHL PSP shall not exceed fifteen per cent (15%) of the issued ordinary share capital of the Company from time to time.

Yours faithfully

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

Claudia Teo Kwee Yee
Company Secretary

9 June 2020

Notes:

In compliance with the Order and the Joint Guidance, a Shareholder who wishes to vote at the SGM can only do so by appointing the Chairman of the SGM to act as his/her proxy to vote on his/her behalf in respect of all the Shares held by him/her. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the SGM. If no specific direction as to voting is given, the Chairman of the SGM will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on each resolution will be counted.

Investors holding Shares through relevant intermediaries (as defined under Section 181 of the Act), should not use the Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.

The instrument appointing a proxy must be deposited by post to the office of the Share Transfer Agent of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time of the SGM.

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.

REQUEST FORM

To : **China International Holdings Limited**
Address : Share Transfer Agent
Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place, #32-01,
Singapore Land Tower,
Singapore 048623

Please send me a copy of the printed Annual Report for the financial year ended 31 December 2019 and the Circular to Shareholders dated 9 June 2020.

Name of Shareholder: _____

NRIC/Passport/Co. Registration No.: _____

Mailing Address: _____

Signature: _____ Date: _____

Note: This request is valid for the Annual Report for the financial year ended 31 December 2019 and the Circular to Shareholders dated 9 June 2020.

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Postage
Stamp

CHINA INTERNATIONAL HOLDINGS LIMITED

Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place, #32-01,
Singapore Land Tower,
Singapore 048623

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