

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/11/2016</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Credit China FinTech Holdings Limited
Date Submitted	05/12/2016

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 (<i>HKD</i>)	Authorised share capital (HKD)					
Balance at close of preceding month	100,000,000,000	0.02	2,000,000,000					
Increase/(decrease)	NIL		NIL					
Balance at close of the month	100,000,000,000	0.02	2,000,000,000					
(2) Stock code : <u>N/A</u> Descrip	ption :	N/A	<u> </u>					
(2) Stock code : <u>N/A</u> Descrij	ption : No. of ordinary shares	N/A Par value (State currency)	Authorised share capital (State currency)					
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary	Par value (State	Authorised share capital					
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)					

2. Preference Shares

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

3. Other Classes of Shares

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

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

2,000,000,000

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	20,714,506,675	N/A	N/A	N/A
Increase/ (decrease) during the month	634,844,116	N/A	N/A	N/A
Balance at close of the month	21,349,350,791	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the
(dd/mm/yyyy) and -			U		_	month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share						
Option Scheme						
(04/11/2010)						
Exercise Price:						
HK\$0.3628 per						
share						
Ordinary shares	NIL	13,125,000	NIL	NIL	13,125,000	890,555,000
(Note 1)						
2. Share						
Option Scheme						
(04/11/2010)						
Exercise Price:						
HK\$0.426 per						
share						
Ordinary shares	NIL	1,350,000	NIL	NIL	1,350,000	142,180,000
(Note 1)		1,550,000			1,520,000	112,100,000
3. Share						
Option Scheme						
(04/11/2010)						
Exercise Price:						
HK\$0.674 per						
share						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	459,600,000
(Note 1)	MIL	INIL		INIL	- INIL	437,000,000

Particulars of share option scheme including EGM approval date		Movement duri	ng 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
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Langed		
4. Share	Granted	Exercised	Cancelled	Lapsed		
Option Scheme						
(04/11/2010)						
Exercise Price:						
HK\$0.698 per						
share						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	687,000,000
(Note 1)						
5. Share						
Option Scheme						
(04/11/2010)						
Exercise Price:						
HK\$0.98 per						
share						
Ordinary shares	144,000,000	NIL	NIL	NIL	NIL	144,000,000
(Note 1)						
		То	otal A. (Ordin	ary shares)	14,475,000	
			(Prefere	nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised du	ring the month	from exercise o	f	5 226 950		
options (HK\$)				5,336,850		

Warrants to Issue Shares of the Iss	suer which are to be List	ed				
Description of warrants (Date of expiry - dd/mm/yyyy)		se of du	xercised uring 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
<u>1. N/A</u>						
(/ /)	· ·					
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 (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy) 3. N/A	(/ /)					
5. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date		<u> </u>				
(if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A	(/ /)	<u></u>				
(/ /)						
Stock code (if listed) Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
		Total B.	(Ordin	nary shares)	NIL	
		Iotal D.		ence shares)		-
				Other class)		
			,	·		

Convertibles (i.e. Convertible into Shares of the Issuer which are t	o be Listed)
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Convertibles (i.e. Convertible in	nto Shares of the I	ssuer which are to	be Listed)		No. of new	Nof
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))						
		2 00 000 000		200.000.000		
(f_1)		300,000,000	NIL	300,000,000	NIL	576,923,075
Stock code (if listed)	N/A					
issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.52					
AGM approval date						
(if applicable)						
(dd/mm/yyyy))	(05/05/2014)					
2. Convertible Bonds						
(See Remark (2))						
		1 000 000 000	* 0.000.000			
Stock code (if listed)		1,000,000,000	50,000,000	950,000,000	71,921,748	<u>1,366,513,217</u>
Class of shares	N/A				(:	See Remark (2))
issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.6952					
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(26/01/2016)					
3. Convertible Bonds						
(See Remark (3))						
		45 000 000	NII	45 000 000	NIL	502 201 405
Stock code (if listed)	US\$ N/A	45,000,000	NIL	45,000,000	NIL	502,301,495
Class of shares	11/11					
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.6952					
EGM approval date						
(if applicable) (dd/mm/yyyy)	N/A					
4. Convertible Bonds	1N/A					
(See Remark (4))						
	HK\$	94,994,560	5.002 659 20	89,991,900.80	7,196,000	129,447,495
Stock code (if listed)	<u> </u>	> 1,>> 1,000	2,002,007.20	07,771,700.00		See Remark (4)
Class of shares					~	
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.6952					
EGM approval date						
(if applicable) (dd/mm/yyyy)	N/A					
((((), ((), (), (), (), (), (), (), (),			Total C. (Ordin	nary shares)	79,117,748	
				ence shares)	N/A	_
				Other class)	N/A	_

