CHINA INTERNATIONAL HOLDINGS LIMITED
(Company Registration Number: 23356)
(Incorporated in Bermuda)
(the "**Company**")

MINUTES OF THE SPECIAL GENERAL MEETING (S*GM*)

PLACE	:	Queen Room, Level 2, Copthorne King's Hotel, 403 Havelock Road, Singapore 169632
DATE	:	Monday, 28 April 2025
TIME	:	10.30 a.m.
PRESENT	:	Mr Shan Chang - Executive Chairman Mr Teo Woon Keng John - Lead Independent Non-Executive Director Mr Zhang Rong Xiang – Group General Manager, CEO Mr Zhu Jun - Executive Director Mr Zhang Yun - Independent Director Ms Ng Hui Hsien - Independent Director Mr Shen Xia - Chief Financial Officer
IN ATTENDANCE	:	As per attendance list
CHAIRMAN	:	Mr Shan Chang
CHAIRMAN OF THE MEETING	:	Mr Teo Woon Keng John

QUORUM

As a quorum was present, Mr Teo Woon Keng John the Chairman of the Meeting declared the SGM opened at 10.30 a.m.

NOTICE

The Notice convening the SGM was taken as read.

VOTING BY WAY OF POLL

the Chairman of the Meeting informed the shareholders that he had been appointed as a proxy by some shareholders to vote in accordance with their instructions, and that all voting at general meetings of listed companies must be done by way of a poll.

If a shareholder was attending in person or was a validly appointed proxy for the SGM, he or she would have been handed a poll voting slip at the registration desk when signing in earlier.

For the avoidance of doubt, if a shareholder was attending in person and had already appointed one or more proxies to attend the SGM, and such shareholder decides to exercise his or her right to vote in respect of any of shares, his or her proxies must not vote in respect of those shares.

The Chairman of the Meeting informed shareholders that Boardroom Corporate & Advisory Services Pte. Ltd. and Reliance 3P Advisory Pte. Ltd. have been appointed as Polling Agent and Scrutineers respectively.

The Chairman of the Meeting proceeded to the business of the SGM.

SPECIAL BUSINESSES:

1. PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE – ORDINARY RESOLUTION

The Ordinary Resolution is to seek shareholders' approval on the proposed renewal of the share buy-back mandate.

The shareholders were informed that the text of the resolution was set out under Ordinary Resolution of the Notice of SGM published on SGXNet on 4 April 2025.

The Chairman of the Meeting proposed the motion which was seconded by Mr Zhang Rong Xiang.

2. PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY – SPECIAL RESOLUTION

The Special Resolution is to seek shareholders' approval on the amendments to the Bye-Laws of the Company.

The shareholders were informed that the text of the resolution was set out under Ordinary Resolution of the Notice of SGM published on SGXNet on 4 April 2025.

The Chairman of the Meeting proposed the motion which was seconded by Mr Zhang Rong Xiang.

As there were no questions from the shareholders, the Chairman of the Meeting proceeded to the formalities of the poll.

CONDUCT OF POLL

The poll on the above motions was duly conducted.

ADJOURNMENT OF SGM

The SGM was adjourned at 10.35 a.m. for the conduct of the Special General Meeting and counting of votes.

The SGM resumed at 10.55 a.m. for the results of the poll to be declared.

RESULTS OF POLL

Following the tabulation of votes, the results of the poll were read as follows:

Ordinary Resolution: Proposed Renewal of the Share Buy-back Mandate

	Votes	**%**
No. of votes for:	35,427,680	99.53
No. of votes against:	166,413	0.47
Total no. of votes cast:	**35,594,093**	**100.00**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution carried by way of a poll:

IT WAS RESOLVED 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;

(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 (as defined in the Bye-Laws) 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 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.

(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.

Special Resolution: Proposed Amendments to the Bye-Laws of the Company

	Votes	**%**
No. of votes for:	35,427,680	99.53
No. of votes against:	166,413	0.47
Total no. of votes cast:	**35,594,093**	**100.00**

Based on the result of the poll, the Chairman of the Meeting declared the following Special Resolution carried by way of a poll:

IT WAS RESOLVED that:

(a) the amended Bye-Laws of the Company as set out in Annexure A to this Circular be and are hereby approved and adopted as the Bye-Laws of the Company in substitution for and to the exclusion of the existing Bye-Laws of the Company; and

(b) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to this Special Resolution.

CONCLUSION

There being no other business to transact, the Chairman of the Meeting declared the SGM of the Company closed at 11.00 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

MR TEO WOON KENG JOHN
CHAIRMAN OF THE MEETING