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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)

CONTINUING CONNECTED TRANSACTIONS SUB-TENANCY AGREEMENT AND BEIJING TENANCY AGREEMENTS

SUB-TENANCY AGREEMENT

Reference is made to the Company's announcement dated 23 October 2014 in relation to, among others, the Previous Sub-tenancy Agreement entered into between the Company and UCF.

On 25 January 2017, the Company entered into a new Sub-tenancy Agreement with UCF in respect of the renewal of the sub-tenancy of an office premises at a monthly rent of HK\$471,360 for the period commencing on 1 January 2017 and ending on 31 December 2017. The maximum aggregate annual cap for the transactions contemplated under the Sub-tenancy Agreement (i.e. the Sub-tenancy Annual Cap) for the year ending 31 December 2017 will be HK\$5,656,320.

BEIJING TENANCY AGREEMENTS

On 25 January 2017, certain indirect wholly-owned subsidiaries of the Company, entered into the Beijing Tenancy Agreements with Beijing Xiaoyun in respect of the lease of certain office premises in Beijing.

GEM LISTING RULES IMPLICATIONS

Mr. Zhang is a non-executive Director and substantial shareholder of the Company. UCF and Beijing Xiaoyun are associates of Mr. Zhang and hence connected persons of the Company. Accordingly, the Sub-tenancy Agreement, the Beijing Tenancy Agreements and the transactions contemplated thereunder constitute continuing connected transactions for the Company under the GEM Listing Rules.

As the highest applicable percentage ratio in respect of the Sub-tenancy Agreement and the transactions contemplated thereunder exceeds 0.1% but is less than 5%, the Sub-tenancy Agreement is subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirements under the GEM Listing Rules.

As the highest applicable percentage ratio in respect of the Beijing Tenancy Agreements and the transactions contemplated thereunder, on an aggregated basis, exceeds 0.1% but is less than 5%, the Beijing Tenancy Agreements are subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirements under the GEM Listing Rules.

SUB-TENANCY AGREEMENT

On 25 January 2017, the Company entered into a new Sub-tenancy Agreement with UCF in respect of the renewal of the sub-tenancy of an office premises at a monthly rent of HK\$471,360 for the period commencing on 1 January 2017 and ending on 31 December 2017, the principal terms of which are as follows:

Date:	25 January 2017
Parties:	the Company, as sub-lessee UCF, which is indirectly owned as to 100% by Mr. Zhang and thus a connected person of the Company, as sub-lessor
Premises:	Rooms 3533-39, Level 35, Two Pacific Place, 88 Queensway, Hong Kong with a saleable floor area of about 2,946 square feet
Term:	1 year commencing on 1 January 2017 and ending on 31 December 2017 (both days inclusive)
Monthly rent:	HK\$471,360 per month (inclusive of government rates, government rent, air-conditioning fees and management fees)

The monthly rent was determined after arm's length negotiations by reference to the monthly rent of other comparable premises in the vicinity and the estimated amount of government rates, government rent, air-conditioning fees and management fees.

Historical figures

The aggregate rental paid by the Company to UCF in respect of the leasing of the office premises under the Previous Sub-tenancy Agreement for the three years ended 31 December 2016 are as follows:–

Year ended 31 December 2014	Year ended 31 December 2015	Year ended 31 December 2016
HK\$1,052,704	HK\$5,656,320	HK\$5,656,320

The above aggregate rental were within the annual caps for the Previous Sub-tenancy Agreement as disclosed in the Company's announcement dated 23 October 2014.

Current Annual Cap

The maximum aggregate amount of rent during the term of the Sub-tenancy Agreement (i.e. the Sub-tenancy Annual Cap) for the year ending 31 December 2017 is HK\$5,656,320.

In arriving at the Sub-tenancy Annual Cap, the Directors have taken into account the monthly rent payable by the Company to UCF under the Sub-tenancy Agreement.