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 (Note 1)		
2. N/A		
2. <u>N/A</u>		
shares (Note 1)		
2 NI/A		
3. <u>N/A</u>		
shares (Note 1)		
$\mathbf{T}_{r}(\mathbf{r}) = (\mathbf{O}_{r})^{r} (\mathbf{O}_{\mathsf$	NII	
Total D. (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)

	ner Movements in Type of Issue	Issued Share Capital				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
			Class of shares issuable (<i>Note 1</i>)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							N/A
			Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	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
				Class of shares issuable (<i>Note 1</i>)				
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares repurchased (<i>Note 1</i>)		_		
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares redeemed (<i>Note 1</i>)		_		
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares issuable (<i>Note 1</i>)	Ordinar	<u>y</u>		
8.	Consideration issue	At price :	State UNE Currency HK\$ 0.7681	Issue and allotment date : (dd/mm/yyyy)	(24/11/20	16)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	541,251,368 (See Remark (5))	N/A
				Class of shares issuable (<i>Note 1</i>)				
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

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
10. Other (Please specify)	At price : State	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. (1	(Ordinary Preference (Othe	share		<u>58</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	634,844,116			
	(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				
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)					

Remarks (if any):

- (1) On 10 May 2015, Credit China FinTech Holdings Limited (the "Company") entered into a subscription agreement with Aisidi (HK) Limited (the "Subscriber"), pursuant to which the Subscriber had conditionally agreed to subscribe for, and the Company had conditionally agreed to issue, 6% unsecured convertible bonds due 2018 (the "Convertible Bonds") in the aggregate principal amount of HK\$300,000,000 at 100% of the principal amount of the Convertible Bonds convertible 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. As a result of the share subdivision of each issued and unissued ordinary share of HK\$0.1 each in the share capital of the Company into five (5) ordinary shares of HK\$0.02 each effective on 19 September 2016 (the "Share Subdivision") as disclosed in the announcement of the Company dated 15 September 2016, the number of ordinary shares which will be issued upon the conversion of the Convertible Bonds has been adjusted to 576,923,075 at the adjusted conversion price of HK\$0.52 per Convertible Bond according to the terms of the Convertible Bonds.
- On 8 May 2016, the Company entered into a subscription agreement with each of Eternity Sky Investments (2)Limited, Jiefang Media (UK) Co. Limited, Eastland Group (Hong Kong) Company Limited, Xincheng Enterprises Limited, Mr. Chen Shaolin and Mr. Liu Shaolin (collectively, the "CB2 Subscribers"), pursuant to which the CB2 Subscribers had agreed to subscribe for, and the Company had conditionally agreed to issue, 7% convertible bonds due 2019 (the "Convertible Bonds 2") in an aggregate principal amount of HK\$1,000,000,000 at 100% of its principal amount convertible into 287,686,993 ordinary shares at an initial conversion price of HK\$3.476 per share. Please refer to the Company's announcement dated 9 May 2016 for details. An aggregate principal amount of HK\$1,000,000,000 of the Convertible Bonds 2 was issued to certain CB2 Subscribers as at 30 November 2016. As a result of the Share Subdivision, the number of ordinary shares which will be issued upon the conversion of the Convertible Bonds 2 has been adjusted to 1.438.434.965 at the adjusted conversion price of HK\$0.6952 per Convertible Bond 2 according to the terms of the Convertible Bonds 2. On 3 November 2016, the Company has allotted 21,576,524 ordinary shares to one of the CB2 Subscribers as a results of the part of Convertible Bonds 2 in principal amount of HK\$15,000,000 has been exercised. On 17 November 2016, the Company has allotted 50,345,224 ordinary shares to one of the CB2 Subscribers as a results of the part of Convertible Bonds 2 in principal amount of HK\$35,000,000 has been exercised. The remaining number of new shares of the Company which may be issued pursuant to the Convertible Bonds 2 as at 30 November 2016 was 1,366,513,217.
- (3) On 30 June 2016, the Company entered into a subscription agreement with Cheer Hope Holdings Limited (the "CB3 Subscriber"), pursuant to which the CB3 Subscriber had agreed to subscribe for, and the Company had conditionally agreed to issue, floating rate unsecured convertible bonds due 2019 (the "Convertible Bonds 3") in an aggregate principal amount of US\$45,000,000, at its principal amount convertible into totaling 100,460,299 ordinary shares at an initial conversion price of HK\$3.476 per share. Aggregate principal amounts of US\$25,000,000 and US\$20,000,000 of the Convertible Bonds 3 were issued to the CB3 Subscriber in two tranches on 14 July 2016 and 4 August 2016 respectively. As a result of the Share Subdivision, the number of ordinary shares which will be issued upon the conversion of the Convertible Bonds 3 has been adjusted to 502,301,495 at the adjusted conversion price of HK\$0.6952 per Convertible Bond 3 according to the terms of the Convertible Bonds 3.

