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CREDIT CHINA FINTECH HOLDINGS LIMITED **中國信貸科技控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8207)

VOLUNTARY ANNOUNCEMENT **ACQUISITION OF INTEREST IN** **AMIGO TECHNOLOGIES JOINT STOCK COMPANY**

This announcement is made by Credit China FinTech Holdings Limited (the “**Company**”) on a voluntary basis.

Reference is made to the voluntary announcement of the Company dated 18 May 2016 in relation to a possible strategic investment in Vietnam (the “**Announcement**”).

SHARE SUBSCRIPTION AGREEMENT

The board of directors of the Company is pleased to announce that on 30 November 2016, Champion Crest Enterprises Limited, a wholly-owned subsidiary of the Company (the “**Subsidiary**”), entered into a share subscription agreement (the “**Share Subscription Agreement**”) with Amigo Technologies Joint Stock Company (the “**Target**”), pursuant to which the Subsidiary has conditionally agreed to subscribe for, and the Target has conditionally agreed to allot and issue shares of the Target (the “**Target Shares**”), representing approximately 51% of the enlarged issued share capital of the Target to the Subsidiary at a cash consideration of VND286,588,125,000 (equivalent to approximately USD12,725,000) (the “**Proposed Subscription**”).

Completion of the Proposed Subscription is expected to take place on or before the long stop date, which is 28 February 2017 or such later date as may be agreed in writing by the Subsidiary and the Target. Upon completion of the Proposed Subscription, the Target will become a subsidiary of the Company and its financial results will be consolidated into the financial results of the Company and its subsidiaries.

SHAREHOLDERS' AGREEMENT

On 30 November 2016, the Subsidiary also entered into a shareholders' agreement ("**Shareholders' Agreement**") with the current shareholders of the Target (the "**Target Shareholders**") and the Target to govern their relationships as shareholders of the Target. The Shareholders' Agreement shall take effect on and from the closing date as defined under the Share Subscription Agreement.

Under the Shareholders' Agreement, the Subsidiary has granted a put option ("**Put Option**") to the Target Shareholders pursuant to which each Target Shareholder shall have the right (but not the obligation) to require the Subsidiary to purchase all or any of the Target Shares held by him/it (the "**Option Shares**"). The exercise of the Put Option is not at the Subsidiary's discretion.

Further details of the Put Option are as follows:

- (a) **Exercise Period:** The Put Option can only be exercised at any time from 1 January 2020 to 31 December 2020
- (b) **Exercise Condition:** The Put Option can only be exercised if (i) the audited consolidated net profit after tax attributable to equity holders of the Target for the financial year ended 2017 is not less than VND55,700,000,000 (equivalent to approximately USD2,473,174.71); or (ii) failing which, the audited consolidated net profit after tax attributable to equity holders of the Target for the financial years ended 2017 and 2018 ("**Guaranteed Profit**") is not less than VND89,120,000,000 (equivalent to approximately USD3,957,079.54). If the Guaranteed Profit is less than VND89,120,000,000 (equivalent to approximately USD3,957,079.54), the Put Option shall be terminated and shall have no further effect.
- (c) **Exercise Price:** The exercise price of the Put Option ("**Exercise Price**") shall be equivalent to 10 times of the earning per share of the Target ("**Earning Per Share**") calculated based on the formula below:

Earning Per Share = the average number of consolidated audited actual profit after tax for financial years ended 2017, 2018 and 2019/the number of outstanding and issued shares as of the date of the option notice on a fully diluted basis.

- (d) **Payment:** The payment of the aggregate Exercise Price for the Option Shares shall be settled by cash or shares of the Company (“**Consideration Shares**”) or a combination of both as determined by the Target Shareholders provided that at all times more than 50% of the Exercise Price must be settled by way of Consideration Shares. The issue price per Consideration Share shall be the average closing market price for the last five consecutive trading days on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited prior to the date of closing of the transfer of the Option Shares. The Target Shareholders shall not transfer the Option Shares within one year from the date of closing of the transfer of the Option Shares. After such one year, the Target Shareholders shall give at least two months prior written notice to the Subsidiary whenever the Target Shareholders wish to transfer the Consideration Shares.

The parties to the Shareholders’ Agreement agree that if the execution of any terms of the Share Subscription Agreement and the Shareholders’ Agreement will lead to the transactions contemplated thereunder being classified as “discloseable transactions” of the Company as defined in Chapter 19 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, the parties shall adjust the scale of the Put Option downward by the minimum extent necessary so that the transactions contemplated under the Share Subscription Agreement and the Shareholders’ Agreement would not in aggregate be considered as “discloseable transactions” of the Company.

OTHER RELATED DOCUMENTS

In connection with the Proposed Subscription, other ancillary documents were also entered into on 30 November 2016, i.e. a letter of undertaking granted by the Company to the Target pursuant to which the Company undertakes, among others, to allot and issue the Consideration Shares in accordance with the terms of the Shareholders’ Agreement if the Put Option is exercised, and a letter of undertaking relating to representations and warranties of the Target from the Target Shareholders.

REASONS AND BENEFIT OF THE PROPOSED SUBSCRIPTION

The Proposed Subscription marks a defining milestone for the Company’s internationalization strategy, and represents the first step for the Group’s expansion outside China. The Target is currently a strategic partner of many of the world’s leading providers of IT solutions and it ranks among Vietnam’s top five IT service providers targeting large financial corporations by market share. The directors of the Company believe that the Proposed Subscription enable the Company to strengthen its competitive edge in providing fintech solutions and broadening the Company’s customer base with optimized business structure in Vietnam.

LISTING RULES IMPLICATIONS

As all of the relevant percentage ratios calculated under Rule 19.07 of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) in respect of the Proposed Subscription are less than 5%, the Proposed Subscription does not constitute a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

Under Rule 19.74(1) of the GEM Listing Rules, on the grant of the Put Option, the exercise of which is not at the discretion of the Company, the transaction will be classified as if the Put Option had been exercised. As all of the relevant percentage ratios calculated under Rule 19.07 of the GEM Listing Rules in respect of the Put Option are less than 5%, the Put Option does not constitute a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

The Company issues this announcement on a voluntary basis. Where necessary, the Company may also issue further announcement(s) in accordance with the GEM Listing Rules.

As the Proposed Subscription is subject to fulfilment of various conditions precedent which may or may not be fulfilled, there is no assurance that the Proposed Subscription will be completed. Accordingly, shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 30 November 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, 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 Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

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.

Unless otherwise stated, translation of VND into USD is based on the approximate exchange rate of VND22,521.66 to USD1.00 for information purpose only. Such translation should not be construed as a representation that the relevant amounts have been, could have been, or could be converted at that or any other rate or at all.