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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

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

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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)

#### PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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

A letter from the Board is set out on pages 4 to 12 of this circular. A notice convening the AGM to be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Tuesday, 9 May 2017 at 11:00 a.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you do not intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time appointed for holding the AGM and its adjournment. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM and its adjournment in person.

This circular, for which the Directors collectively and individually accept full responsibility, includes the 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 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.

31 March 2017

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## CHARACTERISTICS OF GEM

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**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

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

“AGM”	the annual general meeting of the Company to be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Tuesday, 9 May 2017 at 11:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors or a duly authorised committee of the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Credit China FinTech Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM operated by the Stock Exchange (stock code: 8207)
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company from time to time
“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 from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	28 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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“Nomination Committee”	the nomination committee of the Board
“Notice of AGM”	the notice of the AGM which is set out on pages 16 to 20 of this circular
“PRC”	the People’s Republic of China and for the purpose this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from any sub-division or consolidation of the share capital of the Company from time to time)
“Shareholder(s)”	holder(s) of the Share(s)
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“SZSE”	the Shenzhen Stock Exchange
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong approved by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time
“Year”	the financial year ended 31 December 2016
“%”	per cent

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## EXPECTED TIMETABLE

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Latest time for lodging transfer of Shares

in order to be entitled to attend and vote at the AGM ..... 4:30 p.m.  
on Tuesday, 2 May 2017

Record date for determining entitlement to attend

and vote at the AGM ..... Tuesday, 2 May 2017

Closure of register of members of the Company

for the entitlement to attend and vote at the AGM. .... Thursday, 4 May 2017 to  
Tuesday, 9 May 2017  
(both days inclusive)

Latest time for lodging forms of proxy for the AGM

..... 11:00 a.m.  
on Sunday, 7 May 2017

AGM.

..... 11:00 a.m.  
on Tuesday, 9 May 2017

Announcement of the poll results of the AGM

..... Tuesday, 9 May 2017

*Note:* All times in this circular refer to Hong Kong time

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## LETTER FROM THE BOARD

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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)

*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

31 March 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the re-election of retiring Directors; and (2) the grant to the Directors of a general mandate to allot, issue and deal with additional Shares and to repurchase Shares, and the extension of the general mandate to allot, issue and deal with new Shares by the addition thereto of any Shares repurchased by the Company, and the Notice of AGM.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 84(1) and (2) of the Articles, Mr. Li Mingshan, Mr. Chng Swee Ho, Mr. Sheng Jia and Mr. Li Gang will retire from office by rotation at the AGM and all these Directors, being eligible, have offered themselves for re-election.

### Recommendations of the Nomination Committee

In accordance with the terms of reference of the Nomination Committee, the Nomination Committee has, amongst other matters, evaluated the performance and the contribution of each of the retiring Directors for the Year and the period thereafter up to the date of evaluation.

The Nomination Committee is of the opinion that the performance of each of the retiring Directors was satisfactory.

Accordingly, the Nomination Committee recommended to the Board to propose the re-election of Mr. Li Mingshan, Mr. Chng Swee Ho, Mr. Sheng Jia and Mr. Li Gang as Directors at the AGM.

The Board, therefore, considers that all the retiring Directors should be re-elected.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that general meeting. The requisite details of each of the retiring Directors are set out below for the Shareholders' consideration:



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## LETTER FROM THE BOARD

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### Mr. Li Mingshan (aged 64)

**Mr. Li Mingshan** (李明山先生) was appointed as the chairman and a non-executive Director on 7 July 2014. He is a senior economist and has around 22 years of management experience in the securities industry. He graduated from the East China Normal University as a post-graduate with a major in global economics in May 1998 and obtained a Master's degree in Business Administration from Asia International Open University (Macau) in September 2000. Mr. Li Mingshan was previously the vice general manager of Shanghai Shenyin Securities Company (上海申銀證券公司), the predecessor of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司) from January 1993 to June 1996 and the vice general manager of Shenyin & Wanguo Securities Co., Ltd. from June 1996 to March 1998. He was also the deputy general manager of the Shanghai Stock Exchange from March 1998 to May 2001. During the period from May 2001 to March 2014, Mr. Li Mingshan was the corporate general manager and an executive director of Haitong Securities Co., Ltd.\*/# (Stock Code: 6837/SSE Code: 600837) being in charge of the overall management of its operations. He was a non-executive director and the chairman of Haitong International Securities Group Limited (previously known as Taifook Securities Group Limited) from January 2010 to April 2011 and was also the chairman of Haitong International Holdings Limited from August 2010 to March 2011. He was a director of Fullgoal Fund Management Co., Ltd. from 2005 until August 2014. He was also a director of Sinovel Wind Group Co., Ltd.# (華銳風電科技(集團)股份有限公司) (SSE Code: 601558) from February 2015 to March 2016.