- (4) On 30 June 2016, the Company entered into a subscription agreement with Central China International Investment Company Limited (the "CB4 Subscriber"), pursuant to which the CB4 Subscriber had agreed to subscribe for, and the Company had conditionally agreed to issue, 7% unsecured convertible bonds due 2019 (the "Convertible Bonds 4") in an aggregate principal amount of HK\$100,000,000, at its principal amount convertible into totaling 28,768,699 ordinary shares at an initial conversion price of HK\$3.476 per share. An aggregate principal amount of HK\$100,000,000 of the Convertible Bonds 4 was issued to the CB4 Subscriber on 8 July 2016. As a result of the Share Subdivision, the number of ordinary shares which will be issued upon the conversion of the Convertible Bonds 4 has been adjusted to 143,843,495 at the adjusted conversion price of HK\$0.6952 per Convertible Bond 4 according to the terms of the Convertible Bonds 4. On 27 September 2016, the Company allotted 7,200,000 ordinary shares to the CB4 Subscriber as a result of the conversion in part of the Convertible Bonds 4 in the principal amount of HK\$5,005,440. On 27 September 2016 and 11 November 2016, the Company has allotted 7,200,000 and 7,196,000 ordinary shares to CB4 Subscriber as a results of the part of Convertible Bonds 4 in principal amount of HK\$5,005,440 and HK\$5,002,659.20 has been exercised, respectively. The remaining number of new shares of the Company which may be issued pursuant to the Convertible Bonds 4 as at 30 November 2016 was 129,447,495.
- (5) On 31 October 2016, the Company and Marvel Paradise Group Limited, a wholly-owned subsidiary of the Company, entered into a share purchase agreement (as amended by a supplemental agreement dated 21 November 2016) with Starshine Global Investments Limited, Sanbao Star Limited, Mr. Zhang Jinghua, Prajna Technology Limited and Mr. Wang Lisong (collectively, the "Sellers") in relation to the acquisition of 48% of the entire issued share capital of Leyu Limited. Please refer to the Company's Announcements dated 31 October 2016, 16 November 2016 and 21 November 2016 for details. On 24 November 2016, the Company allotted and issued 541,251,368 shares to the Sellers as consideration.

Submitted by: Kwok Siu Man

 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.
- * for identification purposes only