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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.*

“18 Individual Investors”	the 18 individual shareholders of Shanghai Christine from August 2005 to December 2007, being Tien-An Lo, Sheng-Yen Lin, Cheng-Charng Gaw, Chi-Ming Chou, Kuan-Sheng Hsu, Ming-Chu Lee, Hsiu-Hsing Chen, Chin-Long Chiang, Hung-Sen Hsu, Chun-Shen Hsu, Dun-Ching Hung, Yueh-Chin Wang Yang, Yang-Ming Chou, Ming-Fan Chang, Chien-Li Tseng, Shang-Fang Chen, Liang-Hung Lin and Yeh Chou Kao
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> application form(s) or where the context so requires, any of them
“Aroma”	Aroma Coffee (Shanghai) Co., Ltd. (“阿露瑪咖啡(上海)有限公司”), a limited liability company incorporated under the laws of the PRC on December 29, 2006 and 25.0% of the equity capital of which is owned by our Group
“Articles of Association”	the articles of association of our Company, conditionally adopted with effect from Listing and as amended from time to time
“Asia Christine”	Asia Christine International Holdings Co., Ltd., a limited liability company incorporated under the laws of Samoa on January 19, 2004, and our Group’s holding company prior to the repurchase of all of its issued shares on December 27, 2011
“Audit Committee”	the audit committee of our Board of Directors
“BNP Paribas” or “Sole Global Coordinator” or “Sole Sponsor”	BNP Paribas Capital (Asia Pacific) Limited, a corporation licensed to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	any day (other than Saturday and Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate

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## DEFINITIONS

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“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participants or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“Christine BVI”	Christine International Holdings (BVI) Co., Ltd., a limited liability company incorporated under the laws of the BVI on March 11, 2008 and our wholly-owned subsidiary
“Christine Princess”	Christine Princess Co. (PTC) Ltd., a limited liability company incorporated under the laws of the BVI
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Christine International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability on March 11, 2008
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Sino Century, which holds approximately 38.25% of the Shares upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised), its registered shareholders and the Taiwanese Shareholders who together beneficially own all of the shares in Sino Century
“DBS Asia”	DBS Asia Capital Limited
“Deluxe International”	Deluxe International Holdings Limited, a limited liability company incorporated under the laws of Hong Kong on January 17, 2008 and our wholly-owned subsidiary
“Director(s)”	the director(s) of our Company

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## DEFINITIONS

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“Euromonitor”	Euromonitor International, a global research organization and provider of international market intelligence on consumer products, services and lifestyles, and an independent third party to the Group; please see the section headed “Industry Overview – Source of Information – Euromonitor” in this prospectus for details
“Euromonitor Report”	the “Market Analysis – Bakery Products in China” research report issued in November 2011 compiled by Euromonitor and commissioned by the Company; please see the section headed “Industry Overview – Source of Information – Euromonitor” in this prospectus for details
“eWhite Form”	the application for Hong Kong Offer Shares with applications issued in the applicant’s own name by submitting online through the designated website at <b>www.ewhiteform.com.hk</b>
“eWhite Form Service Provider”	the eWhite Form Service Provider designated by the Company as specified on the designated website at <b>www.ewhiteform.com.hk</b>
“GABA”	gamma aminobutyric acid
“GABA milk”	a type of soymilk produced with special equipment, recipes and production process technologies involving the utilization of an amino acid called gamma-aminobutyric acid derived from soybeans
“GDP”	the gross domestic products
“Global Offering”	the Hong Kong Public Offering and the International Offering
“good neighbor store”	our most important retail outlets, which are primarily located in residential areas with a stable customer base of household consumers
“Group”, “we” or “us”	the Company and its subsidiaries from time to time
“Hangzhou Danbi”	Hangzhou Danbi Food Co., Ltd. (“杭州丹比食品有限公司”), a limited liability company incorporated under the laws of the PRC on May 19, 1998 and our wholly-owned subsidiary
“HK\$” or “Hong Kong dollars”	the lawful currency of Hong Kong

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## DEFINITIONS

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“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Hong Kong Offer Shares”	the 25,000,000 Shares being initially offered by us for subscription at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003%, and the Hong Kong Stock Exchange trading fee of 0.005%) pursuant to the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price on the terms and subject to the conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Boardroom Share Registrars (HK) Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the several underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated February 9, 2012 relating to the Hong Kong Public Offering entered into by, among others, us, Tien-An Lo, Sino Century, the Sole Global Coordinator, the Joint Bookrunners and the Hong Kong Underwriters, and further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering” in this prospectus
“Independent Third Party(ies)”	person(s) or company(ies) which is/are independent of and not connected with any Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or any of their respective associates