As at the Latest Practicable Date, Mr. Li Mingshan was not interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Li Mingshan entered into a letter of appointment with the Company on 7 July 2014 for a fixed term of three years, which will continue thereafter unless terminated by either party giving at least one month's notice in writing. He did not receive any remuneration from the Company for the Year.

As at the Latest Practicable Date, save as disclosed above, Mr. Li Mingshan did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

\* a company listed on the Stock Exchange

# a company listed on SSE

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## LETTER FROM THE BOARD

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### **Mr. Chng Swee Ho (aged 48)**

**Mr. Chng Swee Ho** (莊瑞豪先生), (“Mr. Chng”) was appointed as an executive Director on 17 March 2014. He was also appointed as the compliance officer of the Company on 18 September 2014. Mr. Chng has obtained 25 years’ experience in consulting, investment and banking and provided advisory services to clients from a wide range of financial sectors in North America, Europe and more than 10 countries in Asia. Mr. Chng was an independent director of Beiqi Foton Motor Co., Ltd. # (SSE Code: 600166) from December 2014 to December 2016. He was the Greater China managing partner of A.T. Kearney from 2012 to March 2016. Mr. Chng was a partner of Bain & Company, Inc. during 2007 to 2011 and was a partner of The Boston Consulting Group, Greater China during 2003 to 2006. Mr. Chng obtained a Bachelor’s degree in Accountancy from Nanyang Technological University of Singapore in May 1992.

As at the Latest Practicable Date, Mr. Chng was beneficially interested in 23,700,000 Shares. Mr. Chng held options entitling him to subscribe for 15,000,000, 15,000,000 and 10,000,000 Shares at subscription prices of HK\$0.3628, HK\$0.674 and HK\$0.98 each, respectively. Save as disclosed above, he was not interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Chng renewed a service agreement with the Company on 17 March 2017 for the initial term of three years, which is renewable automatically for successive terms for one year unless and until (i) terminated by either party thereto giving not less than three months’ prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) Mr. Chng not being re-elected as a Director or being removed by Shareholders at general meeting of the Company in accordance with the Articles.

Mr. Chng is presently entitled to a monthly salary of HK\$220,000 (including any sum payable to him as director’s fees and/or housing allowance from any member of the Group) from the Company. He received a total remuneration of HK\$1,040,000 from the Company for the Year (His monthly salary was HK\$60,000 from January to October 2016; and his monthly salary was increased to HK\$220,000 from 1 November 2016).

As at the Latest Practicable Date, save as disclosed above, Mr. Chng did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

# *a company listed on SSE*

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## LETTER FROM THE BOARD

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### Mr. Sheng Jia (aged 36)

**Mr. Sheng Jia** ( 盛佳先生 ), (“Mr. Sheng”) was appointed as an executive Director on 23 December 2013. Mr. Sheng has been the chief executive officer of NCF Group Limited since July 2013. Mr. Sheng has extensive experience in design, research and development of web search and related products, and has over 7 years’ experience in leading global search infrastructure teams in renowned multinational software companies. Mr. Sheng was appointed as the product manager of Google Inc. in 2010 and was responsible for the global product search and product infrastructure business. Mr. Sheng was one of the founders of Yunrang (Beijing) Information Technology Limited<sup>^</sup> established in 2010.

Mr. Sheng obtained a Master’s degree in Computer Science from the University of Toronto in 2005 and a Bachelor’s degree of Computer Science and Technology from Tsinghua University in 2002.

As at the Latest Practicable Date, Mr. Sheng was deemed to be interested in 400,000 Shares held by his wife, Ms. Hu Haichen, under the SFO. Mr. Sheng held options entitling him to subscribe for 15,000,000, 15,000,000 and 10,000,000 Shares at subscription prices of HK\$0.3628, HK\$0.674 and HK\$0.98 each, respectively. Save as disclosed above, he was not interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Sheng renewed a service agreement with the Company on 23 December 2016 for the initial term of three years, which is renewable automatically for successive terms for one year unless and until (i) terminated by either party thereto giving not less than three months’ prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) Mr. Sheng not being re-elected as a Director or being removed by Shareholders at general meeting of the Company in accordance with the Articles.

