

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stock broker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Global International Credit Group Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED REFRESHMENT OF
SCHEME MANDATE LIMIT FOR SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (the "EGM") to be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 3:30 p.m. on 11 November 2015 (or immediately after the conclusion of the extraordinary general meeting of the Company to be held at 3 p.m. on the same day and at the same place) is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you intend to be present at the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share register of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

27 October 2015

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DEFINITIONS

In this circular (other than in the notice of the EGM), unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	Global International Credit Group Limited (環球信貸集團有限公司), an exempted company incorporated under the Companies Law of the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 11 November 2015 at 3:30 p.m. (or immediately after the conclusion of the extraordinary general meeting of the Company to be held at 3 p.m. on the same day and at the same place) or any adjournment thereof
“Eligible Participants”	means: (a) any director (whether executive or non-executive or independent non-executive), employee (whether full time or part time), officer, consultant, customer, supplier, agent, partner or adviser of or contractor to the Group or any entity in which the Group holds any interest; (b) any discretionary trust the discretionary objects of which include any director (whether executive or non-executive or independent non-executive), employee (whether full time or part time), officer, consultant, customer, supplier, agent, partner or adviser of or contractor to the Group or any entity in which the Group holds any interest; and for the purpose of the Share Option Scheme, shall include any corporation wholly-owned by any person belonging to any of the above classes of persons
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 October 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	The notice convening the EGM as set out in pages 7 to 8 of this circular
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all options (exclusive of options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, which shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 22 November 2014
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent



GLOBAL INTERNATIONAL CREDIT GROUP LIMITED

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(Stock Code: 1669)

Executive Directors:

Ms. Wang Yao (*Chairman*)
Ms. Jin Xiaoqin

Independent Non-Executive Directors:

Mr. Chan Chi On (*alias Derek Chan*)
Dr. Ng Lai Man, Carmen
Mr. Tang, Warren Louis

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal place of business in

Hong Kong:
Unit 01, 23/F,
World-Wide House
19 Des Voeux Road
Central
Hong Kong

27 October 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF
SCHEME MANDATE LIMIT FOR SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) information on the proposed refreshment of the Scheme Mandate Limit; and (ii) the Notice of EGM.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 22 November 2014 by a resolution in writing passed by the Shareholders prior to the listing of the Shares of the Company on the Stock Exchange on 12 December 2014. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

LETTER FROM THE BOARD

Under the terms of the Share Option Scheme, the maximum number of Shares which may be issued upon the exercise of all options available to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed the Scheme Mandate Limit.

The Scheme Mandate Limit may be refreshed by approval of the Shareholders in general meeting from time to time, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company as refreshed must not in aggregate exceed 10% of the Shares in issue as at such date of approval. Options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company are not counted for the purpose of calculating the Scheme Mandate Limit as refreshed. Notwithstanding the above, the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time.

The purpose of the Share Option Scheme is to recognise and acknowledge the contributions which the Eligible Participants have made or may make to the Group. As at the Latest Practicable Date, no option has been granted since its adoption on 22 November 2014. As at the date of adoption of the existing Share Option Scheme, the Company had only one (1) Share in issue. As the total number of Shares which may be issued upon exercise of all options (exclusive of options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders, the existing Scheme Mandate Limit is nil. Therefore, no option can be granted under the existing Share Option Scheme. Given that the Company is unable to issue any share option within the existing Scheme Mandate Limit, the Directors consider that it is in the interest of the Company and its Shareholders as a whole to refresh the Scheme Mandate Limit so as to allow the Company to restore the available number of options to a sufficient level and the flexibility to grant options under the Share Option Scheme to reward and motivate its employees and other Eligible Participants.

Assuming that (i) no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the EGM; and (ii) the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the EGM, the Company will have 400,000,000 Shares in issue as at the date of the EGM, the refreshed Scheme Mandate Limit will allow the Company to issue under the Share Option Scheme a maximum of 40,000,000 Shares.

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of the necessary ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the EGM; and

LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any Shares which may be issued by the Company pursuant to the exercise of the share options to be granted under the refreshed Scheme Mandate Limit.

As at the Latest Practicable Date, the Board has no intention to grant options under the existing Share Option Scheme and has no present intention to grant option under the refreshed Scheme Mandate Limit upon the proposed refreshment of the Scheme Mandate Limit comes into effect.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Share Options to be granted under the proposed refreshed Scheme Mandate Limit.

A copy of the Share Option Scheme can be inspected at the principal place of business of the Company at Unit 01, 23/F, World-Wide House, 19 Des Voeux Road, Central, Hong Kong during normal business hours from the date hereof up to the date of the EGM.

EGM

A notice convening the EGM to be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, Hong Kong on 11 November 2015 at 3:30 p.m. (or immediately after the conclusion of the extraordinary general meeting of the Company to be held at 3 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the ordinary resolution approving the refreshment of the Scheme Mandate Limit is set out on page 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the branch share register of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the ordinary resolution to be proposed at the EGM.

LETTER FROM THE BOARD

VOTING BY POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, the votes for the ordinary resolution by the Shareholders at the EGM must be taken by way of poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

RECOMMENDATION

The Board considers that the proposed refreshment of the Scheme Mandate Limit is in the interest of the Company and its Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "EGM") of Global International Credit Group Limited (the "**Company**") will be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 3:30 p.m. on 11 November 2015 (or immediately after the conclusion of the extraordinary general meeting of the Company to be held at 3 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company ("**Shares**") which may be issued by the Company pursuant to the exercise of the share options to be granted under the refreshed scheme mandate limit for the share option scheme adopted by an ordinary resolution of the shareholders of the Company passed on 22 November 2014 (the "**Share Option Scheme**") and any other share option scheme(s) of the Company,

- (a) the refreshment of the scheme mandate limit in respect of the maximum number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to the extent of up to 10 per cent of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement and to grant options up to the refreshed limit and to exercise all powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the exercise of such options.”

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

Hong Kong, 27 October 2015

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Place of Business in Hong Kong:

Unit 01, 23/F,
World-Wide House
19 Des Voeux Road
Central
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM may appoint one proxy or, if he is a holder of more than one share, more than one proxy to attend and vote on his behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. In the case of joint holders, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

As at the date of this notice, 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 Derek Chan), Dr. Ng Lai Man, Carmen, and Mr. Tang, Warren Louis.