



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Credit China Holdings Limited

Date Submitted 06/01/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>8207</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>0.1</u>	<u>2,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>0.1</u>	<u>2,000,000,000</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
		No. of preference shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
		No. of other classes of shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Total authorised share capital at the end of the month (*HKD*) : 2,000,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>3,594,886,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>280,324,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,875,210,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Share</u>						
<u>Option Scheme</u>						
<u>(04/11/2010)</u>						
<u>Exercise Price:</u>						
<u>HK\$0.74 per share</u>						
Ordinary shares	NIL	NIL	NIL	500,000	NIL	0
<i>(Note 1)</i>						
<u>2. Share</u>						
<u>Option Scheme</u>						
<u>(04/11/2010)</u>						
<u>Exercise Price:</u>						
<u>HK\$1.814 per share</u>						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	186,200,000
<i>(Note 1)</i>						
<u>3. Share</u>						
<u>Option Scheme</u>						
<u>(04/11/2010)</u>						
<u>Exercise Price:</u>						
<u>HK\$2.13 per shares</u>						
Ordinary shares	NIL	NIL	NIL	100,000	NIL	34,050,000
<i>(Note 1)</i>						
<u>4. Share</u>						
<u>Option Scheme</u>						
<u>(04/11/2010)</u>						
<u>Exercise Price:</u>						
<u>HK\$3.37 per shares</u>						
Ordinary shares	92,920,000	NIL	NIL	NIL	NIL	92,920,000
<i>(Note 1)</i>						
			Total A. (Ordinary shares)		NIL	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (HK\$)				NIL		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total B. (Ordinary shares)	NIL	
				(Preference shares)	N/A	
				(Other class)	N/A	

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds						
(See Remark (1))						
	HK\$	NIL	NIL	300,000,000	NIL	115,384,615
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$2.60					
AGM approval date (if applicable) (dd/mm/yyyy)	(05/05/2014)					
2. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	NIL	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A     ( / / ) shares ( <i>Note 1</i> )		
2. N/A     ( / / ) shares ( <i>Note 1</i> )		
3. N/A     ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares) (Preference shares) (Other class)		

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>
3.	Placing	At price : State currency <u>HKD 2.10</u>	Class of shares issuable <u>Ordinary</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	(02/12/2015)  (11/05/2015)	<u>280,324,000</u> <u>N/A</u>  (See Remark (2))
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>

## For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency	_____ Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>
8.	Consideration issue	At price : State currency	_____ Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	<u>N/A</u> <u>N/A</u>



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
Total E.		(Ordinary shares) 280,324,000	(Preference shares) N/A
		(Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) 280,324,000
	(2) N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

(1) 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 convertible at 100% of the principal amount of the Convertible Bonds into 115,384,615 ordinary shares at an initial conversion price of HK\$2.60 per share. Please refer to the Company’s announcement dated 11 May 2015 for details. On 15 June 2015, the Convertible Bonds were issued by the Company to the Subscriber.

(2) On 11 November 2015, the Company entered into a placing agreement with Sheng Yuan Securities Limited (the “**Placing Agent**” and the “**Placing Agreement**”, respectively), pursuant to which the Placing Agent agreed to place, on a best-effort basis, an aggregate of up to 287,889,200 new ordinary shares of the Company (the “**Placing Shares**”) at the price of HK\$2.10 per Placing Share, to the placees subject to the fulfilment of the conditions precedent set out in the Placing Agreement. 280,324,000 Placing Shares were allotted and issued by the Company on 2 December 2015 pursuant to the Placing Agreement. Please refer to the Company’s announcements dated 11 November 2015 and 2 December 2015 for details.

Submitted by: Kwok Siu Man

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*