

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



CREDIT CHINA HOLDINGS LIMITED
(中國信貨控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8207)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders (the “AGM”) of Credit China Holdings Limited (the “Company”) will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong, on Monday, 11 May 2015 at 10:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2014 (the “Year”).
2.
 - A. To re-elect Mr. Chng Swee Ho as an executive director of the Company.
 - B. To re-elect Mr. Li Mingshan as a non-executive director of the Company (the “NED”).
 - C. To re-elect Mr. Li Gang as a NED.
 - D. To re-elect Mr. Wong Sai Hung as a NED.
 - E. To re-elect Mr. Ge Ming as an independent non-executive director of the Company (the “INED”).
 - F. To re-elect Mr. Peter Z Kuk as an INED.
 - G. To re-elect Mr. Wang Wei as an INED.
 - H. To re-elect Dr. Wong, Kennedy Ying Ho as an INED.
3. To authorize the board of directors of the Company (the “Board”) to fix the directors’ remuneration for the year ending 31 December 2015.

4. To re-appoint SHINEWING (HK) CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration.
5. To approve the payment of a final dividend of HK0.46 cents per share for the Year.
6. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

6.A. **“THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company (the **“Director”**) during the Relevant Period of all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (the **“Shares”**) or securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of options under the share option scheme of the Company for the time being adopted; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on the Shares in accordance with the Company’s articles of association (the **“Articles of Association”**), shall not exceed 20 per cent. of the aggregate number of the issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions 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, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

6.B. “**THAT**:

- (a) subject to paragraph (b), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company (the “**Shares**”) to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) the expression “Relevant Period” shall for the purposes of this resolution have the same meaning as ascribed to it in ordinary resolution 6.A. set out in the notice convening this annual general meeting.”

6.C. “**THAT** conditional upon ordinary resolutions 6.A. and 6.B. set out in the notice convening this annual general meeting being passed, the aggregate number of the issued shares of the Company (the “**Shares**”) which are repurchased by the Company under the authority granted to the directors of the Company (the “**Directors**”) as mentioned in the above ordinary resolution 6.B. shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the above ordinary resolution 6.A., provided that the amount of the Shares repurchased by the Company shall not exceed 10 per cent. of the total number of the issued Shares as at the date of this resolution.”

By order of the Board
Credit China Holdings Limited
Kwok Siu Man
Company Secretary

Hong Kong, 31 March 2015

Principal office in Hong Kong:
Rooms 3533-39, Level 35
Two Pacific Place
88 Queensway
Hong Kong

Registered Office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

- (1) A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the AGM convened by this notice is entitled to appoint (or, if he/she/it holds two or more Shares more than) one proxy to attend and vote in his/her/its stead. A proxy need not be a Shareholder.
- (2) In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or other authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or its adjournment.

- (3) The register of members of the Company will be closed from Friday, 8 May 2015 to Monday, 11 May 2015 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the AGM to be held on Monday, 11 May 2015, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 7 May 2015.
- (4) Subject to the passing of the proposed Resolution no. 5 above at the AGM, the final dividend will be payable to the Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 26 May 2015. For the purpose of ascertaining the Shareholders' entitlements to the proposed final dividend, the register of members will be closed from Friday, 22 May 2015 to Tuesday, 26 May 2015 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2015.
- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (6) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Shareholders should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the directors of the Company (the "**Directors**") are:–

Executive Directors:

Mr. Phang Yew Kiat (*Vice-Chairman and Chief Executive Officer*)

Mr. Chng Swee Ho

Mr. Sheng Jia

Ms. Shen Li

Non-executive Directors:

Mr. Li Mingshan (*Chairman*)

Mr. Li Gang

Mr. Wong Sai Hung

Independent Non-executive Directors:

Mr. Ge Ming

Mr. Peter Z Kuk

Mr. Wang Wei

Dr. Wong, Kennedy Ying Ho

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange 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 notice 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 or this notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication. This notice will also be published on the website of the Company (www.creditchina.hk).