Mr. Sheng is presently entitled to a monthly salary of HK\$120,000 (including any sum payable to him as director’s fees and/or housing allowance from any member of the Group) from the Company. He received a total remuneration of HK\$840,000 from the Company for the Year (His monthly salary was HK\$60,000 from January to October 2016; and his monthly salary was increased to HK\$120,000 from 1 November 2016).

As at the Latest Practicable Date, save as disclosed above, Mr. Sheng did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

<sup>^</sup> the English translation of Chinese names or words is for information purpose only and should not be regarded as the official English translation of such Chinese names or words

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## LETTER FROM THE BOARD

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### Mr. Li Gang (aged 59)

Mr. Li Gang (李剛先生) was appointed as a non-executive Director on 17 November 2014.

Mr. Li Gang was the chairman of Jilin Yongda Group Co., Ltd. (吉林永大集團股份有限公司)\* (SZSE Code: 002622.SZ) from June 2015 to August 2016. He was a non-executive director and a member of the remuneration committee of the board of directors of PCCW Limited\* (Stock Code: 0008) from November 2011 to August 2014. He was a vice president of China United Network Communications Corporation Limited from February 2009 to June 2014.

Mr. Li Gang was a vice president of China Unicom (Hong Kong) Limited\* (“Unicom HK”) (Stock Code: 762) from April 2006 to February 2009 and was a senior vice president of Unicom HK from February 2009 to June 2014. From April 2006 to October 2008, he was an executive director of Unicom HK. From August 1999 to December 2005, he was the vice-chairman, general manager and chairman of Guangdong Mobile Communication Co., Limited and the chairman and general manager of Beijing Mobile Communication Co., Limited. From May 2000 to December 2005, he was an executive director of China Mobile (Hong Kong) Limited. He joined 中國聯合網絡通信集團有限公司 (China United Network Communications Group Company Limited) in December 2005 and served as its vice president.

Mr. Li Gang holds a Master’s degree in Business Administration from Jinan University, the PRC. He has worked in the telecommunications industry for a long period of time and has deep management experience.

As at the Latest Practicable Date, Mr. Li Gang held options entitling him to subscribe for 10,000,000, 10,000,000 and 8,000,000 Shares at subscription prices of HK\$0.3628, HK\$0.674 and HK\$0.98 each, respectively. Save as disclosed above, he was not interested in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Li Gang entered into a letter of appointment with the Company on 17 November 2014 for a fixed term of three years, which will continue thereafter unless terminated by either party giving at least one month’s notice in writing. He received a total remuneration of HK\$330,000 from the Company for the Year (His monthly salary was HK\$25,000 from January to October 2016; and his monthly salary was increased to HK\$40,000 from 1 November 2016).

As at the Latest Practicable Date, save as disclosed above, Mr. Li Gang did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

\* a company listed on the Stock Exchange

+ a company listed on SZSE

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## LETTER FROM THE BOARD

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### General

- (i) Save for the information set out in this section and as at the Latest Practicable Date, each of the retiring Directors has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years nor did he hold any other position with the Company or any of its subsidiaries.
- (ii) Each of the retiring Directors is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.
- (iii) The emoluments of all retiring Directors are determined by the Board upon the recommendation of the Remuneration Committee on the basis of the relevant Director's experience, level of responsibilities and duties within the Group and the current market situation, and will be reviewed annually.
- (iv) Save for the information set out in this section and in the Company's 2016 Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraphs (h) to (w) of rule 17.50(2) of the GEM Listing Rules.
- (v) There is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (x) of rule 17.50(2) of the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with as well as repurchase Shares pursuant to resolutions passed by the Shareholders at the Company's annual general meeting held on 9 May 2016, will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general and unconditional mandate to allot, issue, and deal with additional securities of the Company (including, amongst others, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or at any time when the said mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "Issue Mandate"). On the basis of 21,735,240,364 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued and no Shares will be repurchased and cancelled by the Company on or before the date of the AGM, exercise in full of the Issue Mandate could result in up to 4,347,048,072 Shares being issued by the Company;
- an ordinary resolution to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held, or at any time when the said mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "Share Repurchase Mandate"); and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Share Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Issue Mandate by adding the number of those Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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## LETTER FROM THE BOARD

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The explanatory statement providing the requisite information regarding the Share Repurchase Mandate as required to be sent to Shareholders under the GEM Listing Rules is set out in Appendix I to this circular.

### AGM

The notice convening the AGM is set out in Appendix II to this circular. At the AGM, amongst others, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you do not intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and its adjournment should you so wish.

