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China Success Finance Group Holdings Limited
(中國集成金融集團控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3623)

CONNECTED TRANSACTION
ASSET MANAGEMENT CONSULTANCY AGREEMENT

THE ASSET MANAGEMENT CONSULTANCY AGREEMENT

The Board is pleased to announce that on 5 June 2017 (after trading hours), Success Asset Management, a subsidiary of the Company, and Shengshi Junen Enterprise Management entered into the Asset Management Consultancy Agreement, pursuant to which Success Asset Management has agreed to provide consultancy services to Shengshi Junen Enterprise Management in relation to interests integration and financing of the Land for a consultancy fee of RMB8,000,000.

LISTING RULES IMPLICATIONS

Shengshi Junen Enterprise Management is an associate of Mr. Zhang, an executive Director and a substantial shareholder of the Company, and hence a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the Asset Management Consultancy Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Asset Management Consultancy Agreement are less than 25% and the total consideration is less than HK\$10,000,000, the Asset Management Consultancy Agreement will be subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

PRINCIPAL TERMS OF THE ASSET MANAGEMENT CONSULTANCY AGREEMENT

- Date : 5 June 2017 (after trading hours)
- Parties : (1) Success Asset Management; and
(2) Shengshi Junen Enterprise Management.
- Consultancy services : Success Asset Management has agreed to provide consultancy services to Shengshi Junen Enterprise Management in relation to interests integration and financing of the Land.
- Consideration : A consultancy fee of RMB8,000,000 (equivalent to approximately HK\$9,120,000).
The consideration of the Asset Management Consultancy Agreement was determined on the basis of normal commercial terms and after arm's length negotiation between the parties.

INFORMATION ABOUT THE PARTIES

Success Asset Management is a company established in the PRC with limited liability. It is indirectly owned as to 99.27% by the Company.

Shengshi Junen Enterprise Management is a company established in the PRC with limited liability pursuant to the JV Agreement and is currently owned as to 20% by Shunde Success Investment, 17.4% by Success Finance, 3.5% by Success Guarantee, 3.5% by Success Futures, 3.5% by Success Credit and 52.1% by an Independent Third Party. The scope of its business includes, among others, real estate consultation management.

REASONS FOR AND BENEFITS OF THE ASSET MANAGEMENT CONSULTANCY AGREEMENT

The Group is a guarantee service provider offering financial and non-financial guarantee services and financial consultancy services in the PRC with an aim to provide integrated financial services to enterprises, mainly SMEs, in the PRC to assist them to improve their overall fund-raising capabilities and enable them to obtain funding for business development.

The Group's businesses also include, among others, asset management, financial consulting, financial leasing and equity investment in the PRC.

In entering into the Asset Management Consultancy Agreement, Success Asset Management will be able to earn a consultancy fee from the provision of consultancy services.

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GENERAL

The Directors (including the independent non-executive Directors) are of the view that the terms of and the transactions contemplated under the Asset Management Consultancy Agreement are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group and are in the interests of the Shareholders as a whole.

Each of Mr. Zhang, Mr. Xu and Mr. Pang has an indirect interest in Shengshi Junen Enterprise Management. Accordingly, each of Mr. Zhang, Mr. Xu and Mr. Pang has an interest in the Asset Management Consultancy Agreement and they have abstained from voting on the Board resolution in relation to the Asset Management Consultancy Agreement and the transactions contemplated thereunder.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“associate”, “percentage ratio(s)”, “substantial shareholder”	each has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	China Success Finance Group Holdings Limited (中國集成金融集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third parties independent of the Company and its connected persons (as defined under the Listing Rules)
“Jiayou Electric Appliance”	Guangdong Jiayou Electric Appliance Company Limited* (廣東嘉友電器有限公司), a company established in the PRC with limited liability and owned as to 26.52% by Mr. Zhang, 13% by Mr. Xu, 12.48% by Mr. Pang and 48% by Success Investment Holding Group Company Limited* (集成投資控股集團有限公司)
“JV Agreement”	the joint venture agreement dated 25 January 2017 and entered into among Success Guarantee, Shengshi Success Investment, Shengshi Jiayou Investment, Qiya Enterprise Management, Shunde Success Investment, Success Finance, Success Futures and Success Credit

