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FIRST CREDIT HOLDINGS LIMITED

第一信用控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8215)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of First Credit Holdings Limited (the “Company”) will be held at Room 4202–3, 42/F., The Center, 99 Queen’s Road Central, Hong Kong, on Monday, 26 March 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, to the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- (A) the conditional sale and purchase agreement dated 16 February 2012 entered into between Techlink Investments Limited, as purchaser, and Rich Plus Investments Limited, as vendor, in relation to the sale and purchase of Units 901, 902, 903 and Lobby 1 on the 9th floor of Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong for a total consideration of HK\$22.5 million (the “Sale and Purchase Agreement”), a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose be and is hereby approved; and
- (B) the Directors of the Company be and are hereby authorized to exercise all the powers of the Company to do all such acts and things, to sign and execute such further documents and to take all steps as might in their opinion be necessary, desirable or expedient to give effect to any matters relating to or in connection with the Sale and Purchase Agreement and any of the transactions contemplated thereunder.”

2. **“THAT**

- (A) the revolving loan agreement dated 16 February 2012 entered into between First Credit Limited, an indirect wholly-owned subsidiary of the Company as lender with Mr. Tse Young Lai as borrower for a term of 3 years and for a principal amount of HK\$12 million with an interest rate of 14.4% per annum (the “Revolving Loan Agreement A”), a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose be and is hereby approved; and
- (B) the Directors of the Company be and are hereby authorized to exercise all the powers of the Company to do all such acts and things, to sign and execute such further documents and to take all steps as might in their opinion be necessary, desirable or expedient to give effect to any matters relating to or in connection with the Revolving Loan Agreement A and any of the transactions contemplated thereunder.”

3. “**THAT**

- (A) the revolving loan agreement dated 17 February 2012 entered into between First Credit Limited, an indirect wholly-owned subsidiary of the Company as lender with Mr. Wong Chun Loong as borrower for a term of 3 years and for a principal amount of HK\$16.5 million with an interest rate of 22.68% per annum (the “Revolving Loan Agreement B”), a copy of which has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose be and is hereby approved;
- (B) the revolving loan agreement dated 17 February 2012 entered into between First Credit Limited, an indirect wholly-owned subsidiary of the Company as lender with Topazman Holdings Limited as borrower for a term of 3 years and for a principal amount of HK\$9 million with an interest rate of 13.20% per annum and with Mr. Wong Chun Loong as guarantor (the “Revolving Loan Agreement C”), a copy of which has been produced to the meeting and marked “D” and initialed by the chairman of the meeting for identification purpose be and is hereby approved; and
- (C) the Directors of the Company be and are hereby authorized to exercise all the powers of the Company to do all such acts and things, to sign and execute such further documents and to take all steps as might in their opinion be necessary, desirable or expedient to give effect to any matters relating to or in connection with the Revolving Loan Agreement B and the Revolving Loan Agreement C and any of the transactions contemplated thereunder.”

Yours faithfully,
For and on behalf of
First Credit Holdings Limited
Tsang Yan Kwong
Chief Executive Officer and Executive Director

Hong Kong, 9 March 2012

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
3. Completion and return of the form of proxy will not preclude members from attending in person and voting at the EGM or any adjournment. Thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

4. As at the date of this notice, the Board comprises Mr. Sin Kwok Lam (Chairman), Mr. Tsang Yan Kwong (Chief Executive Officer), Mr. Leung Wai Hung and Ms. Ho Siu Man as executive Directors, Mr. Tai Kwok Leung Alexander as non-executive Director, and Mr. Chan Hoi Wan, Mr. Chan Tung Tak Alain, Mr. Li Kit Chee and Mr. Yang Pao An as independent non-executive Directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading.

This announcement will remain on the website of the GEM of the Stock Exchange at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.firstcredit.com.hk.