



## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Credit China FinTech Holdings Limited

Date Submitted 06/01/2017

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : 8207 Description : Ordinary Shares

	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>100,000,000,000</u>	<u>0.02</u>	<u>2,000,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>100,000,000,000</u>	<u>0.02</u>	<u>2,000,000,000</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 2. Preference Shares

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

## 3. Other Classes of Shares

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

Total authorised share capital at the end of the month (*HKD*) : 2,000,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	21,349,350,791	N/A	N/A	N/A
Increase/ (decrease) during the month	174,321,102	N/A	N/A	N/A
Balance at close of the month	21,523,671,893	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme (04/11/2010) Exercise Price: HK\$0.3628 per share						
Ordinary shares (Note 1)	NIL	625,000	NIL	15,000,000	625,000	874,930,000
2. Share Option Scheme (04/11/2010) Exercise Price: HK\$0.426 per share						
Ordinary shares (Note 1)	NIL	800,000	NIL	5,937,500	800,000	135,442,500
3. Share Option Scheme (04/11/2010) Exercise Price: HK\$0.674 per share						
Ordinary shares (Note 1)	NIL	NIL	NIL	NIL	NIL	459,600,000

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
4. Share						
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	NIL	NIL	NIL	NIL	NIL	144,000,000
(Note 1)						
6. Share						
Option Scheme						
(04/11/2010)						
Exercise Price:						
HK\$0.786 per						
Share						
Ordinary shares	267,500,000	NIL	NIL	NIL	NIL	267,500,000
(Note 1)						
Total A. (Ordinary shares)					1,425,000	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (HK\$)				567,550		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)					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
Currency of nominal value		Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month		
1. N/A						
(   /   /   )						
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 ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
3. N/A						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
4. N/A						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
Total B.					(Ordinary shares)	NIL
					(Preference shares)	N/A
					(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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))						
	HK\$	300,000,000	NIL	300,000,000	NIL	576,923,075
Stock code (if listed)	N/A					
Class of shares 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))						
	HK\$	950,000,000	NIL	950,000,000	NIL	1,366,513,217
Stock code (if listed)	N/A					
Class of shares 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))						
	US\$	45,000,000	NIL	45,000,000	NIL	502,301,495
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$0.6952					
AGM approval date (if applicable) (dd/mm/yyyy)	(09/05/2016)					
4. Convertible Bonds						
(See Remark (4))						
	HK\$	89,991,900.80	NIL	89,991,900.80	NIL	129,447,495
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$0.6952					
AGM approval date (if applicable) (dd/mm/yyyy)	(09/05/2016)					
Total C. (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)

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		
2. N/A		
3. N/A		
Total D. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

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
1. Rights issue	At price : State currency	Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				N/A	N/A
2. Open offer	At price : State currency	Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				N/A	N/A
3. Placing	At price : State currency	Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				N/A	N/A
4. Bonus issue		Class of shares issuable (Note 1)	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
5. Scrip dividend	At price : State currency	Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	
			( / / )	( / / )	
					N/A N/A
6. Repurchase of shares		Class of shares repurchased (Note 1)	Cancellation date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	
			( / / )	( / / )	
					N/A N/A
7. Redemption of shares		Class of shares redeemed (Note 1)	Redemption date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	
			( / / )	( / / )	
					N/A N/A
8. Consideration issue	At price : State currency	Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	
	HK\$ 0.7681	Ordinary	(14/12/2016)	( / / )	
					172,896,102 (See Remark (5)) N/A
9. Capital reorganisation		Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	EGM approval date: (dd/mm/yyyy)	
			( / / )	( / / )	
					N/A N/A

				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
Type of Issue					
10. Other (Please specify)	At price :	State currency	_____	Class of shares issuable _____ (Note 1)	
				Issue and allotment date : (dd/mm/yyyy)	(   /   /   )
				EGM approval date: (dd/mm/yyyy)	(   /   /   )
				<u>N/A</u>	<u>N/A</u>
Total E.				(Ordinary shares)	<u>172,896,102</u>
				(Preference shares)	<u>N/A</u>
				(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>174,321,102</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(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.

(2) On 8 May 2016, the Company entered into a subscription agreement with each of Eternity Sky Investments 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 and 17 November 2016, the Company allotted 21,576,524 and 50,345,224 ordinary shares to certain CB2 Subscribers as a result of the exercise in part of Convertible Bonds 2 in the principal amount of HK\$15,000,000 and HK\$35,000,000, respectively. The remaining number of new shares of the Company which may be issued pursuant to the Convertible Bonds 2 as at 31 December 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 and 11 November 2016, the Company allotted 7,200,000 and 7,196,000 ordinary shares to the CB4 Subscriber as a result of the exercise in part of Convertible Bonds 4 in the principal amount of HK\$5,005,440 and HK\$5,002,659.20, respectively. The remaining number of new shares of the Company which may be issued pursuant to the Convertible Bonds 4 as at 31 December 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 and 14 December 2016, the Company allotted and issued 541,251,368 and 172,896,102 shares to the Sellers as consideration, respectively.

Submitted by: Kwok Siu Man

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*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*