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## DEFINITIONS

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“International Offer Shares”	the 225,000,000 Shares initially being offered by us for subscription under the International Offering together, where relevant, with any additional Shares that may be issued by us pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional placing by the International Underwriters of the International Offer Shares, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the several underwriters of the International Offering, led by the Sole Global Coordinator and expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing to be entered into by, among others, us, Tien-An Lo, Sino Century, the Sole Global Coordinator, the Joint Bookrunners and the International Underwriters on or around the Price Determination Date, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – International Offering” in this prospectus
“Joint Bookrunners” or “Joint Lead Managers”	BNP Paribas and DBS Asia
“Latest Practicable Date”	January 31, 2012, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of the Shares on the Main Board
“Listing Date”	the date, expected to be on February 23, 2012, on which dealings in the Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

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## DEFINITIONS

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“Main Board”	the exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Memorandum of Association”	the memorandum of association of our Company, adopted upon incorporation and as amended from time to time
“Nanjing Christine”	Nanjing Christine Foodstuff Co., Ltd. (“南京克莉絲汀食品有限公司”), a limited liability company incorporated under the laws of the PRC on July 18, 2002 and our wholly-owned subsidiary
“New Shares”	the 250,000,000 Shares initially being offered by the Company for subscription at the Offer Price under the Global Offering, subject to the Over-allotment Option and adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“Nomination Committee”	the nomination committee of our Board of Directors
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering, to be agreed by us and the Sole Global Coordinator (on behalf of the Underwriters) on the Price Determination Date
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by us to the International Underwriters and exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) under the International Underwriting Agreement, pursuant to which we may be required by the Sole Global Coordinator to issue and allot up to an aggregate of 37,500,000 additional Shares, representing 15% of the Offer Shares initially being offered under the Global Offering, at the Offer Price, to cover, among other things, over-allocations in the International Offering, if any. Further details are described in the section headed “Structure of the Global Offering – Over-allotment Option” in this prospectus

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## DEFINITIONS

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“PBOC”	People’s Bank of China (中國人民銀行), the central bank of China
“PRC” or “China”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Taiwan, the Macau Special Administrative Region and Hong Kong
“Pre-IPO Share Award Scheme”	the pre-IPO share award scheme adopted on December 27, 2011 by Christine Princess, a summary of the principal terms of which is set out in “Appendix VI – Statutory and General Information – Pre-IPO Share Award Scheme” in this prospectus
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted on December 27, 2011 by Christine Princess, a summary of the principal terms of which is set out in “Appendix VI – Statutory and General Information – Pre-IPO Share Option Scheme” in this prospectus
“Price Determination Agreement”	the agreement to be entered into between our Company and the Sole Global Coordinator (on behalf of the Underwriters) at the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around February 15, 2012, but no later than February 20, 2012, on which the Offer Price is fixed for the purposes of the Global Offering
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board of Directors
“Reorganization”	the reorganization of the businesses comprising our Group in preparation for the Global Offering, as described in the section headed “Our History and Reorganization – Our Reorganization” in this prospectus
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act

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## DEFINITIONS

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“R&D”	research and development
“SAFE”	the PRC State Administration of Foreign Exchange
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Shanghai Christine”	Shanghai Christine Foodstuff Co., Ltd. (“上海克莉絲汀食品有限公司”), a limited liability company incorporated under the laws of the PRC on January 19, 1993 and our wholly-owned subsidiary
“Shanghai Christine Industry”	Shanghai Christine Foodstuff Industry Co., Ltd. (“上海克莉絲汀食品工業有限公司”), a limited liability company incorporated under the laws of the PRC on February 27, 2006 and our wholly-owned subsidiary
“Shanghai Hechi”	Shanghai Hechi Materials Trading Co., Ltd. (“上海合馳物資貿易有限公司”), a limited liability company incorporated under the laws of the PRC on June 9, 2003 and approximately 60.0% of the equity capital of which is owned by Ms. Xiuping Zhu, our chief executive officer
“Shanghai Ji Yuan De”	Shanghai Ji Yuan De Foodstuff Co., Ltd. (“上海吉元德食品有限公司”), a limited liability company incorporated under the laws of the PRC on November 8, 1993 and our wholly-owned subsidiary
“Shanghai Metro Authority”	Shanghai Shentong Metro Assets Operation and Management Co., Ltd. (上海申通地鐵資產經營管理有限公司)
“Shanghai Sweet Art”	Shanghai Christine Sweet Art Foodstuff Co., Ltd. (“上海克莉絲汀甜蜜藝術食品有限公司”), a limited liability company incorporated under the laws of the PRC on June 6, 2006 and our wholly-owned subsidiary
“Share(s)”	ordinary share(s) with nominal value of HK\$0.00001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Shares