“Land”	the parcel of land situated at west of Huazhang East First Road* (華章東一路), south of Junlan Road* (君蘭路), north of Fuhua Road* (富華路) and east of Huazhang Road* (華章道), Foshan Xincheng, Foshan, Guangdong, the PRC (Lot No. 204039-403)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Pang”	Mr. Pang Haoquan (龐浩泉), an executive Director and a substantial shareholder of the Company
“Mr. Xu”	Mr. Xu Kaiying (徐凱英), an executive Director and a substantial shareholder of the Company
“Mr. Zhang”	Mr. Zhang Tiewei (張鐵偉), the chairman of the Company and an executive Director and a substantial shareholder of the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Qiya Enterprise Management”	Foshan Qiya Enterprise Management Limited* (佛山市奇雅企業管理有限公司), a company established in the PRC with limited liability and owned as to 51% by Jiayou Electric Appliance and 49% by other Independent Third Parties
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holders of the share(s) of HK\$0.01 each in the share capital of the Company
“Shengshi Jiayou Investment”	Foshan Shengshi Jiayou Investment Company Limited* (佛山市盛世嘉友投資有限公司), a company established in the PRC with limited liability and owned as to 51% by Success Finance and 49% by Foshan Success Credit Rating Company Limited* (佛山市集成資信評估有限公司)
“Shengshi Junen Enterprise Management”	Foshan Shengshi Junen Enterprise Management Company Limited* (佛山市盛世雋恩企業管理有限公司), a company established in the PRC with limited liability pursuant to the JV Agreement

“Shengshi Success Investment”	Foshan Shengshi Success Investment Company Limited* (佛山市盛世集成投資有限公司), a company established in the PRC with limited liability and owned as to 51% by Success Finance and 49% by Foshan Success Industry Investment Company Limited* (佛山市集成產業投資有限公司)
“Shunde Success Investment”	Foshan Shunde Success Investment Development Company Limited* (佛山市順德集成投資發展有限公司), a company established in the PRC with limited liability and owned as to 68% by Success Finance and 32% by other Independent Third Parties
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Success Asset Management”	Guangdong Success Asset Management Company Limited* (廣東集成資產管理有限公司), a company established in the PRC with limited liability and indirectly owned as to 99.27% by the Company
“Success Credit”	Foshan Chancheng Success Micro Credit Company Limited* (佛山市禪城集成小額貸款有限公司) is a company established in the PRC with limited liability and owned by Success Guarantee as to 27.28%
“Success Finance”	Foshan Success Finance Company Limited* (佛山市集成金融集團有限公司), a company established in the PRC with limited liability and owned as to 51% by Mr. Zhang, 25% by Mr. Xu and 24% by Mr. Pang
“Success Futures”	Success Futures Company Limited* (集成期貨股份有限公司), a company established in the PRC with limited liability and owned as to 58.54% by Success Finance, 28% by Jiayou Electric Appliance and 13.46% by other Independent Third Parties
“Success Guarantee”	Guangdong Success Finance Guarantee Company Limited* (廣東集成融資擔保有限公司), a company established in the PRC with limited liability and a wholly owned subsidiary of the Company
“%”	per cent.

In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.00 to HK\$1.14. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

By order of the Board
China Success Finance Group Holdings Limited
Zhang Tiewei
Chairman and Executive Director

Hong Kong, 5 June 2017

As at the date of this announcement, the Board comprises (i) six executive directors, namely, Mr. Zhang Tiewei, Ms. Fu Jie, Mr. Li Bin, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Hui, (ii) one non-executive director, namely, Mr. He Darong, and (iii) four independent non-executive directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur, Mr. Xu Yan and Mr. Zhou Xiaojiang.

** In this announcement, the English names of the PRC entities are translation of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*