BEIJING TENANCY AGREEMENTS

On 25 January 2017, certain indirect wholly-owned subsidiaries of the Company entered into the Beijing Tenancy Agreements with Beijing Xiaoyun in respect of the lease of certain office premises in Beijing. Details of the Beijing Tenancy Agreements are set out below:

Beijing Tenancy Agreement 1

On 25 January 2017, UCF Pay, an indirect wholly-owned subsidiary of the Company, entered into the Beijing Tenancy Agreement 1 with Beijing Xiaoyun in respect of the lease of an office premises in Beijing for the period commencing on 1 January 2017 and ending on 31 December 2017, the principal terms of which are as follows:

Date: 25 January 2017

Parties: UCF Pay, an indirect wholly-owned subsidiary of the Company

Beijing Xiaoyun, which is indirectly controlled as to more than 30% by Mr. Zhang and regarded as a close associate of Mr. Zhang and thus a connected person of the Company

Premise: 5th Floor, Building 2, 28th Yuan, Xiaoyun Road, Chaoyang District, Beijing (北京市朝陽區霄雲路28號院2號樓5層), with a gross floor area of 1198.23 square meters.

Term: 1 year commencing on 1 January 2017 and ending on 31 December 2017 (both days inclusive)

Rental: RMB11.56 per day per square meter (inclusive of operation fees and property fees)

The rental was determined after arm's length negotiations with reference to the rental of other comparable premises in the vicinity.

The maximum aggregate amount of rent during the term of the Beijing Tenancy Agreement 1 for the year ending 31 December 2017 is RMB5,055,812 (equivalent to approximately HK\$5,662,509).

Beijing Tenancy Agreement 2

Date: 1 August 2016

Parties: 北京壹房壹貸信息技術服務有限公司 (“**Beijing Yifang Yidai**”), an indirect wholly-owned subsidiary of the Company

Beijing Xiaoyun, which is indirectly controlled as to more than 30% by Mr. Zhang and regarded as a close associate of Mr. Zhang

Premise: 13th Floor, Building 2, 28th Yuan, Xiaoyun Road, Chaoyang District, Beijing (北京朝陽區霄雲路28號院2樓13層), with a gross floor area of 101.35 square meters

Term: Approximately 1 year and 5 months commencing on 1 August 2016 to 31 December 2017

Rental: RMB11.56 per day per square meter (inclusive of operation fees and property fees)

Beijing Tenancy Agreement 3

Date:	25 January 2017
Parties:	深圳壹房壹貸信息技術服務有限公司 (“ Shenzhen Yifang Yidai ”), an indirect wholly-owned subsidiary of the Company Beijing Xiaoyun, which is a close associate owned as to more than 30% by Mr. Zhang by virtue of the GEM Listing Rules and thus a connected person of the Company
Premise:	13th Floor, Building 2, 28th Yuan, Xiaoyun Road, Chaoyang District, Beijing (北京朝陽區霄雲路28號院2樓13層), with a gross floor area of 645.99 square meters
Term:	1 year commencing on 1 January 2017 to 31 December 2017
Rental:	RMB11.56 per day per square meter (inclusive of operation fees and property fees)

On 1 August 2016, Beijing Yifang Yidai, an indirect wholly-owned subsidiary of the Company, entered into the Beijing Tenancy Agreement 2 with Beijing Xiaoyun in respect of the lease of an office premises in Beijing for the period from 1 August 2016 to 31 December 2017.

As the total rental payable under the Beijing Tenancy Agreement 2 for the year ended 31 December 2016 was approximately RMB179,256 (equivalent to approximately HK\$200,767) and shall amount to approximately RMB427,636 (equivalent to approximately HK\$478,953) for the year ending 31 December 2017, respectively, the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the transactions contemplated under the Beijing Tenancy Agreement 2 was less than 0.1%. As such, these transactions constituted de minimis continuing connected transactions pursuant to Rule 20.74(1) of the GEM Listing Rules and were fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules. As a result, no annual caps were set for Beijing Tenancy Agreement 2 previously.

On 25 January 2017, Shenzhen Yifang Yidai, an indirect wholly-owned subsidiary of the Company, entered into the Beijing Tenancy Agreement 3 with Beijing Xiaoyun in respect of the lease of an expanded area of the office premises in Beijing as mentioned in the Beijing Tenancy Agreement 2 for the period from 1 January 2017 to 31 December 2017.

