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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Christine International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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CHRISTINE INTERNATIONAL HOLDINGS LIMITED

克莉絲汀國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1210)

**PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Christine International Holdings Limited to be held at Shanghai San Want Hotel, No. 650 Yishan Road, Xuhui District, Shanghai, PRC on Friday, 2 June 2017 at 2:30 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.christine.com.cn).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

28 April 2017

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Shanghai San Want Hotel, No. 650 Yishan Road, Xuhui District, Shanghai, PRC on Friday, 2 June 2017 at 2:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to buy back Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of the ordinary resolution numbered 5 as set out in the notice of the Annual General Meeting
“Company”	Christine International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 11 March 2008, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of the ordinary resolution numbered 4 as set out in the notice of the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers (as amended from time to time)
“%”	per cent

LETTER FROM THE BOARD



CHRISTINE INTERNATIONAL HOLDINGS LIMITED

克莉絲汀國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1210)

Executive Directors:

Mr. Tien-An Lo (*Chairman*)

Mr. Hung-Sen Hsu

Mr. Ming-Tien Lin

Non-executive Director:

Mr. Chi-Ming Chou

Independent Non-executive Directors:

Mr. Haiming Gao

Mr. Nianlin Zhu

Ms. Wanwen Su

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place
of business in the PRC:*

No. 33, Jinshajiang Road

Putuo District, Shanghai

200062

PRC

*Principal place of business
in Hong Kong:*

Room 1901, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

28 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed, and if thought fit, to be approved at the Annual General Meeting in respect of (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Buy-back Mandate to the Directors; (iii) the extension of the Issuance Mandate

LETTER FROM THE BOARD

by adding to it the aggregate number of the issued Shares bought back by the Company under the Buy-back Mandate; and (iv) the re-election of Directors retiring at the Annual General Meeting; and to seek your approval of the relevant ordinary resolutions relating to these matters at the Annual General Meeting.

2. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

The Company's existing mandates to issue and buy back Shares were approved by the Shareholders on 24 June 2016. Unless otherwise renewed, such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to allot, issue and deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to approximately HK\$2,020 (equivalent to 202,037,600 Shares) on the basis that the number of Shares in the issued share capital of the Company of 1,010,188,000 Shares as of the Latest Practicable Date remains unchanged on the date of the Annual General Meeting);
- (b) to buy back Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of Shares in the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to approximately HK\$1,010 (equivalent to 101,018,800 Shares) on the basis that the number of Shares in the issued share capital of the Company of 1,010,188,000 Shares as of the Latest Practicable Date remains unchanged on the date of the Annual General Meeting); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate.

Subject to the passing of the relevant resolutions, the Issuance Mandate and the Buy-back Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company to be held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 4 and 5 set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,010,188,000 Shares. On the basis that no Shares are issued or bought back after the Latest Practicable Date, the Directors would be authorised under the Issuance Mandate to issue a maximum of 202,037,600 Shares. With reference to the Issuance Mandate and the Buy-back Mandate, the Directors wish to state that they have no immediate plan to issue or buy back any Shares pursuant thereto.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. The explanatory statement as required by the Listing Rules in connection with the Buy-back Mandate is set out in the Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

According to Article 84 of the Articles of Association, Mr. Hung-Sen Hsu, Mr. Chi-Ming Chou and Mr. Haiming Gao will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Buy-back Mandate to issue and buy-back Shares and the extension of the Issuance Mandate by the addition thereto of the number of Shares bought back pursuant to the Buy-back Mandate, and the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.christine.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading or this circular misleading.

6. VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Article 66(1) of the Articles of Association, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will request for the resolutions to be considered at the Annual General Meeting to be voted by way of poll by the Shareholders.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

After the conclusion of the Annual General Meeting, the results thereof will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.christine.com.cn) in accordance with Rule 13.39(5) of the Listing Rules.

7. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Buy-back Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buy-back Mandate) and Appendix II (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By order of the Board
Tien-An Lo
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.

1. REASONS FOR THE BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its own Shares on the Stock Exchange. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,010,188,000 fully paid Shares.

Subject to the passing of the resolution for the approval of the Buy-back Mandate at the Annual General Meeting and on the basis that no further Shares are issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 101,018,800 fully paid Shares, representing 10% of the expected issued share capital of the Company as at the date of passing of the relevant resolution.

