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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Credit China Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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, PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice dated 23 August 2016 convening the EGM to be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 September 2016 at 11:00 a.m. or its adjournment (as the case may be) is set out on pages 14 to 16 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of GEM (www.hkgem.com) and the Company (www.creditchina.hk).

Whether or not you are able to attend the EGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company on www.creditchina.hk.

23 August 2016

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following terms and expressions shall have the following respective meanings unless the context otherwise requires:

“Announcements”	the announcements of the Company dated 19 August 2016 and 22 August 2016 respectively in respect of the Share Subdivision and Change of Company Name
“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 circular
“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 on Thursday, 15 September 2016 at 11:00 a.m. 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

DEFINITIONS

“Existing Share Certificate(s)”	existing form of certificate(s) of Existing Shares in orange issued in the Company’s existing English name and dual foreign name in Chinese
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 PRC
“Latest Practicable Date”	19 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular
“New Share Certificate(s)”	form of certificate(s) of Subdivided Shares in pale blue to be issued in the Company’s new English name 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 to be issued in the Company’s present English name and dual foreign name in Chinese prior to the Change of Company Name becoming effective but after the Share Subdivision becoming effective

DEFINITIONS

“PRC”	the People’s Republic of China (which for the purpose of this circular, 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 circular
“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

EXPECTED TIMETABLE

EXPECTED TIMETABLE

Set out below is the expected timetable in relation to the proposed Share Subdivision and the associated trading arrangement:

Despatch of circular and notice of EGM and
form of proxy for the EGM Tuesday, 23 August 2016

Latest time for lodging form of
proxy for the EGM 11:00 a.m. Tuesday,
13 September 2016

Date and time of the EGM 11:00 a.m. Thursday,
15 September 2016

Announcement of poll results of the EGM Thursday,
15 September 2016

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the paragraphs headed “Conditions of the Share Subdivision” in this circular.

Effective date for the Share Subdivision Monday,
19 September 2016

Dealings in Subdivided Shares commence 9:00 a.m. Monday,
19 September 2016

Original counter for trading in board lots of
4,000 Existing Shares temporarily closes 9:00 a.m. Monday,
19 September 2016

Temporary counter for trading in the Subdivided Shares
(in the form of Existing Share Certificates)
in board lots of 20,000 Subdivided Shares opens 9:00 a.m. Monday,
19 September 2016

EXPECTED TIMETABLE

First day of free exchange of Existing Share Certificates for
Post-subdivision Share Certificates for Subdivided Shares Monday,
19 September 2016

Original counter for trading in the Subdivided Shares
(in the form of Post-subdivision Share Certificates for
the Subdivided Shares) in board lots of
4,000 Subdivided Shares re-opens 9:00 a.m. Monday,
3 October 2016

Parallel trading in the Subdivided Shares
(in the form of Post-subdivision Share Certificates and
Existing Share Certificates) commences 9:00 a.m. Monday,
3 October 2016

Temporary counter for trading in the Subdivided Shares
(in the form of Existing Share Certificates)
in board lots of 20,000 Subdivided Shares closes 4:00 p.m. Monday,
24 October 2016

Parallel trading in the Subdivided Shares
(in the form of Post-subdivision Share Certificates and
Existing Share Certificates) ends 4:00 p.m. Monday,
24 October 2016

Last day for free exchange of Existing Share Certificates for
Post-subdivision Share Certificates for the Subdivided Shares Wednesday,
26 October 2016

Note: All times refer to Hong Kong local times and dates in this circular.

LETTER FROM THE BOARD



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)

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

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in

Hong Kong:

Rooms 3533-39, Level 35

Two Pacific Place

88 Queensway

Hong Kong

23 August 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE SUBDIVISION,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcements in respect of the Share Subdivision and the Change of Company Name.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the EGM for approving, among other things the Share Subdivision and the Change of Company Name and to give you notice of the EGM at which an ordinary resolution will be proposed to consider, and if thought fit, approve the Share Subdivision and a special resolution will be proposed to consider, and if thought fit, approve the Change of Company Name.

