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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)

**PROPOSED SHARE SUBDIVISION**  
**AND**  
**PROPOSED CHANGE OF COMPANY NAME**

**PROPOSED SHARE SUBDIVISION**

The Board wishes to put forward to the Shareholders a proposal to effect the Share Subdivision on the basis that every one (1) issued and unissued Existing Share of par value of HK\$0.10 each in the share capital of the Company be subdivided into five (5) Subdivided Shares of par value of HK\$0.02 each. The Share Subdivision is conditional upon (i) the passing of an ordinary resolution by the Shareholders approving the Share Subdivision at the EGM; and (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares.

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Credit China Holdings Limited” to “Credit China FinTech Holdings Limited” and to change its dual foreign name in Chinese from “中國信貸控股有限公司” to “中國信貸科技控股有限公司”. The proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and (ii) the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

## **GENERAL**

Further announcement will be made by the Company to announce the expected timetable in relation to the proposed Share Subdivision and the associated trading arrangement.

A circular containing, among other things, further details of the Share Subdivision and the Change of Company Name together with a notice of the EGM and related form of proxy will be despatched to the Shareholders.

## **PROPOSED SHARE SUBDIVISION**

The Board wishes to put forward to the Shareholders a proposal to effect the Share Subdivision on the basis that every one (1) issued and unissued Existing Share of par value of HK\$0.10 each in the share capital of the Company be subdivided into five (5) Subdivided Shares of par value of HK\$0.02 each.

### **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon the fulfilment of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders approving the Share Subdivision at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares upon the Share Subdivision becoming effective.

### **Listing application**

An application will be made by the Company to the Stock Exchange for the listing of and the permission to deal in the Subdivided Shares. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

## Effect of the Share Subdivision

As at the date of this announcement, the authorised share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 Existing Shares of a par value of HK\$0.10 each, of which 4,135,710,835 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company will be HK\$2,000,000,000 divided into 100,000,000,000 Subdivided Shares of par value of HK\$0.02 each, of which 20,678,554,175 Subdivided Shares will have been in issue and fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the Subdivided Shares shall rank pari passu in all respects with each other in accordance with the articles of association of the Company.

The Shares are currently traded in board lots of 4,000 Existing Shares. Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 4,000 Subdivided Shares for each board lot. As it is expected that no odd lot of the Shares will be created as a result of the Share Subdivision other than those which already exist, no odd lot arrangement to match the sales and purchases of odd lots will be made.

As at the date of this announcement, the Company has (i) outstanding share options (the “**Share Options**”) entitling the holders thereof to subscribe for a total of 444,912,500 Shares at various exercise prices ranging from HK\$1.814 per Share to HK\$3.49 per Share (subject to adjustment, if any); and (ii) convertible bonds (the “**Convertible Bonds**”) with the aggregate principal amount of approximately HK\$1,400 million entitling the holders thereof to convert for a total of 454,625,118 Shares at various initial conversion prices of ranging from HK\$2.6 per Share to HK\$3.476 per Share (subject to adjustment, if any). Under the relevant terms and conditions of the Share Option schemes and the Convertible Bonds, the Share Subdivision may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon the exercise of the Share Options and the conversion rights of the Convertible Bonds. The Company will make further announcement(s) on such adjustments as and when appropriate.

Save for the Share Options and the Convertible Bonds, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

## **Reasons for the Share Subdivision**

Upon the proposed Share Subdivision becoming effective, the par value of each Share will decrease and the total number of Shares in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the Shares. Based on the closing price of HK\$4.39 per Share as quoted on the Stock Exchange on 19 August 2016, the market value per board lot of 4,000 Existing Shares is HK\$17,560. The estimated market value per board lot of 4,000 Subdivided Shares will theoretically be reduced to HK\$3,512 immediately upon the Share Subdivision becoming effective. The Board believes that the Share Subdivision will lower the market value of each board lot of Subdivided Shares and thus lower the monetary hurdle of trading in the Shares by investors, hence improving the liquidity in trading in the Subdivided Shares. The Board also believes that the Share Subdivision will enable the Company to attract more investors and broaden its Shareholders base. In view of the above, the Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

Save for the relevant expenses to be incurred in connection with the Share Subdivision, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

## **Exchange of share certificates**

Subject to the Share Subdivision becoming effective, Shareholders may, during the period to be set out in the timetable to be announced by the Company, submit the Existing Share Certificates for the Existing Shares to the Share Registrar for exchange, at the expense of the Company, for Post-subdivision Share Certificates for the Subdivided Shares.

It is expected that the Post-subdivision Share Certificates for the Subdivided Shares will be available for collection within 10 Business Days from the date of submission of the Existing Share Certificates to the Share Registrar for exchange. Thereafter, Existing Share Certificates for the Existing Shares will continue to be good evidence of legal title, and may be exchanged for Post-subdivision Share Certificates for the Subdivided Shares at any time at the expense of the Shareholders. Each share certificate for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each Post-subdivision Share Certificate issued for the Subdivided Shares or each Existing Share Certificate for the Existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

The Existing Share Certificates will only be valid for trading, settlement and registration purposes for the period up to 4:00 p.m. on the last day of operation of the temporary counter for trading in the Subdivided Shares in board lots of 20,000 Subdivided Shares to be announced by the Company, and thereafter will not be accepted for trading, settlement and registration purposes.