3. FUNDING OF BUY-BACK

Buy-backs would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of the Cayman Islands, and the memorandum and articles of association of the Company.

An exercise of the Buy-back Mandate in full would not have a material adverse impact on the working capital and gearing position of the Company as compared with the working capital and gearing position of the Company disclosed in the latest published audited consolidated financial statements of the Company for the year ended 31 December 2016. The Directors do not, however, intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. TAKEOVERS CODE

If, on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholders	Number of Shares in which interested	Capacity in which Shares are held	Approximate percentage of existing shareholding
Sino Century Universal Corporation ⁽¹⁾	179,762,244 (Long position)	Beneficial owner	17.79%
Goyen Investments Ltd. ⁽¹⁾	179,762,244 (Long position)	Interest in a controlled corporation	17.79%
	4,450,000 (Long position)	Beneficial owner	0.44%
Mr. Tien-An Lo ⁽¹⁾	184,212,244 (Long position)	Interest in a controlled corporation	18.24%
Christine Princess Co. (PTC) Ltd. (" Christine Princess ") ⁽²⁾	75,000,000 (Long position)	Trustee	7.42%
Add Fortune Ventures Limited ⁽³⁾	121,500,000 (Long position)	Beneficial owner	12.03%
Mr. Minren Fang ⁽³⁾	121,500,000 (Long position)	Interest in a controlled corporation	12.03%
Mr. Yu Lin ⁽³⁾	121,500,000 (Long position)	Interest in a controlled corporation	12.03%
Sparkling Light Corporation ⁽⁴⁾	66,921,303 (Long position)	Beneficial owner	6.62%
Mr. Dun-Ching Hung ⁽⁴⁾	66,921,303 (Long position)	Interest in a controlled corporation	6.62%

Notes:

- 179,762,244 Shares are held by Mr. Tien-An Lo, who is concurrently a Director and the chief executive officer of the Company, through Sino Century Universal Corporation ("**Sino Century**"). Sino Century is owned as to 100% by Goyen Investments Ltd., which is wholly-owned by Mr. Tien-An Lo who is a director of Sino Century. And 4,450,000 Shares are held by Mr. Tien-An Lo through Goyen Investments Ltd..

2. Christine Princess is a trust company incorporated in the British Virgin Islands, which holds its equity interest in the Company on trust for the benefit of management employees.
3. Add Fortune Ventures Limited is owned as to 50.50% by Mr. Yu Lin who is a Director and 49.50% by Mr. Minren Fang.
4. Sparkling Light Corporation is wholly-owned by Mr. Dun-Ching Hung who is a Director.

In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name of Shareholders	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full
Sino Century Universal Corporation	19.77%
Goyen Investments Ltd.	20.26%
Mr. Tien-An Lo	20.26%
Christine Princess Co. (PTC) Ltd.	8.25%
Add Fortune Ventures Limited	13.36%
Mr. Minren Fang	13.36%
Mr. Yu Lin	13.36%
Sparkling Light Corporation	7.36%
Mr. Dun-Ching Hung	7.36%

In this regard, in the event that the Directors exercise in full the power to buy back Shares in accordance with ordinary resolution no. 5 as set out in the notice of Annual General Meeting, the Directors believe that such increase in shareholding in the Company held by the aforesaid Shareholders would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have undertaken not to make any buy-back in the circumstances that Shares in the hand of the public would fall below 25% of the Company's total issued share capital.

5. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, nor have they undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the Articles of Association.

6. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange in each of the following months are as follows:

Month	Highest HK\$	Lowest HK\$
2016		
April	0.660	0.465
May	0.720	0.540
June	0.580	0.485
July	0.580	0.510
August	0.580	0.490
September	0.540	0.495
October	0.550	0.500
November	0.530	0.495
December	0.510	0.490
2017		
January	0.500	0.480
February	0.485	0.480
March	0.520	0.480
April (up to the Latest Practicable Date)	0.520	0.470

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) during the year up to the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Articles of Association and will be proposed to be re-elected at the Annual General Meeting are provided below:

Mr. Hung-Sen Hsu, aged 68, an executive Director

Experience

Mr. Hung-Sen Hsu (“**Mr Hsu**”), aged 68, was appointed as an executive Director on 3 June 2016. He graduated from Chienkuo Commercial Junior College (currently known as Chienkuo Technology University) in 1970 in Taiwan. In 1980, he founded Hongjie Foodstuff Ingredients Company* (鴻傑食品原料公司) in Taipei City, Taiwan, which sold baking ingredients. In 1991, he co-founded Shanghai Christine Foodstuff Co. Ltd.* (上海克莉絲汀食品有限公司) a member of the Group. In 1993, he founded and has served as Chairman of Shanghai Hongda Packaging and Decorations Co., Ltd* (上海鴻達包裝飾品有限公司), a company which sells baking ingredients. Mr Hsu has not held any directorships in any other listed public company in the last three years.

Length of service and emoluments

Mr. Hsu has entered into a service contract with the Company for a fixed term of three years commencing from 3 June 2016. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association of the Company. His annual remuneration is fixed at a rate of RMB36,000 (after tax) and he will be eligible to receive a performance related discretionary bonus which is based on the Company’s remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Other than the relationship arising from his being an executive Director, and his holding of 11,325,832 Shares interest in Hong Ray Holdings Ltd, a company wholly-owned by him, Mr. Hsu does not have any relationship with any other Director, senior management, or substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Hsu is interested or deemed to be interested in 11,325,832 Shares, representing approximately 1.12 % of the existing issued share capital of the Company pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Hsu that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Hsu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* For identification purpose only

Mr. Chi-Ming CHOU, aged 65, a non-executive Director*Experience*

Mr. Chi-Ming Chou (“**Mr. Chou**”), aged 65, was appointed as an executive Director in December 2011 and was re-designated as a non-executive Director with effect from 23 December 2015. Mr. Chou joined the Group in 1993. Mr. Chou has more than 23 years of experience in the bakery industry in the PRC. Mr. Chou is currently a director of two members of the Group, namely Shanghai Christine Foodstuff Co., Ltd. and Shanghai Ji Yuan De Foodstuff Co., Ltd. Mr. Chou has served as a director of Sino Century Universal Corporation, a substantial shareholder of the Company (as defined under the Listing Rules) since 2008. Mr. Chou has served as a director of Ban Wu Food Co., Ltd., a company incorporated in Taiwan that produces and sells bakery products only in Taiwan, since 1996, and served as a director of Chao Bi Food Enterprise Co., Ltd., a company engaged in bakery business, from 2003 to 2006. In addition, since 2011, Mr. Chou has served as a director of Shanghai Jia Guo Packaging Co., Ltd., a company mainly engaged in manufacture and sale of packaging materials in Shanghai, and since 1997, he has served as a director of San Jiu Xing Co., Ltd., a company mainly engaged in manufacture and sale of packaging materials in Taiwan. Mr. Chou has served as a management committee member of the Tainan City Bakery Association since 2007. Mr. Chou has not held any directorships in any other listed public company in the last three years.

Length of service and emoluments

Mr. Chou has entered into a service contract with the Company for a fixed term of 3 years starting from 23 February 2015. A supplemental service contract has been entered into between Mr. Chou and the Company with respect to the re-designation from an executive Director to a non-executive Director with effect from 23 December 2015. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles of Association of the Company. His annual remuneration is fixed at a rate of RMB36,000 (after tax) and he will be eligible to receive a performance related discretionary bonus which is based on the Company’s remuneration policy, his duties and level of responsibilities and the results of the Group.

Relationships

Other than the relationship arising from his being a non-executive Director and his holding of 25,320,365 Shares interest in Masco International Corporation, a company wholly-owned by him, Mr. Chou does not have any relationship with any other Director, senior management, substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Chou is interested or deemed to be interested in 25,320,365 Shares, representing approximately 2.51% of the existing issued share capital of the Company pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Chou that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Chou that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Haiming GAO, aged 65, an independent non-executive Director***Experience***

