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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Credit China Holdings Limited (中國信貸控股有限公司) (the “Company”) dated 15 November 2010.


中国信贷
CREDIT CHINA
CREDIT CHINA HOLDINGS LIMITED
(中國信貸控股有限公司)
(incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET
OF THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 400,000,000 Shares
(subject to the Over-allotment Option)
Placing Price : HK\$0.75 per Share (payable in full upon
application, plus brokerage fee of 1%,
SFC transaction levy of 0.003% and
Stock Exchange trading fee of 0.005%)
Nominal value : HK\$0.10 each
GEM stock code : 8207

Sole Sponsor



China Everbright Capital Limited

Sole Bookrunner and Sole Lead Manager



China Everbright Securities (HK) Limited

- The 400,000,000 Shares initially offered by the Company under the Placing were significantly over-subscribed. Apart from the 400,000,000 Shares initially offered by the Company under the Placing, the Sole Lead Manager on behalf of the Underwriters has over-allocated an aggregate of 60,000,000 additional Shares under the Placing. In order to cover such over-allocations, the Sole Lead Manager has entered into stock borrowing agreement with Kaiser Capital.
- 460,000,000 Shares have been conditionally allocated to a total of 327 selected professional, institutional and other investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders, substantial Shareholders or significant Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12 (4) of the GEM Listing Rules or any nominees of the foregoing.
- Immediately after completion of the Placing and the Capitalisation Issue (assuming that the Over-allotment Option and options that have been granted under the Pre-IPO Share Option Scheme or may be granted under the Post-IPO Share Option Scheme are not exercised), the public float of the Company will be 32.5% of the issued share capital of the Company.
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 19 November 2010.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the Price Determination Agreement dated 15 November 2010, the Placing Price is agreed to be HK\$0.75 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing (assuming that the Over-allotment Option is not exercised) are estimated to be approximately HK\$281.9 million. The net proceeds will be applied as set out in the prospectus of the Company.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 400,000,000 Shares initially offered by the Company under the Placing were significantly over-subscribed. Apart from the 400,000,000 Shares initially offered by the Company under the Placing, the Sole Lead Manager on behalf of the Underwriters has over-allocated an aggregate of 60,000,000 additional Shares under the Placing. In order to cover such over-allocations, the Sole Lead Manager has entered into a stock borrowing agreement with Kaiser Capital.

In connection with the Placing, the Company has granted the Over-allotment Option to the Underwriters. The Sole Lead Manager on behalf of the Underwriters may exercise the Over-allotment Option, which may be exercisable at any time from the date of the Prospectus up to (and including) the date which is the 30th day after the date of the Prospectus to require the Company to allot and issue up to an aggregate of 60,000,000 additional new Shares, representing in aggregate 15% of the Placing Shares initially available under the Placing to cover any over-allocation under the Placing. The Sole Lead Manager, on behalf of the Underwriters, as stabilizing manager or any person acting for it, may enter into or effect stabilization actions in compliance with the Securities and Futures (Price Stabilizing) Rules and other applicable stabilizing laws, rules and regulations in place in Hong Kong, details of which are contained in the Prospectus. In the event that the Over-allotment Option is exercised, the Company will issue a separate announcement accordingly. If the Over-allotment Option is exercised in full, the aggregate number of Shares to be issued pursuant thereto will represent approximately 3.61% of the enlarged issued share capital of the Company following completion of the Placing and the Capitalisation Issue and full exercise of the Over-allotment Option (assuming the options that have been granted under the Pre-IPO Share Option Scheme or may be granted under the Post-IPO Share Option Scheme are not exercised).

RESULTS OF ALLOCATION

Pursuant to the Placing, 460,000,000 Shares (including 60,000,000 Shares over-allocated by the Sole Lead Manager on behalf of the Underwriters under the Placing) have been conditionally allocated to a total of 327 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated (i.e. 460,000,000 Placing Shares)	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (i.e. 1,600,000,000 Shares, assuming the Over-allotment Option and options that have been granted under the Pre-IPO Share Option Scheme or may be granted under the Post-IPO Share Option Scheme are not exercised)
Top placee (<i>note</i>)	53,332,000	11.59%	3.33%
Top 5 placees	209,992,000	45.65%	13.12%
Top 10 placees	299,988,000	65.21%	18.75%
Top 25 placees	390,140,000	84.81%	24.38%

Number of Placing Shares allocated

Number of placees

4,000 to 100,000	207
100,001 to 500,000	59
500,001 to 1,000,000	20
1,000,001 to 2,000,000	9
2,000,001 to 5,000,000	14
5,000,001 and above	18

Note: There was one top placee, who was conditionally allocated 53,332,000 Placing Shares under the Placing.

The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders, substantial Shareholders or significant Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12 (4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. Immediately after completion of the Placing and the Capitalisation Issue, the Directors confirm that the public float of the Company will be 32.5% of the issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Thursday, 18 November 2010 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be).

Prospective investors should note that the Sole Sponsor and the Sole Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate the Placing and the Underwriting Agreement by notice in writing to the Company at any time up to 8:00 a.m. (Hong Kong time) on the Listing Date upon occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in

the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Placing and the Underwriting Agreement are terminated, an announcement will be published by the Company on the Stock Exchange website at www.hkexnews.hk and the Company’s website at www.creditchina.hk accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 19 November 2010. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange website at www.hkexnews.hk and the Company’s website at www.creditchina.hk. The Shares will be traded in board lots of 4,000 Shares each. The GEM stock code for the Shares is 8207.

By order of the Board
Credit China Holdings Limited
Shi Zhi Jun
Chairman and Executive Director

Hong Kong, 18 November 2010

As at the date of this announcement, the executive Directors are Mr. Shi Zhi Jun, Mr. Ji Zuguang and Ms. Shen Li; and the independent non-executive Directors are Mr. Neo Poh Kiat, Dr. Lau Reimer Mary Jean and Mr. Lee Sze Wai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of 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 “Latest Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.creditchina.hk.