

THE STOCK EXCHANGE OF HONG KONG LIMITED  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

## APPENDIX 5

### FORMS RELATING TO LISTING

#### FORM F

#### THE GROWTH ENTERPRISE MARKET (GEM)

#### COMPANY INFORMATION SHEET

Case Number: \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Credit China FinTech Holdings Limited 中國信貸科技控股有限公司

Stock code (ordinary shares): 8207

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Exchange (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 April 2017.

#### A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 19 November 2010

Name of Sponsor(s): China Everbright Capital Limited

Names of directors:  
(please distinguish the status of the  
directors - Executive, Non-Executive or  
Independent Non-Executive)

Executive Directors  
Phang Yew Kiat (Vice-Chairman and Chief Executive Officer)  
Chng Swee Ho  
Sheng Jia

Non-executive Directors  
Li Mingshan (Chairman)  
Li Gang  
Wong Sai Hung  
Zhang Zhenxin  
Zhou Youmeng

Independent Non-executive Directors  
Ge Ming  
Ou Minggang  
Yin Zhongli

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Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of  
the GEM Listing Rules) and their  
respective interests in the ordinary shares  
and other securities of the Company

<b>Name</b>	<b>Capacity</b>	<b>No. of shares</b>	<b>Approximate percentage of the issued shares of the Company</b>
Asia FinTech Company Limited ("Asia FinTech") (formerly known as "First Pay Limited")	Beneficial owner	3,250,160,000 (L) <sup>(2)</sup>	14.95%
Oceanic Plus Limited	Interest in a controlled corporation	3,250,160,000 (L) <sup>(2)</sup>	14.95%
Mr. Zhang Zhenxin ("Mr. Zhang")	Beneficial owner	593,148,000 (L)	2.73%
	Family interest	90,000,000 (L) <sup>(3)</sup>	0.41%
	Interest in a controlled corporation	3,250,160,000 (L) <sup>(2)</sup>	14.95%
Ms. Zhang Xiaomin ("Ms. Zhang")	Beneficial owner	90,000,000 (L) <sup>(3)</sup>	0.41%
	Family interest	3,843,308,000 (L) <sup>(4)</sup>	17.68%

*Notes:*

1. The letter "L" denotes the entity's/person's long position in the securities.
2. These shares are being held by Asia FinTech, the entire share capital of which is being held by Mr. Zhang.
3. These shares are being held by Ms. Zhang, the wife of Mr. Zhang.
4. In total of 3,843,308,000 shares, 593,148,000 shares of which are being held by Mr. Zhang and the remaining shares are being held by Asia FinTech.

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Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 December

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

Head office and principal place of business: **Head Office and Principal Place of Business in The People's Republic of China**  
Room E-F, 28F, Mirae Asset Tower,  
No.166 Lujiazui Ring Road,  
Pudong, Shanghai, China  
Postal Code: 200120

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

Web-site address (if applicable): <http://www.creditchina.hk>

Share registrar: Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

Auditors: SHINEWING (HK) CPA Limited  
43/F, Lee Gardens One  
33 Hysan Avenue  
Causeway Bay, Hong Kong

**B. Business activities**

The Group specializes in the business of financing services for small and medium enterprises and individuals in the mainland China and Hong Kong. Besides offering traditional financing services such as entrusted loan service, real estate-backed loan service, micro loan service, pawn loan service and other loan service, the Group has also consummated a significant market repositioning by stepping into internet financing service.

**C. Ordinary shares**

Number of ordinary shares in issue: 21,739,190,364

Par value of ordinary shares in issue: HKD0.02

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

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**D. Warrants**

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

**E. Other securities**

Details of any other securities in issue.  
*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

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The Company adopted a share option scheme on 4 November 2010 and amended on 26 January 2016, pursuant to which, amongst others, the following options have been granted:

- |    |  |   |  |
|----|--|---|--|
| 1) | Date of grant of the Share Options   | : | 11 December 2014   |
|    | Number of underlying Shares comprised in outstanding Share Options granted on 11 December 2014 but not yet exercised | : | 848,600,000  |
|    | Exercise Price per Share   | : | HK\$0.3628   |
|    | Share Option period  | : | 11 December 2015 to 10 December 2024   |
|    | Other conditions   | : | <u>Vesting commencement date</u><br>11 December 2015: one-fourth of the Share Options<br>11 December 2016: one-fourth of the Share Options<br>11 December 2017: one-fourth of the Share Options<br>11 December 2018: one-fourth of the Share Options |
| 2) | Date of grant of the Share Options   | : | 8 June 2015  |
|    | Number of underlying Shares comprised in outstanding Share Options granted on 8 June 2015 but not yet exercised      | : | 127,630,000  |
|    | Exercise Price per Share   | : | HK\$0.426  |
|    | Share Option period  | : | 8 June 2016 to 7 June 2025   |
|    | Other conditions   | : | <u>Vesting commencement date</u><br>8 June 2016: one-fourth of the Share Options<br>8 June 2017: one-fourth of the Share Options<br>8 June 2018: one-fourth of the Share Options<br>8 June 2019: one-fourth of the Share Options                     |
| 3) | Date of grant of the Share Options   | : | 11 December 2015   |
|    | Number of underlying Shares comprised in outstanding Share Options granted on 11 December 2015 but not yet exercised | : | 457,600,000  |
|    | Exercise Price per Share   | : | HK\$0.674  |
|    | Share Option period  | : | 11 December 2016 to 10 December 2025   |
|    | Other conditions   | : | <u>Vesting commencement date</u><br>11 December 2016: 40% of the Share Options<br>11 December 2017: 30% of the Share Options<br>11 December 2018: 30% of the Share Options   |