The maximum aggregate amount of rent during the term of the Beijing Tenancy Agreement 3 for the year ending 31 December 2017 is approximately RMB2,725,690 (equivalent to approximately HK\$3,052,773). The rental under Beijing Tenancy Agreement 2 and Beijing Tenancy Agreement 3 was determined after arm's length negotiations with reference to the rental of other comparable premises in the vicinity.

Pursuant to Rule 20.79 of the GEM Listing Rules, the transactions contemplated under the Beijing Tenancy Agreements are required to be aggregated for the purpose of calculating the percentage ratios.

Current Annual Caps

In aggregate, the maximum amount of rent payable under the Beijing Tenancy Agreements for the year ending 31 December 2017 (i.e. the Beijing Tenancy Annual Cap) is approximately RMB8,209,138 (equivalent to approximately HK\$9,194,235). Based on the aggregate maximum amount of rental payable to Beijing Xiaoyun by indirect wholly-owned subsidiaries of the Company under the Beijing Tenancy Agreements, the details of the Beijing Tenancy Annual Caps for the year ending 31 December 2017 are as follows:

	Year ending 31 December 2017
Beijing Tenancy Agreement 1	RMB5,055,812 (approximately HK\$5,662,509)
Beijing Tenancy Agreement 2	RMB427,636 (approximately HK\$478,953)
Beijing Tenancy Agreement 3	RMB2,725,690 <u>(approximately HK\$3,052,773)</u>
Total	RMB8,209,138 <u>(approximately HK\$9,194,235)</u>

In arriving at the Beijing Tenancy Annual Cap, the Directors have taken into account the maximum rental payable under the Beijing Tenancy Agreements.

REASONS FOR AND THE BENEFITS OF ENTERING INTO THE SUB-TENANCY AGREEMENT AND THE BEIJING TENANCY AGREEMENTS

As mentioned in the announcement of the Company dated 23 October 2014, the Company had relocated its principal place of business in Hong Kong to the office premises, which is being renewed under the Sub-tenancy Agreement. The Directors are of the view that it is in the interest of the Company to enter into the Sub-tenancy Agreement and remain in the office premises, which will save unnecessary relocation and administration costs.

UCF Pay, Beijing Yifang Yidai and Shenzhen Yifang Yidai (the “**Subsidiaries**”) have entered into the Beijing Tenancy Agreements with Beijing Xiaoyun for the purpose of relocation its respective offices in Beijing. The new office premises offers more space, which facilitates the fast expansion of the respective Subsidiaries’ businesses. The Board considers that the new office premises is suitable for the respective Subsidiaries’ business operations and development of the Group.

The Directors (including the independent non-executive Directors) consider that the Sub-tenancy Agreement, the Beijing Tenancy Agreements and the transactions contemplated thereunder (including the Sub-tenancy Annual Cap and the Beijing Tenancy Annual Cap) were entered into on normal commercial terms in the ordinary and usual course of business of the Company after arm’s length negotiations, and the terms of the Sub-tenancy Agreement, the Beijing Tenancy Agreements and the transactions contemplated thereunder are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

Save as disclosed above, no Director has any material interest in the Sub-tenancy Agreement, the Beijing Tenancy Agreements and the transactions contemplated thereunder and accordingly, save for Mr. Zhang, who has abstained from voting on the relevant resolutions passed by the Board to approve the Sub-tenancy Agreement, the Beijing Tenancy Agreements and the transactions contemplated thereunder (the “**Resolutions**”), no other Director is required to abstain from voting on the Resolutions.

INFORMATION OF THE GROUP

The Group is a leading integrated FinTech service provider in China with a focus on providing 24 x 7 financial services to small-medium enterprises and consumers in the PRC through internet and mobile internet. The suite of FinTech services offered by the Group includes online third party payment, technology-enabled lending, online financial asset investment and supply chain financial services platforms.

INFORMATION OF UCF AND BEIJING XIAOYUN

Beijing Xiaoyun, a company established in the PRC engaging in the leasing of offices is indirectly controlled as to more than 30% by Mr. Zhang and regarded as a close associate of Mr. Zhang.

