

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

**Case Number:** \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

**Company name:** Credit China Holdings Limited (中國信貸控股有限公司)

**Stock code (ordinary shares):** 8207

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Exchange (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 7 August 2015

**A. General**

**Place of incorporation:** Cayman Islands

**Date of initial listing on GEM:** 19 November 2010

**Name of Sponsor(s):** China Everbright Capital Limited

**Names of directors:** Executive Directors  
 (please distinguish the status of the directors  
 - Executive, Non-Executive or Independent  
 Non-Executive)  
 Phang Yew Kiat (Vice-Chairman and Chief Executive Officer)  
 Chng Swee Ho  
 Sheng Jia

Non-executive Directors  
 Li Mingshan (Chairman)  
 Li Gang  
 Wong Sai Hung  
 Zhang Zhenxin

Independent Non-executive Directors  
 Ge Ming  
 Wang Wei

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Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective  
interests in the ordinary shares and other  
securities of the Company

| <b>Name</b>   | <b>Capacity</b>                      | <b>No. of shares</b>           | <b>Approximate percentage of the issued share capital</b> |
|---|--------------------------------------|--------------------------------|---|
| First Pay Limited (“First Pay”)                                 | Beneficial owner                     | 649,232,000 (L) <sup>(2)</sup> | 19.50%  |
| Mr. Zhang Zhenxin   | Beneficial owner                     | 13,916,000 (L)                 | 0.42%   |
|   | Family interest                      | 18,000,000 (L) <sup>(3)</sup>  | 0.54%   |
|   | Interest in a controlled corporation | 649,232,000 (L) <sup>(2)</sup> | 19.50%  |
| Ms. Zhang Xiaomin   | Beneficial owner                     | 18,000,000 (L) <sup>(3)</sup>  | 0.54%   |
|   | Family interest                      | 663,148,000 (L) <sup>(2)</sup> | 19.92%  |
| Integrated Asset Management (Asia) Limited (“Integrated Asset”) | Beneficial owner                     | 223,825,600 (L) <sup>(4)</sup> | 6.72%   |
| Mr. Yam Tak Cheung  | Interest in a controlled corporation | 223,825,600 (L) <sup>(4)</sup> | 6.72%   |
| Silver Paragon Limited  | Beneficial owner                     | 211,790,000 (L) <sup>(5)</sup> | 6.36%   |
| Ms. So Naoko  | Interest in a controlled corporation | 211,790,000 (L) <sup>(5)</sup> | 6.36%   |
| Jiefang Media (UK) Co. Limited (“Jiefang Media”)                | Beneficial owner                     | 355,990,400 (L) <sup>(6)</sup> | 10.69%  |
| Shanghai Xinhua Publishing Group Limited (“Xinhua Publishing”)  | Interest in a controlled corporation | 355,990,400 (L) <sup>(6)</sup> | 10.69%  |

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|  |                                      |                                |        |
|--|--------------------------------------|--------------------------------|--------|
| Jiefang Daily Group (“Jiefang Group”)                | Interest in a controlled corporation | 355,990,400 (L) <sup>(6)</sup> | 10.69% |
| Shanghai Greenland Group Limited (“Greenland Group”) | Interest in a controlled corporation | 355,990,400 (L) <sup>(6)</sup> | 10.69% |
| Kaiser Capital Holdings Limited (“Kaiser Capital”)   | Beneficial owner                     | 264,178,000 (L)                | 7.93%  |
| Mr. Ting Pang Wan, Raymond                           | Interest in a controlled corporation | 259,978,000 (L) <sup>(7)</sup> | 7.81%  |
|  | Beneficial owner                     | 6,000,000 (L)                  | 0.18%  |

*Notes:*

1. The letter “L” denotes the entity/person’s long position in the securities.
2. These shares were held by First Pay, the entire share capital of which was owned by Mr. Zhang Zhenxin.
3. These shares were held by Ms. Zhang Xiaomin, the wife of Mr. Zhang Zhenxin.
4. These shares were held by Integrated Asset, the entire issued share capital of which was owned by Mr. Yam Tak Cheung.
5. Silver Paragon Limited is wholly and beneficially owned by Ms. So Naoko.
6. These shares were held by Jiefang Media. Jiefang Media is wholly-owned by Xinhua Publishing, which is in turn owned by Jiefang Group and its associates as to approximately 50.8% and Greenland Group as to approximately 39%. Therefore, under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong, Xinhua Publishing is deemed to be interested in all the shares held by Jiefang Media, and each of Jiefang Group and Greenland Group is deemed to be interested in all the shares held by Jiefang Media through Xinhua Publishing.
7. These shares were held by Kaiser Capital, the entire issued share capital of which was owned by Mr. Ting Pang Wan, Raymond.