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## DEFINITIONS

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“Shuang Hong Bakery”	Shanghai Shuanghong Bakery Co., Ltd. (“上海雙紅麵包有限公司”), a limited liability company incorporated under the laws of the PRC on March 18, 1998 and our wholly-owned subsidiary
“Shuang Hong International”	Shuang Hong International Holdings Co., Ltd, a limited liability company incorporated under the laws of Samoa on January 19, 2004, which is legally owned by Ching-Ying Huang Lo and beneficially owned by the 18 Individual Investors
“Sino Century”	Sino Century Universal Corporation, a company incorporated in BVI on June 13, 2008 and a Controlling Shareholder
“sq.m.”	square meter(s)
“Stabilizing Manager”	BNP Paribas
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Sino Century and the Stabilizing Manager
“Taiwan Investment Commission”	the Investment Commission of the Ministry of Economic Affairs of Taiwan
“Taiwan/Mainland Investment Regulations”	the Act Governing Relations between People of the Taiwan Area and the Mainland China Area, the Regulations Governing Approval of Investment or Technical Cooperation in the Mainland China Area and the Principles Governing Review of Investments or Technical Cooperation in the Mainland China Area
“Taiwan Wan Xiang”	Taiwan Wan Xiang Investment Co., Ltd. (“台灣萬向投資股份有限公司”), a company limited by shares incorporated under the laws of Taiwan on August 26, 1992
“Taiwanese Shareholders”	the Taiwanese shareholders, whether direct or indirect, from time to time, as described in more detail in “Our History and Reorganization” in this prospectus and being, collectively, a group of Controlling Shareholders of our Company
“Track Record Period”	the period from January 1, 2008 to September 30, 2011
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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## DEFINITIONS

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States”, “U.S.” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“USD”, “US\$”, or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Yangtze River Delta Region”	16 PRC cities located in southern Jiangsu province, eastern and northern Zhejiang province and Shanghai, including Shanghai, Nanjing, Suzhou, Wuxi, Changzhou, Yangzhou, Zhenjiang, Nantong, Taizhou, Hangzhou, Ningbo, Huzhou, Jiaxing, Shaoxing, Zhoushan and Taizhou
“Yangzhou Christine”	Yangzhou Christine Commerce and Trading Co., Ltd. (“揚州克莉絲汀商貿有限公司”), a limited liability company incorporated under the laws of PRC on April 27, 2009, and is wholly-owned by Nanjing Christine
“Yi Pin Xuan”	Shanghai Yi Pin Xuan Foodstuff Co., Ltd. (上海一品軒食品有限公司), a connected person of our Company
“Yuhai”	Yuhai Industrial Company Limited, a limited liability company incorporated under the laws of Hong Kong on November 24, 2004, and is wholly-owned by Shanghai Yuyuan Tourist Mart Co., Ltd. (“上海豫園旅遊商城股份有限公司”)
“%”	percent

In this prospectus:

- “Company”, “our Company”, “our”, “we” and “us” refer to Christine International Holdings Limited (“克莉絲汀國際控股有限公司”), an exempted company incorporated in the Cayman Islands with limited liability on March 11, 2008 and, except where the context otherwise requires, all of its subsidiaries, or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by it.
- The terms “associate”, “connected person”, “connected transaction”, “controlling shareholders”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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## DEFINITIONS

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- Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.
  
- Unless expressly stated or the context otherwise requires, all data in this prospectus is as of the date of this prospectus.
  
- Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of the Over-allotment Option.
  
- If there is any inconsistency between the official Chinese name of the PRC laws or regulations or the PRC governmental authorities or the PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail. English translations of official Chinese names are for identification purposes only.