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- 4) Date of grant of the Share Options : 5 July 2016
- Number of underlying Shares comprised in  
outstanding Share Options granted on 5 July 2016  
but not yet exercised : 687,000,000
- Exercise Price per Share : HK\$0.698
- Share Option period : 5 July 2017 to 4 July 2026
- Other conditions : Vesting commencement date  
4 July 2017: 40% of the Share Options  
4 July 2018: 30% of the Share Options  
4 July 2019: 30% of the Share Options
- 5) Date of grant of the Share Options : 8 November 2016
- Number of underlying Shares comprised in  
outstanding Share Options granted on 8 November  
2016 but not yet exercised : 144,000,000
- Exercise Price per Share : HK\$0.98
- Share Option period : 8 November 2017 to 7 November 2026
- Other conditions : Vesting commencement date  
7 November 2017: 40% of the Share Options  
7 November 2018: 30% of the Share Options  
7 November 2019: 30% of the Share Options
- 6) Date of grant of the Share Options : 12 December 2016
- Number of underlying Shares comprised in  
outstanding Share Options granted on 12 December  
2016 but not yet exercised : 267,500,000
- Exercise Price per Share : HK\$0.786
- Share Option period : 12 December 2017 to 11 December 2026
- Other conditions : Vesting commencement date  
11 December 2017: 40% of the Share Options  
11 December 2018: 30% of the Share Options  
11 December 2019: 30% of the Share Options
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- 7) Date of grant of the Share Options : 31 March 2017
- Number of underlying Shares comprised in  
outstanding Share Options granted on 31 March 2017 : 7,250,000  
but not yet exercised
- Exercise Price per Share : HK\$1.05
- Share Option period : 31 March 2018 to 30 March 2027
- Other conditions : Vesting commencement date  
30 March 2018: 40% of the Share Options  
30 March 2019: 30% of the Share Options  
30 March 2020: 30% of the Share Options

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The Company completed the issue of HK\$200,000,000 9.5% notes due July 2016 on 8 July 2014 pursuant to a subscription agreement dated 3 July 2014 and entered into between the Company, Haitong International Securities Company Limited (as Lead Manager) and Haitong International Finance Company Limited (as Initial Subscriber).

The Company proposed to issue 5.5% per annum bonds due 2022 with an aggregate principal amount of up to HK\$500,000,000 pursuant to a placing agreement entered into between the Company and Orient Securities (Hong Kong) Limited (as placing agent) on 11 September 2014. Details of the proposal were stipulated in the Company's announcement dated 11 September 2014. The issue of bonds with an aggregate principal amount of HK\$80,000,000 has been completed.

On 10 May 2015, the Company entered into a subscription agreement with Aisidi (HK) Limited (the "Subscriber"), pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has 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 576,923,075 shares at an initial conversion price of HK\$0.52 per share. On 15 June 2015, the Convertible Bonds were issued by the Company to the Subscriber.

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 1,438,434,965 ordinary shares at an initial conversion price of HK\$0.6952 per share. An aggregate principal amount of HK\$1,000,000,000 of the Convertible Bonds 2 was issued to certain CB2 Subscribers. On 3 November 2016, the Company allotted 21,576,524 ordinary shares to one of the CB2 Subscribers as a result of the part of Convertible Bonds 2 in principal amount of HK\$15,000,000 has been exercised. On 17 November 2016, the Company allotted 50,345,224 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of Convertible Bonds 2 in principal amount of HK\$35,000,000. On 21 February 2017, the Company allotted 50,345,224 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of Convertible Bonds 2 in principal amount of HK\$35,000,000.

On 30 June 2016, the Company entered into subscription agreement with Cheer Hope Holdings Limited (the "CB3 Subscriber") and Central China International Investment Company Limited (the "CB4 Subscriber") respectively, 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 and 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, both at its principal amount convertible into totaling 646,144,990 ordinary shares at an initial conversion price of HK\$0.6952 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 and an aggregate principal amount of US\$25,000,000 and US\$20,000,000 of the Convertible Bonds 3 was issued to the CB3 Subscriber on 14 July 2016 and 4 August 2016 respectively. On 27 September 2016 and 11 November 2016, the Company allotted 7,200,000 and 7,196,000 ordinary shares to CB4 Subscriber as a result of the exercise of the conversion rights for part of Convertible Bonds 4 in the principal amounts of HK\$5,005,440 and HK\$5,002,659.20, respectively.

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**Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Phang Yew Kiat

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Chng Swee Ho

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Sheng Jia

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Li Mingshan

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Li Gang

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Wong Sai Hung

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Zhang Zhenxin

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Zhou Youmeng

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Ge Ming

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Ou Minggang

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Yin Zhongli

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**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*