UCF, a company incorporated in Hong Kong engaging in investment holding, is indirectly owned as to 100% by Mr. Zhang and regarded as a close associate of Mr. Zhang.

GEM LISTING RULES IMPLICATIONS

Mr. Zhang is a non-executive Director and substantial shareholder of the Company. UCF and Beijing Xiaoyun are close associates of Mr. Zhang and hence connected persons of the Company. Accordingly, the Sub-tenancy Agreement, the Beijing Tenancy Agreements and the transactions contemplated thereunder constitute continuing connected transactions for the Company under the GEM Listing Rules.

As the highest applicable percentage ratio in respect of the Sub-tenancy Agreement and the transactions contemplated thereunder exceeds 0.1% but is less than 5%, the Sub-tenancy Agreement is subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirements under the GEM Listing Rules.

As the highest applicable percentage ratio in respect of the Beijing Tenancy Agreements and the transactions contemplated thereunder, on an aggregated basis, exceeds 0.1% but is less than 5%, the Beijing Tenancy Agreements are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under the GEM Listing Rules.

DEFINITIONS

In this announcement, unless otherwise defined, terms used herein shall have the following meanings:

“associate(s)”, “connected person(s)”, “percentage ratio(s)”, “subsidiary(ies)” and “substantial shareholder”	has the meanings ascribed to them under the GEM Listing Rules
“Beijing Tenancy Agreements”	Beijing Tenancy Agreement 1, Beijing Tenancy Agreement 2 and Beijing Tenancy Agreement 3
“Beijing Tenancy Agreement 1”	the tenancy agreement dated 25 January 2017, details of which are set out under the paragraph headed “Beijing Tenancy Agreement 1” in this announcement
“Beijing Tenancy Agreement 2”	the tenancy agreement dated 1 August 2016, details of which are set out under the paragraph headed “Beijing Tenancy Agreement 2” in this announcement
“Beijing Tenancy Agreement 3”	the tenancy agreement dated 25 January 2017, details of which are set out under the paragraph headed “Beijing Tenancy Agreement 3” in this announcement
“Beijing Tenancy Annual Cap”	the maximum aggregate annual cap for the transactions contemplated under the Beijing Tenancy Agreements
“Beijing Xiaoyun”	北京霄雲華園置業有限公司(Beijing Xiaoyun Huayuan Real Estate Co., Ltd.*), a company established in the PRC
“Board”	the board of Directors
“Company”	Credit China FinTech Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on GEM
“Director(s)”	the director(s) of the Company

“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 from time to time, and a “member of the Group” shall be construed accordingly
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Mr. Zhang”	Mr. Zhang Zhenxin (張振新), a non-executive Director and substantial shareholder of the Company
“PRC”	the People’s Republic of China, and for the purpose of this announcement excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Previous Sub-tenancy Agreement”	an agreement dated 23 October 2014 entered into between the Company and UCF in connection with the leasing of certain office premises from UCF to the Group for the period from 23 October 2014 to 31 December 2016
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-tenancy Agreement”	the sub-tenancy agreement dated 25 January 2017, details of which are set out under the paragraph headed “Sub-tenancy Agreement” in this announcement
“Sub-tenancy Annual Cap”	the maximum aggregate annual cap for the transactions contemplated under the Sub-tenancy Agreement
“UCF”	China UCF Group Co., Limited, a company incorporated in Hong Kong

“UCF Pay”

UCF Pay Limited* (先鋒支付有限公司北京分公司), a company established in the PRC and an indirectly wholly-owned subsidiary of the Company

“%”

per cent.

For the purpose of this announcement, amounts denominated in RMB have been translated into HK\$ at an exchange rate of RMB1:HK\$1.12. No representation is made that any amounts in RMB and HK\$ can be or could have been converted at the above rate.

By order of the Board
Credit China FinTech Holdings Limited
Li Mingshan
Chairman

Hong Kong, 25 January 2017

As at the date of this announcement, the Directors are as follows:

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

Mr. Wang Wei

Dr. Yin Zhongli

This announcement, 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 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 GEM website (www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company at (www.creditchina.hk).

* For identification purposes only