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Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 December

Registered address: Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

Head office and principal place of business: **Head Office and Principal Place of Business in The People's Republic of China**  
Room E-F 28F, Mirae Asset Tower,  
No.166 Lujiazui Ring Road,  
Pudong, Shanghai, China  
Postal Code: 200120

**Principal Place of Business in Hong Kong**  
Rooms 3533-39, 35/F.,  
Two Pacific Place,  
88 Queensway, Hong Kong

Web-site address (if applicable): <http://www.creditchina.hk>

Share registrar: Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

Auditors: SHINEWING (HK) CPA Limited  
43/F, The Lee Gardens  
33 Hysan Avenue  
Causeway Bay, Hong Kong

**B. Business activities**

The Group specializes in the business of financing services for small and medium enterprises and individuals in the mainland China and Hong Kong. Besides offering traditional financing services such as entrusted loan service, real estate-backed loan service, micro loan service, pawn loan service and other loan service, the Group has also consummated a significant market repositioning by stepping into internet financing service.

**C. Ordinary shares**

Number of ordinary shares in issue: 3,329,758,000

Par value of ordinary shares in issue: HKD0.10

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

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**D. Warrants**

|  |     |
|--|-----|
| Stock code:  | N/A |
| Board lot size:  | N/A |
| Expiry date:   | N/A |
| Exercise price:  | N/A |
| Conversion ratio:<br><i>(Not applicable if the warrant is<br/>denominated in dollar value of<br/>conversion right)</i> | N/A |
| No. of warrants outstanding:   | N/A |
| No. of shares falling to be issued<br>upon the exercise of outstanding<br>warrants:                                    | N/A |

**E. Other securities**

Details of any other securities in issue.  
*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

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The Company adopted a share option scheme on 4 November 2010, pursuant to which, amongst others, the following options have been granted:

- |    |  |   |  |
|----|--|---|--|
| 1) | Date of grant of the Share Options   | : | 12 July 2013   |
|    | Number of underlying Shares comprised in outstanding Share Options granted on 12 July 2013 but not yet exercised     |   | 500,000  |
|    | Exercise Price per Share   |   | HK\$0.74   |
|    | Share Option period  |   | Five years from 12 July 2013   |
|    | Other conditions   |   | <u>Vesting period</u><br>9 months from 12 July 2013 : 100%   |
| 2) | Date of grant of the Share Options   | : | 11 December 2014   |
|    | Number of underlying Shares comprised in outstanding Share Options granted on 11 December 2014 but not yet exercised |   | 186,700,000  |
|    | Exercise Price per Share   |   | HK\$1.814  |
|    | Share Option period  |   | 11 December 2015 to 10 December 2024   |
|    | Other conditions   |   | <u>Exercise period</u><br>10 December 2015: one-fourth of the Share Options<br>10 December 2016: one-fourth of the Share Options<br>10 December 2017: one-fourth of the Share Options<br>10 December 2018: one-fourth of the Share Options |
| 3) | Date of grant of the Share Options   | : | 8 June 2015  |
|    | Number of underlying Shares comprised in outstanding Share Options granted on 8 June 2015 but not yet exercised      | : | 36,250,000   |
|    | Exercise Price per Share   | : | HK\$2.13   |
|    | Share Option period  | : | 8 June 2016 to 7 June 2025   |
|    | Other conditions   | : | <u>Exercise period</u><br>7 June 2016: one-fourth of the Share Options<br>7 June 2017: one-fourth of the Share Options<br>7 June 2018: one-fourth of the Share Options<br>7 June 2019: one-fourth of the Share Options                     |

The Company completed the issue of HK\$200,000,000 9.5% notes due July 2016 on 8 July 2014 pursuant to a subscription agreement dated 3 July 2014 and entered into between the Company, Haitong International Securities Company Limited (as Lead Manager) and Haitong International Finance Company Limited (as Initial

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Subscriber).

The Company proposed to issue of up to HK\$500,000,000 5.5% per annum bonds due 2022 pursuant to a placing agreement entered into between the Company and Orient Securities (Hong Kong) Limited (as placing agent) on 11 September 2014. Details of the proposal were stipulated in the Company's announcement dated 11 September 2014. The issue of bonds with an aggregate principal amount of HKD\$50,000,000 has been completed.

On 10 May 2015, the Company entered into a subscription agreement with Aisidi (HK) Limited (the "Subscriber"), pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, 6% unsecured convertible bonds due 2018 (the "Convertible Bonds") in the aggregate principal amount of HK\$300,000,000 at 100% of the principal amount of the Convertible Bonds convertible into 115,384,615 shares at an initial conversion price of HK\$2.60 per share. On 15 June 2015, the Convertible Bonds were issued by the Company to the Subscriber.

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**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

\_\_\_\_\_  
Phang Yew Kiat

\_\_\_\_\_  
Chng Swee Ho

\_\_\_\_\_  
Sheng Jia

\_\_\_\_\_  
Li Mingshan

\_\_\_\_\_  
Li Gang

\_\_\_\_\_  
Wong Sai Hung

\_\_\_\_\_  
Zhang Zhenxin

\_\_\_\_\_  
Ge Ming

\_\_\_\_\_  
Wang Wei

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*