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CREDIT CHINA HOLDINGS LIMITED
中國信貸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8207)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders (the “**EGM**”) of Credit China Holdings Limited (the “**Company**”) will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Tuesday, 26 January 2016 at 11:00 a.m., to consider and, if thought fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** to the extent not already exercised, the general mandate to allot and issue shares of the Company (the “**Shares**”) given to the directors of the Company (the “**Directors**”) at the annual general meeting of the Company held on 11 May 2015 be and is hereby revoked and replaced (but without prejudice to any valid exercise of such general mandate prior to the passing of this resolution) by the general mandate **THAT**:
 - (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional 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, including warrants to subscribe for Shares, which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any warrants issued by the Company or any securities which are convertible into or exchangeable for Shares; or (iii) the exercise of any options granted 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 and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the memorandum and articles of association of the Company (the “**Articles**”) shall not exceed 20% of the aggregate number of issued Shares as at the date of the 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 the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors, to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

2. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of and the permission to deal in the shares of the Company (the “**Shares**”) which may be issued pursuant to the exercise of the share options which may be granted under the Refreshed Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 4 November 2010 (the “**Share Option Scheme**”), the mandate limit of the Share Option Scheme be and is hereby refreshed and renewed provided that the maximum number of Shares which may be allotted and issued upon the exercise of all the share options to be granted under the Share Option Scheme shall not in aggregate exceed 10% of the Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and **THAT** any director of the Company be and is hereby authorized, subject to compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”
3. “**THAT** the proposed amendments to paragraph 6.3(a) of the share option scheme of the Company adopted on 4 November 2010 (the “**Share Option Scheme**”) as set out in the Company’s circular to the shareholders of the Company dated 11 January 2016 (the “**Circular**”) and contained in the revised Share Option Scheme, a copy of which is available for inspection as detailed in the Circular and produced to this meeting marked ‘A’ and for identification purposes initialled by the chairman of the meeting, be and are hereby approved, authorised and confirmed and **THAT** any one director of the Company be and is hereby authorized to do all such acts and execute such documents as may be necessary, desirable or expedient in order to give full effect to such amendment to the Share Option Scheme.”
4. A. To re-elect Dr. Yin Zhongli as an independent non-executive director of the Company.
- B. To re-elect Dr. Ou Minggang as an independent non-executive director of the Company.
- C. To authorize the board of directors of the Company to fix the remuneration of the foregoing two directors of the Company upon their re-election.

On behalf of the Board
Credit China Holdings Limited
Kwok Siu Man
Company Secretary

Hong Kong, 11 January 2016

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Notes:

1. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its 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. In order to be valid, 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, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for the holding of the meeting or its adjournment. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting or its adjournment and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The translation into Chinese language of this notice convening the EGM is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Directors are as follows:

Executive Directors:

Mr. Phang Yew Kiat (*Vice-Chairman and Chief Executive Officer*)
Mr. Chng Swee Ho
Mr. Sheng Jia

Non-executive Directors:

Mr. Li Mingshan (*Chairman*)
Mr. Li Gang
Mr. Wong Sai Hung
Mr. Zhang Zhenxin
Ms. Zhou Youmeng

Independent Non-executive Directors:

Mr. Ge Ming
Dr. Ou Minggang
Mr. Wang Wei
Dr. Yin Zhongli

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).