Pursuant to rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman thereof, in good faith, decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be proposed at the AGM and contained in the Notice of AGM will be voted by way of a poll by the Shareholders.

### RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

Yours faithfully,  
On behalf of the Board  
**Credit China FinTech Holdings Limited**  
**Li Mingshan**  
*Chairman*

*This is the explanatory statement required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolutions to be proposed at the AGM granting the Share Repurchase Mandate.*

## **1. EXERCISE OF THE SHARE REPURCHASE MANDATE**

On the basis of 21,735,240,364 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company on or before the date of the AGM, exercise in full of the Share Repurchase Mandate could result in up to 2,173,524,036 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Share Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the revocation or variation of the Share Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share.

The Directors are seeking the grant of the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands. Such funds include profits available for distribution.

There might be a material adverse impact on the working capital or gearing position of the Company as shown in the published consolidated audited financial statements of the Company for the Year in the event that the Share Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



**4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

No Directors or (to the best knowledge of the Directors, having made all reasonable enquiries) any of their respective close associates have any present intention, in the event that the Share Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core connected persons of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Repurchase Mandate is approved and exercised.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the Articles, the memorandum of association of the Company as amended from time to time, and the applicable laws of the Cayman Islands.

**6. TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obliged on full exercise of the Share Repurchase Mandate to make a mandatory offer to Shareholders under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to the extent that a takeover obligation would arise or so that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

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**APPENDIX I****EXPLANATORY STATEMENT FOR  
THE SHARE REPURCHASE MANDATE**

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**8. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous 12 months up to the Latest Practicable Date are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
2016		
April	0.670	0.598
May	0.648	0.560
June	0.630	0.596
July	0.648	0.596
August	0.912	0.642
September	1.120	0.846
October	1.040	0.880
November	1.010	0.790
December	0.950	0.680
2017		
January	1.090	0.900
February	1.150	0.990
March (up to the Latest Practicable Date)	1.150	1.010

**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)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Credit China FinTech Holdings Limited (the “**Company**”) will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 9 May 2017 at 11:00 a.m. (or the adjournment thereof) for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2016.
2.
  - A. To re-elect Mr. Li Mingshan as the chairman and a non-executive director of the Company.
  - B. To re-elect Mr. Chng Swee Ho as an executive director of the Company.
  - C. To re-elect Mr. Sheng Jia as an executive director of the Company.
  - D. To re-elect Mr. Li Gang as a non-executive director of the Company.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint SHINEWING (HK) CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

5. To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (the **“Shares”**) or securities convertible into such Shares or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of options under the share option scheme of the Company for the time being adopted; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on the Shares in accordance with the Company’s articles of association (the **“Articles of Association”**), shall not exceed 20 per cent. of the aggregate number of the issued Shares as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or
- (iii) revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of ordinary shares of the Company (the “**Shares**”) to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) of this Resolution above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
  - (c) the expression “Relevant Period” shall for the purpose of this Resolution have the same meaning as ascribed to it in ordinary resolution 5.A. set out in the notice convening this annual general meeting.”
- C. “**THAT** conditional upon ordinary resolutions 5.A. and 5.B. set out in the notice convening this annual general meeting (the “**Notice**”) being passed, the aggregate number of the issued ordinary shares of the Company (the “**Shares**”) which are repurchased by the Company under the authority granted to the directors of the Company (the “**Directors**”) as mentioned in the ordinary resolution 5.B. set out in the Notice shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the ordinary resolution 5.A. set out in the Notice, provided that the number of the Shares repurchased by the Company shall not exceed 10 per cent. of the total number of the issued Shares as at the date of passing this Resolution.”

By order of the Board  
**Credit China FinTech Holdings Limited**  
**Kwok Siu Man**  
*Company Secretary*

Hong Kong, 31 March 2017

*Principal Place of Business in Hong Kong:*  
Rooms 3533-39, Level 35  
Two Pacific Place  
88 Queensway  
Hong Kong

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Notes:*

- (1) A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the AGM convened by this Notice is entitled to appoint (or, if he/she/it holds two or more Shares, more than) one proxy to attend and vote in his/her/its stead. A proxy need not be a Shareholder.
- (2) In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or other authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjournment.
- (3) The register of members of the Company will be closed from Thursday, 4 May 2017 to Tuesday, 9 May 2017 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine Shareholders’ entitlement to attend and vote at the AGM to be held on Tuesday, 9 May 2017, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 May 2017.
- (4) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (5)
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, Shareholders should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.