



-
1. **APPLICATION OF THE CHINA INTERNATIONAL HOLDINGS LIMITED SCRIP DIVIDEND SCHEME TO THE SPECIAL DIVIDEND OF 30 SINGAPORE CENTS PER ORDINARY SHARE, ONE TIER TAX EXEMPT, FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016; AND**
 2. **NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE**
-

The board of directors (the “**Board**”) of China International Holdings Limited (the “**Company**”) refers to the Company’s announcement dated 1 March 2017 in relation to the unaudited full year financial statements for the financial year ended 31 December 2016 (“**FY2016**”) and the announcement dated 3 April 2017 in relation to the adoption of the China International Holdings Limited Scrip Dividend Scheme (the “**Scheme**”).

The Board is pleased to announce that the Scheme will be applicable to the special tax exempt (one-tier) dividend of 30 Singapore cents per ordinary share of the Company for FY2016 (the “**Special Dividend**”).

The Scheme provides Shareholders (as defined herein) the option to receive the Special Dividend in the form of new fully-paid ordinary shares in the capital of the Company, in respect of their shareholding as at 5.00 p.m. on 12 May 2017 (the “**Books Closure Date**”) in lieu of part only or the entire cash amount of the Special Dividend.

Participation in the Scheme is optional. Shareholders who wish to receive the Special Dividend wholly in CASH need not take any action.

1. **APPLICATION OF THE SCHEME TO THE SPECIAL DIVIDEND**

- 1.1 **Eligibility**

All eligible shareholders of the Company (“**Shareholders**”) may participate in the Scheme in respect of the Special Dividend subject to the terms and conditions of the Scheme and may also make a permanent election to participate in the Scheme in respect of all of their holding of Shares for all future dividends to which the Scheme applies.

Foreign Shareholders

Shareholders with registered mailing addresses outside Singapore (“**Foreign Shareholders**”) who have not provided the Company (or, as the case may be, The Central Depository (Pte) Limited (the “**CDP**”) with addresses in Singapore for the service of notices and documents latest by 5.00 p.m. on 3 May 2017 (being not later than 5 market days prior to the Book Closure Date) will not be eligible to participate in the Scheme.

Where a Shareholder gives notice to the Company’s Share Registrar (or, if the Shareholder is a Depositor, to CDP) of a change of his registered address for the service of notices and documents from an address within Singapore to an address outside Singapore, he shall thereupon be considered a Foreign Shareholder. **Any permanent election given by him/her shall be deemed to have been cancelled if his registered address as at Books Closure Date is outside Singapore.**

Foreign Shareholders who wish to be eligible to participate in the Scheme should provide an address in Singapore for the service of notices and documents by notifying the Company at the address of its Singapore Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, (or such other address as may be announced by the Company from time to time) or, if the Foreign Shareholder is a Depositor, to CDP at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588 not later than 5.00 p.m. on 3 May 2017.

A Shareholder's participation in the Scheme is subject to the requirement that it will not result in a breach by the Shareholder of any restriction on such Shareholder's holding of Shares which may be imposed by any statute, law or regulation in force in Singapore or any other relevant jurisdiction, or by the Bye-laws of the Company.

1.2 Election Notices

A notice of election will be dispatched to eligible Shareholders ("**Notice of Election**") as soon as practicable after the Books Closure Date and the determination of the issue price of new ordinary shares that may be issued, credited as full paid, pursuant to the Scheme (the "**New Shares**") in accordance with the terms and conditions of the Scheme ("**Issue Price**").

Eligible Shareholders may elect to participate in the Scheme in respect of all or part only of their holding of Shares or to make a permanent election to participate in respect of all (and not part only) of their holding of Shares. **Permanent election is NOT available to any Shareholder who elects to receive New Shares in respect of part only of his holding of Shares.** The available options will be stated in the Notices of Election.

Shareholders who elect to receive New Shares in lieu of the cash amount of the Special Dividend may receive such New Shares in odd lots. Fractional entitlements to the New Shares shall be rounded down to the nearest whole number or otherwise dealt with in such manner as the Directors may deem fit in the best interests of the Company and as may be acceptable to the Singapore Exchange Securities Trading Limited.

Shareholders who have not received their Notices of Election or Scrip Dividend Entitlement Advices by 31 May 2017 should notify the Company's Singapore Share Registrar (or, as the case may be, CDP).

Shareholders who wish to receive the Special Dividend in cash need not take any action.

1.3 Take-over Code

The attention of Shareholders is drawn to Rule 14 of the Singapore Code on Takeovers and Mergers. In particular, a Shareholder should note that he/she may be under an obligation to extend a mandatory offer for the Company, if:

- (i) he acquires, by participating in the Scheme in relation to any dividend to which the Scheme applies, whether by a series of transactions over a period of time or otherwise. Shares which (taken together with Shares held or acquired by him/her or persons acting in concert with him) carry 30% or more of the voting rights of the Company; or
- (ii) he, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights of the Company, and he or any person acting in concert with him, acquires in any period of six (6) months additional Shares carrying more than 1% of the voting rights of the Company by participating in the Scheme in relation to any dividend to which the Scheme applies or otherwise.

1.4 Issue Price

For the purpose of the application of the Scheme to the Special Dividend, the Issue Price will be determined in accordance with the terms and conditions of the Scheme. The Company will announce the Issue Price after the Books Closure Date.

2. NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on **5.00 p.m. on 12 May 2017** for the purpose of determining Shareholders' entitlements to the Special Dividend to be paid on the Dividend Payment Date (as defined herein).

Duly completed and stamped registrable transfers received by the Company's Singapore Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 12 May 2017 will be registered to determine Shareholders' entitlements to the Special Dividend. Shareholders whose securities accounts with CDP are credited with Shares as at 5.00 p.m. on 12 May 2017 will be entitled to the Special Dividend.

The proposed Special Dividend, if approved by Shareholders at the forthcoming Annual General Meeting, will be paid on 27 June 2017 (the "**Dividend Payment Date**"), which will also be the date on which the fully paid New Shares will be allotted and issued. Such New Shares will be listed on the SGX-ST on the market day following the Dividend Payment Date.

**BY ORDER OF THE BOARD
CHINA INTERNATIONAL HOLDINGS LIMITED**

Shan Chang
Chairman
4 April 2017