Mr. Haiming Gao (“**Mr. Gao**”), aged 65, was appointed as an independent non-executive Director in December 2014. He was a senior assistant to the three offices of the chief engineer, chief accountant and chief economist (三總師(總工程師、總會計師及總經濟師)辦公室高級助理) in Shanghai Chemical Industry Park Development Co., Ltd.* (上海化學工業區發展有限公司), a real estate development company, during the period from 2008 to September 2016. He was a manager of the financial department, a vice chief accountant (副總會計師) and a board secretary of Shanghai Wai Gaoqiao Free Trade Zone Development Co. Ltd* (上海外高橋保稅區開發股份有限公司) (a real estate development company listed on the Shanghai Stock Exchange (stock codes: A shares: 600648; B shares: 900912)) between 1991 and 2002. He served as a director and general manager in Sungolden Limited (申高貿易有限公司), a subsidiary of Shanghai Wai Gaoqiao Free Trade Zone Development Co. Ltd, mainly responsible for trading and investment, between 2000 and 2002 and in Shanghai Chemical Industry Park Property Co., Ltd.* (上海化學工業區置業有限公司), a company principally engaged in leasing and sale of properties, between 2002 and 2008. Mr. Gao graduated from Shanghai University of Finance and Economics (上海財經大學) in December 1987 majoring in accounting. He obtained a master degree of business administration from University of South Australia in May 2002. Mr. Gao is a senior accountant recognised by Shanghai Accounting Senior Professional and Technical Title Qualification Evaluating Committee* (上海市會計系列高級專業技術職務任職資格評審委員會) in October 1994 and

* For identification purpose only

he has been a non-practicing member of Shanghai Institute of Certified Public Accountants (上海市註冊會計師協會) since 1997. Save as disclosed above, Mr. Gao has not held any directorships in any other listed public company in the last three years.

Length of service and emoluments

Mr. Gao has entered into a service contract with the Company for a fixed term of three years commencing from 29 December 2014. He will hold the office until the next general meeting of the Company and is subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles of Association of the Company. Mr. Gao's annual remuneration is fixed at the rate of RMB120,000 (after tax) which is determined by the Company with reference to his duties and level of responsibilities and the remuneration policy of the Company.

Relationships

Other than the relationship arising from his being an independent non-executive Director, Mr. Gao does not have any relationship with any other Director, senior management, substantial or controlling Shareholders (as defined in the Listing Rules).

Interest in Shares

As at the Latest Practicable Date, Mr. Gao does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Gao that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Gao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CHRISTINE INTERNATIONAL HOLDINGS LIMITED

克莉絲汀國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1210)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Christine International Holdings Limited (the “**Company**”) will be held at Shanghai San Want Hotel, No. 650 Yishan Road, Xuhui District, Shanghai, PRC on Friday, 2 June 2017 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2016;
2. (i) To re-elect the following Directors:
 - (a) Mr. Hung-Sen Hsu;
 - (b) Mr. Chi-Ming Chou; and
 - (c) Mr. Haiming Gao;
- (ii) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board or the audit committee of the Company to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company (the “**Shares**”) (or securities convertible or exchangeable into Shares, or options, warrants or similar rights to

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subscribe for any Shares), and/or to make or grant offers, agreements and/or options, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any options granted under the existing share option scheme of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors, to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange outside Hong Kong).”;

5. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws (including, without limitations laws of the Cayman Islands) to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”; and
6. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 set out in this notice of annual general meeting, the authority granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to resolution numbered 4 an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

For and on behalf of the Board
Tien-An Lo
Chairman

Shanghai, the PRC, 28 April 2017

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Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Wednesday, 31 May 2017 to Friday, 2 June 2017, both days inclusive, for the purpose of determining the identity of shareholders who are entitled to attend and vote at the annual general meeting. In order to be eligible to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 May 2017.
5. In respect of ordinary resolution numbered 2 set out in the above notice, Mr. Hung-Sen Hsu, Mr. Chi-Ming Chou and Mr. Haiming Gao will retire by rotation and, being eligible, offer themselves for re-election at the annual general meeting. Their biographies are set out in Appendix II to the circular of the Company dated 28 April 2017.
6. In relation to the ordinary resolutions numbered 4, 5 and 6 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new Shares or buy back any existing Shares of the Company.
7. In respect of ordinary resolution numbered 5 set out in the above notice, the Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular of the Company dated 28 April 2017.

As at the date of this notice, the executive Directors are Mr. Tien-An Lo, Mr. Hung-Sen Hsu and Mr. Ming-Tien Lin; the non-executive Director is Mr. Chi-Ming Chou; and the independent non-executive Directors are Mr. Nianlin Zhu, Mr. Haiming Gao and Ms. Wanwen Su.