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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 stockbroker or other registered dealer in securities, a 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(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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

A notice dated 4 July 2017 convening the EGM to be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 July 2017 at 11:00 a.m. or its adjournment (as the case may be) is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of GEM (www.hkgem.com) and the Company (www.creditchina.hk).

Whether or not you are able to attend the EGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company on www.creditchina.hk.

4 July 2017

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM

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

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

“Announcements”	the announcements of the Company dated 27 June 2017 and 29 June 2017 respectively in respect of the Re-election of INED and Change of Company Name respectively
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Change of Company Name”	the change of the English name of the Company from “Credit China FinTech Holdings Limited” to “Chong Sing Holdings FinTech Group Limited” and the change of the dual foreign name of the Company in Chinese from “中國信貸科技控股有限公司” to “中新控股科技集團有限公司”, subject to satisfaction of the conditions set out in this circular
“Company”	Credit China FinTech Holdings Limited (中國信貸科技控股有限公司), a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 27 July 2017 at 11:00 a.m. to consider and, if thought fit, approve, among other matters, the Re-election of INED and the Change of Company Name
“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

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED”	Independent non-executive Director
“Latest Practicable Date”	30 June 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular
“PRC”	the People’s Republic of China (which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan)
“Re-election of INED”	the re-election of Dr. Wang Songqi, the retiring INED, as an INED
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

Dr. Wang Songqi

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

4 July 2017

To the Shareholders

Dear Sir/Madam,

**RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcements in respect of the Re-election of INED and the Change of Company Name respectively.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the EGM for approving, among other things, the Re-election of INED and the Change of Company Name and to give you notice of the EGM at which an ordinary resolution will be proposed to consider and, if thought fit, to approve the Re-election of INED and a special resolution will be proposed to consider and, if thought fit, to approve the Change of Company Name.

THE RE-ELECTION OF INED

Reference is made to the announcement of the Company dated 27 June 2017 in relation to the appointment of INED and board committee chairman and member. It was announced that Dr. Wang Songqi (“**Dr. Wang**”) was appointed as INED and a member of each of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 27 June 2017. In accordance with articles 83(3) of the Articles, Dr. Wang shall hold office until the EGM, and, being eligible, has offered himself for re-election at the EGM. An ordinary resolution will be proposed at the EGM to consider and, if thought fit, to approve the re-election of Dr. Wang as an INED. Biographical details of Dr. Wang are set out as follows:

Dr. Wang Songqi (王松奇博士), aged 65, is a professor and a tutor of doctoral students of Graduate School of Chinese Academy of Social Sciences. Dr. Wang obtained a bachelor’s degree in Economics from the Department of Finance of Jilin College of Finance and Trade in 1982. Dr. Wang obtained a master’s degree in Economics from Tianjin Finance and Economics Institute in 1985 and obtained a doctorate degree in Economics from Renmin University of China in 1989.

Dr. Wang has been an independent director of Ping An Bank Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 000001.SZ) since January 2014.

As at the Latest Practicable Date, save as disclosed above, Dr. Wang has not held any directorship in any Hong Kong or overseas listed public companies in the last three years and 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.

Dr. Wang entered into a letter of appointment with the Company on 27 June 2017 for a fixed term of three years subject to the requirements of the Articles and the GEM Listing Rules, unless terminated by either party giving at least three months’ notice in writing or payment in lieu thereof. Pursuant to the letter of appointment, Dr. Wang is entitled to a fixed director’s fee of HK\$40,000 per month, which is determined by the Board upon the recommendation of the remuneration committee of the Company by reference to his experience and responsibilities in the Company and the prevailing market conditions and is subject to an annual review. He is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Dr. Wang did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company nor did he hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there is no other information relating to Dr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in connection with his appointment.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 29 June 2017. The Board proposes to change the English name of the Company from “Credit China FinTech Holdings Limited” to “Chong Sing Holdings FinTech Group Limited” and to change its dual foreign name in Chinese from “中國信貸科技控股有限公司” to “中新控股科技集團有限公司”. A special resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve the Change of Company Name.

Conditions for the Change of Company Name

The Change of Company Name is conditional upon the fulfilment of the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the proposed new English name and dual foreign name of the Company.

Subject to the satisfaction of all the conditions set out above, the proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The Board believes that the proposed Change of Company Name will better reflect and highlight the Company's current business model and strategic business plan, and offer the Company a more accurate corporate image and identity as a leading fintech company in the PRC. The Board considers that the proposed Change of Company Name is in the interests of the Company and its Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not in any way affect any of the rights of the Shareholders or the Company's daily business operation and/or its financial position. All existing share certificates of the Company in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be effective evidence of legal title to the Shares and will be valid for trading settlement and registration purposes.

Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company in issue for new share certificates under the Company's new name.

In addition, upon the proposed Change of Company Name becoming effective, the Company intends to change the stock short name of the Company for trading of the Shares on the Stock Exchange correspondingly and new share certificates of the Company will be issued only in the new name of the Company.

Further announcement will be made after the proposed Change of Company Name and the new stock short name become, or will be become, effective.

THE EGM

The EGM will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 July 2017 at 11:00 a.m. to consider and, if thought fit, to approve the Re-election of INED and the Change of Company Name. The notice dated 4 July 2017 convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof to the office of the Share Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The resolutions put to vote at the EGM will be decided by way of poll. No Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM and set out in the notice of the EGM.

RECOMMENDATION

The Board is of the opinion that the Re-election of INED and the Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. 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.

Yours faithfully

For and on behalf of the Board of
Credit China FinTech Holdings Limited
Phang Yew Kiat

Vice-Chairman, Chief Executive Officer and Executive Director

NOTICE OF EGM



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Credit China FinTech Holdings Limited (the “**Company**”) will be held at Level 35, Two Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 July 2017 at 11:00 a.m. to consider and, if thought fit, to pass, with or without amendments in respect of an ordinary resolution, the following resolutions of the Company:

ORDINARY RESOLUTION

“**THAT** Dr. Wang Songqi (王松奇博士) be and is hereby re-elected as an independent non-executive director of the Company.”

SPECIAL RESOLUTION

“**THAT AS A SPECIAL RESOLUTION** subject to and conditional upon the relevant approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Credit China FinTech Holdings Limited” to “Chong Sing Holdings FinTech Group Limited” and its dual foreign name in Chinese from “中國信貸科技控股有限公司” to “中新控股科技集團有限公司”, and any one director, secretary or assistant secretary of the Company be and each is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the aforesaid change of names of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board of
Credit China FinTech Holdings Limited
Phang Yew Kiat

Vice-Chairman, Chief Executive Officer and Executive Director

Hong Kong, 4 July 2017

NOTICE OF EGM

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of

business in Hong Kong:
Rooms 3533-39, Level 35
Two Pacific Place
88 Queensway
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A proxy form for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
3. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude you from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares of the Company as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
5. As required under the GEM Listing Rules and the articles of association of the Company, the above resolutions will be decided by way of poll.