

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



GLOBAL INTERNATIONAL CREDIT GROUP LIMITED

環球信貸集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1669)

SUPPLEMENTAL ANNOUNCEMENT

MAJOR AND CONNECTED TRANSACTION IN RELATION TO A NOTE PURCHASE AGREEMENT

AND

FULLY EXEMPTED CONNECTED TRANSACTION IN RELATION TO THE SHAREHOLDER FACILITY

Reference is made to the announcement (the “**Announcement**”) of Global International Credit Group Limited (the “**Company**”) dated 21 July 2015 in relation to the major and connected transaction in respect of the Note Purchase Agreement and the fully exempted connected transaction in respect of the Shareholder Facility. Unless otherwise stated, capitalised terms used herein shall bear the same meaning as those defined in the Announcement.

The Board would like to provide the Shareholders with further information in relation to the Share Purchase Agreement, the Quark Group Companies, the Founders, Expolito Enterprises Limited (“**Expolito**”) and Gobi Fund II, L.P. (“**Gobi**”) as set out below.

The conditional Share Purchase Agreement entered into on 21 July 2015 was among the Company, Quark, the HK Company, the WFOE, the Domestic Company, the Founders, Expolito and Gobi in respect of the purchase of Series B Preferred Shares by a holder of the Convertible Promissory Note.

According to information provided by Quark, the principal business activities of the Quark Group Companies are as follows:

(a) Quark

Quark is an exempted company organised under the laws of the Cayman Islands. The principal business activity of Quark is investment holding solely in the HK Company.

(b) HK Company

The principal business activity of the HK Company is investment holding solely in the WFOE.

(c) WFOE

The WFOE was established in July 2014 and its principal business activity is investment management and consulting. The WFOE has contractual arrangements with the Domestic Company. As part of the contractual arrangements, the shares of the Domestic Company are secured in favour of the WFOE.

(d) Domestic Company

The Domestic Company was established in April 2014 and is the main operating entity among the Quark Group Companies. The Domestic Company, as a service provider and matching platform, helps lenders provide short to medium term secured and unsecured loans to individual borrowers. Through its offline network of branches, the Domestic Company receives loan applications, conducts credit assessments of the applicants using its credit management technology, then matches approved applicants to lenders depending on their profile.

The Directors would also like to inform the Shareholders that, according to information provided by Quark, the WFOE has two wholly-owned subsidiaries, namely 上海誇客商務信息服務有限公司 (Shanghai Quark Commercial Information Service Limited) (“**Quark Commercial Information**”) and 上海誇客優富企業管理顧問有限公司 (Shanghai Quark You Fu Enterprise Management Consulting Limited) (“**Quark You Fu**”), respectively. Quark Commercial Information was established on 28 May 2015 and has been engaged in referring borrowers to Quark. Quark You Fu was established on 28 May 2015 and has been engaged in recommending lenders to Quark.

Quark, through its group companies, is in the process of launching a mortgage loan financing business in the PRC in relation to loans to be secured by mortgage on the borrowers' real estate.

Expolito, a company organised under the laws of the British Virgin Islands, is principally engaged in investment holding. Gobi, a limited partnership organized and existing under the laws of the Cayman Islands, is principally engaged in investment holding.

To the best of the Directors' knowledge, information and beliefs, having made all reasonable enquiries, the Founders, and Gobi and its ultimate beneficial owner, are third parties independent of the Company and its connected persons.

As disclosed in the Announcement, the entire issued share capital of Expolito is held by Ms. Jin. Expolito is an existing Series A Preferred Shareholder and holder of 46% interests in Quark. Ms. Jin is also the ultimate beneficial owner of the entire issued share capital of the Controlling Shareholder, an executive Director and mother of Ms. Wang Yao, an executive Director. Ms. Jin is deemed to be interested in all the Shares held by the Controlling Shareholder for the purposes of the SFO. Ms. Jin, Expolito, Quark, the HK Company, the WFOE, the Domestic Company, Quark Commercial Information, and Quark You Fu are therefore connected persons of the Company under the Listing Rules.

As disclosed in the announcement of the Company dated 11 August 2015, the circular containing, among other things, (i) details of the Note Transaction, (ii) the recommendation of the Independent Board Committee to the Independent Shareholders, (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of Note Purchase Agreement and the Note Transaction contemplated therein, and (iv) the notice of EGM and other information required by the Listing Rules is expected to be despatched on or before 8 September 2015.

By order of the Board
Global International Credit Group Limited
Wang Yao
Chairman and Chief Executive

Hong Kong, 28 August 2015

As at the date of this announcement, the executive directors of the Company are Ms. Wang Yao and Ms. Jin Xiaoqin; and the independent non-executive directors of the Company are Mr. Chan Chi On (alias Mr. Derek Chan), Dr. Ng Lai Man, Carmen, and Mr. Tang, Warren Louis.