THE SHARE SUBDIVISION

The Board proposes to subdivide every one (1) issued and unissued Existing Share of par value of HK\$0.10 each in the share capital of the Company into five (5) Subdivided Shares of par value of HK\$0.02 each. An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve the Share Subdivision.

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 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.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing or permission to deal in is being or is currently proposed to be sought on any other stock exchanges other than the Stock Exchange.

LETTER FROM THE BOARD

Effect of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company was 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 had 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 Latest Practicable Date, the Company had (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 did not have any other derivatives, options, warrants and conversion rights or other similar rights which were convertible or exchangeable into Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

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 the Latest Practicable Date, 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 from Monday, 19 September 2016 to Wednesday, 26 October 2016 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit their 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.

LETTER FROM THE BOARD

The Existing Share Certificates will only be valid for trading, settlement and registration purposes for the period up to 4:00 p.m. Monday, 24 October 2016, being the last day of operation of the temporary counter for trading in the Subdivided Shares in board lots of 20,000 Subdivided Shares, and thereafter will not be accepted for trading, settlement and registration purposes.

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).

LETTER FROM THE BOARD

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 its 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. Based on the above, 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 of the Company then in issue (including the Existing Share Certificates and the Post-subdivision Share Certificates) bearing the present name 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 name 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.

LETTER FROM THE BOARD

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.

THE EGM

The EGM will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 September 2016 at 11:00 a.m. or its adjournment (as the case may be) to consider and, if thought fit, to approve the Share Subdivision and the Change of Company Name. The notice dated 23 August 2016 convening the EGM is set out on pages 14 to 16 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof to the office of the Share Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The resolutions put to vote at the EGM will be decided by way of poll. No Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM and set out in the notice of the EGM.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling shareholders of the Company and their respective close associates as defined under the GEM Listing Rules was interested in any business (other than the business of the Group) which competed or was likely to compete, directly or indirectly, with the business of the Group.

LETTER FROM THE BOARD

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (i.e. from 9:30 a.m. to 5:00 p.m.) on Monday to Friday at the principal place of business of the Company in Hong Kong at Rooms 3533-39, Level 35, Two Pacific Place, 88 Queensway, Hong Kong from the date of this circular up to and including Tuesday, 6 September 2016:

- (i) the memorandum and articles of association of the Company;
- (ii) the annual reports of the Company for the years ended 31 December 2014 and 2015;
and
- (iii) the circular of the Company dated 7 April 2016.

RECOMMENDATION

The Board is of the opinion that the Share Subdivision and the Change of Company Name are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

Yours faithfully

For and on behalf of the Board of

Credit China Holdings Limited

Phang Yew Kiat

Vice-Chairman, Executive Director and Chief Executive Officer

NOTICE OF EGM



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 (the “**EGM**”) of Credit China Holdings Limited (the “**Company**”) will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 September 2016 at 11:00 a.m. or any adjournment thereof to consider and, if thought fit, pass with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) in issue and to be issued, each one (1) issued and unissued ordinary share (the “**Share(s)**”) with a par value of HK\$0.10 each in the share capital of the Company be subdivided into five (5) Shares with a par value HK\$0.02 each (the “**Subdivided Shares**”) with effect from the business day immediately following the day on which this resolution is passed by the shareholders of the Company, and such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the Shares contained in the articles of association of the Company, and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the aforesaid matters.”

NOTICE OF EGM

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Credit China Holdings Limited” to “Credit China FinTech Holdings Limited” and 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” and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board of
Credit China Holdings Limited
Phang Yew Kiat

Vice-Chairman, Executive Director and Chief Executive Officer

Hong Kong, 23 August 2016

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Rooms 3533-39, Level 35
Two Pacific Place
88 Queensway
Hong Kong

NOTICE OF EGM

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company 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. A proxy form for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
3. 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 less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude you from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares of the Company as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
5. As required under the GEM Listing Rules, the above resolutions will be decided by way of poll.