

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Credit China Holdings Limited

Date Submitted 05/07/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8207 Description : Ordinary Shares

	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>0.1</u>	<u>2,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>0.1</u>	<u>2,000,000,000</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Total authorised share capital at the end of the month (*HKD*) : **2,000,000,000**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>4,133,778,335</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>4,133,778,335</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme (04/11/2010) Exercise Price: HK\$1.814 per share	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>500,000</u>	<u>NIL</u>	<u>185,450,000</u>
Ordinary shares (Note 1)						
2. Share Option Scheme (04/11/2010) Exercise Price: HK\$2.13 per share	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>200,000</u>	<u>NIL</u>	<u>34,250,000</u> (See Remarks (3))
Ordinary shares (Note 1)						
3. Share Option Scheme (04/11/2010) Exercise Price: HK\$3.37 per share	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>92,920,000</u>
Ordinary shares (Note 1)						
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (HK\$)				<u>NIL</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date						
(if applicable)						
(dd/mm/yyyy) _____						
(/ /)						
2. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date						
(if applicable)						
(dd/mm/yyyy) _____						
(/ /)						
3. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date						
(if applicable)						
(dd/mm/yyyy) _____						
(/ /)						
4. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares						
issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date						
(if applicable)						
(dd/mm/yyyy) _____						
(/ /)						
Total B. (Ordinary shares) <u>NIL</u>						
(Preference shares) <u>N/A</u>						
(Other class) <u>N/A</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. Convertible Bonds</u>						
<u>(See Remark (1))</u>						
	HK\$	300,000,000	NIL	300,000,000	NIL	115,384,615
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$2.60					
AGM approval date (if applicable) (dd/mm/yyyy)	(05/05/2014)					
<u>2. Convertible Bonds</u>						
<u>(See Remark (2))</u>						
	HK\$	NIL	NIL	1,000,000,000	NIL	287,686,993
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$3.476					
EGM approval date (if applicable) (dd/mm/yyyy)	(26/01/2016)					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total C. (Ordinary shares)	NIL	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A (/ /) shares (<i>Note 1</i>)		
2. N/A (/ /) shares (<i>Note 1</i>)		
3. N/A (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
4.	Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
8.	Consideration issue	At price : State	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10. Other	State _____ Class of shares issuable _____ <i>(Note 1)</i> date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
Total E.		(Ordinary shares) <u>NIL</u>	
		(Preference shares) <u>N/A</u>	
		(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above (Movements in Issued Share Cap).)</i>		

Remarks (if any):

(1) On 10 May 2015, the Company entered into a subscription agreement with Aisidi (HK) Limited (the “**Subscriber**”), pursuant to which the Subscriber had conditionally agreed to subscribe for, and the Company had 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 115,384,615 ordinary shares at an initial conversion price of HK\$2.60 per share. Please refer to the Company’s announcement dated 11 May 2015 for details. On 15 June 2015, the Convertible Bonds were issued by the Company to the Subscriber.

(2) 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 287,686,993 ordinary shares at an initial conversion price of HK\$3.476 per share. Please refer to the Company’s announcement dated 9 May 2016 for details. An aggregate principal amount of HK\$580,000,000 of the Convertible Bonds 2 was issued to certain CB2 Subscribers as at 31 May 2016.

(3) The number of new shares of the Company which may be issued pursuant thereto as at close of the month under the exercise price of HK\$2.13 per share of the Share Option Scheme should be 34,250,000 instead of 33,250,000.

Submitted by: Kwok Siu Man

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
 2. *If there is insufficient space, please append the prescribed continuation sheet.*
- * *for identification purposes only*