### **EXPECTED TIMETABLE**

Further announcement will be made by the Company to announce the expected timetable in relation to the proposed Share Subdivision and the associated trading arrangement.

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Credit China Holdings Limited” to “Credit China FinTech Holdings Limited” and to change its dual foreign name in Chinese from “中國信貸控股有限公司” to “中國信貸科技控股有限公司”. A special resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve the Change of Company Name.

### **Conditions for the Change of Company Name**

The Change of Company Name is conditional upon the fulfilment of the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of all the conditions set out above, the Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

## **Reasons for the Change of Company Name**

The principal activities of the Group are the provision of fintech services including its online third party payment business, peer-to-peer loan service platform businesses, and the provision of traditional financing services and related financial consultancy services for small and medium-sized enterprises and individuals in the PRC and Hong Kong. Over the past three years, based upon our foundation in traditional financing services, the Group has successfully expanded into fintech business and built an integrated peer-to-peer financial service ecosystem consisting of its online third party payment platform and peer-to-peer loan service platforms to serve the financing needs of small, medium and micro-sized enterprises as well as the investment needs of individual consumers in the PRC.

The Board believes that the proposed Change of Company Name will better reflect and highlight the Company's current business model and strategic business plan, and offer the Company a more accurate corporate image and identity as a leading fintech company in the PRC. The Board considers that the Change of Company Name is in the interests of the Company and its Shareholders as a whole.

## **Effect of the Change of Company Name**

The Change of Company Name, upon becoming effective, will not in any way affect any of the rights of the Shareholders. All the share certificates of the Company then in issue (including the Existing Share Certificates and the Post-subdivision Share Certificates) bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be effective as evidence of title to the Shares. There will not be any arrangement for free exchange of the share certificates then in issue bearing the old names of the Company for New Share Certificates bearing the new names of the Company. Any issue of New Share Certificates will be under the new English and dual foreign name in Chinese of the Company.

Thereafter, Existing Share Certificates for the Existing Shares and in the existing name of the Company and Post-subdivision Share Certificates for the Subdivided Shares and in the existing name of the Company will continue to be good evidence of legal title, and may be exchanged for New Share Certificates issued in the new names of the Company at any time at the expense of the Shareholders. Each share certificate for exchange will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate or each share certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. It is expected that the New Share Certificates printed in the Company's new names will be available for collection within 10 Business Days from the date of submission of the Existing Share certificates to the Share Registrar for exchange.

The Post-subdivision Share Certificates for the Subdivided Shares and in the existing names of the Company will continue to be valid and accepted for delivery, trading, settlement and registration purposes.

The Company will make further announcement(s) on the Change of Company Name upon the proposed Change of Company Name becoming effective.

**GENERAL**

A circular containing, among other things, further details of the Share Subdivision and the Change of Company Name together with a notice of EGM and related form of proxy will be despatched to the Shareholders.

**DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for business of dealing in securities
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Company Name”	the change of the English name of the Company from “Credit China Holdings Limited” to “Credit China FinTech Holdings Limited” and the change of the dual foreign name of the Company in Chinese from “中國信貸控股有限公司” to “中國信貸科技控股有限公司”, subject to satisfaction of the conditions set out in this announcement
“Company”	Credit China Holdings Limited (中國信貸控股有限公司), a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Growth Enterprise Market of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve, among other matters, the Share Subdivision and the Change of Company Name

“Existing Share(s)”	ordinary share(s) of HK\$0.10 each, whether issued or unissued in the share capital of the Company
“Existing Share Certificate(s)”	existing form of certificate(s) of Existing Shares in orange issued in the Company’s existing English and dual foreign name in Chinese
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	the Listing Committee of the Stock Exchange
“New Share Certificate(s)”	form of certificate(s) of Subdivided Shares in pale blue issued in the Company’s new English and dual foreign name in Chinese upon the Change of Company Name becoming effective
“Post-subdivision Share Certificate(s)”	form of certificate(s) of Subdivided Shares issued in the Company’s present English and dual foreign name in Chinese prior to the Change of Company Name becoming effective but after the Share Subdivision becoming effective
“PRC”	the People’s Republic of China (which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan)



“Share Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Share Subdivision”	the proposed subdivision of every one (1) issued and unissued Existing Share of HK\$0.10 each into five (5) Subdivided Shares of HK\$0.02 each, subject to satisfaction of the conditions set out in this announcement
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Shares”	subdivided ordinary shares of HK\$0.02 each in the share capital of the Company upon the Share Subdivision becoming effective

By order of the Board  
**Credit China Holdings Limited**  
**Li Mingshan**  
*Chairman*

Hong Kong, 19 August 2016

*As at the date of this announcement, the Executive Directors are Mr. Phang Yew Kiat (Vice-Chairman and Chief Executive Officer), Mr. Chng Swee Ho and Mr. Sheng Jia; the Non-executive Directors are Mr. Li Mingshan (Chairman), Mr. Li Gang, Mr. Wong Sai Hung, Mr. Zhang Zhenxin and Ms. Zhou Youmeng; and the Independent Non-executive Directors are Mr. Ge Ming, Dr. Ou Minggang, Mr. Wang Wei and Dr. Yin Zhongli.*

*This announcement 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 announcement will also be published on the website of the Company (www.creditchina.hk).*

*In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*