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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)

DISCLOSEABLE TRANSACTION NEW PAYMENT GUARANTEE AGREEMENT

On 20 April 2017 (after trading hours), Guangdong Success Finance Guarantee entered into the New Payment Guarantee Agreement with Foshan Nanhai Yingguan, pursuant to which Guangdong Success Finance Guarantee has agreed to guarantee 10% of the contract sum of the New Construction Main Contract, the amount of which shall not exceed the New Guaranteed Amount, i.e. RMB15,311,069.00 (equivalent to approximately HK\$17,301,507.97), from the date of the New Payment Guarantee Letter (the validity period of which is no later than 10 May 2020) to the following day after the completion of payment as described under the New Main Construction Contract. Upon the effective date of the New Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB153,111.00 (equivalent to approximately HK\$173,015.43) from Foshan Nanhai Yingguan.

Given that (i) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are completed within a 12 month period; and (ii) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are entered into by Guangdong Success Finance Guarantee with the same party, the entering into of the New Payment Guarantee Agreement is required to be aggregated with the transactions contemplated under the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules are more than 5% but less than 25%, the entering into of the New Payment Guarantee Agreement, together with the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II, constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the relevant disclosure requirements under the Listing Rules.

THE NEW PAYMENT GUARANTEE AGREEMENT AND THE NEW PAYMENT GUARANTEE LETTER

Set out below are the principal terms of the New Payment Guarantee Agreement:

Date : 20 April 2017

Parties : Guangdong Success Finance Guarantee; and
Foshan Nanhai Yingguan

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Foshan Nanhai Yingguan and Guangdong Dacheng Construction and its ultimate beneficial owners are Independent Third Parties.

On 20 April 2017 (after trading hours), Guangdong Success Finance Guarantee entered into the New Payment Guarantee Agreement with Foshan Nanhai Yingguan, pursuant to which Guangdong Success Finance Guarantee has agreed to guarantee 10% of the contract sum of the New Main Construction Contract, the amount of which shall not exceed the New Guaranteed Amount, i.e. RMB15,311,069.00 (equivalent to approximately HK\$17,301,507.97), from the date of the New Payment Guarantee Letter (the validity period of which is no later than 10 May 2020) to the following day after the completion of payment as described under the New Main Construction Contract. Upon the effective date of the New Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB153,111.00 (equivalent to approximately HK\$173,015.43) from Foshan Nanhai Yingguan.

On 20 April 2017 (after trading hours), Guangdong Success Finance Guarantee issued the New Payment Guarantee Letter to Guangdong Dacheng Construction in relation to its provision of financial assistance for performing the construction obligation and compensating the loss of Guangdong Dacheng Construction arising from the New Main Construction Contract.

Subject matter of the New Payment Guarantee Agreement

10% of the contract sum of the New Main Construction Contract, the amount of which shall not exceed RMB15,311,069.00 (equivalent to approximately HK\$17,301,507.97).

Guarantee

Guangdong Success Finance Guarantee has agreed to provide financial assistance for performing the construction obligation and compensating the loss of Guangdong Dacheng Construction arising from the New Main Construction Contract. The amount of financial assistance and compensation shall not exceed the New Guaranteed Amount.

Counter Guarantee

Foshan Nanhai Yingguan provides counter guarantee to Guangdong Success Finance Guarantee.

Consideration

Upon the effective date of the New Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB153,111.00 (equivalent to approximately HK\$173,015.43) from Foshan Nanhai Yingguan. It was determined after arm's length negotiation among the parties.

EXISTING PAYMENT GUARANTEE AGREEMENT I AND PAYMENT GUARANTEE LETTER I

On 1 June 2016, Guangdong Success Finance Guarantee entered into the Payment Guarantee Agreement I with Foshan Nanhai Yingguan, pursuant to which Guangdong Success Finance Guarantee agreed to guarantee 10% of the contract sum of the Main Construction Contract I, the amount of which shall not exceed the Guaranteed Amount I, i.e. RMB15,455,892.00 (equivalent to approximately HK\$17,465,157.96), from the date of the Payment Guarantee Letter I to the following day after the date of completion of payment described under the Main Construction Contract I (the guarantee period for blocks 43 to 44, 52 to 63 and 65 to 72 is no later than 10 May 2017 and the guarantee period for blocks 13 to 15 is no later than 7 July 2018).

On 6 June 2016, Guangdong Success Finance Guarantee issued the Payment Guarantee Letter I to Guangdong Dacheng Construction in relation to its provision of financial assistance for performing the construction obligation and compensating the loss of Guangdong Dacheng Construction arising from the Main Construction Contract I.

The entering into of the Existing Payment Guarantee Agreement I and the Payment Guarantee Letter I themselves did not constitute a discloseable transaction pursuant to Chapter 14 of the Listing Rules.

EXISTING PAYMENT GUARANTEE AGREEMENT II AND PAYMENT GUARANTEE LETTER II

On 26 July 2016, Guangdong Success Finance Guarantee entered into the Payment Guarantee Agreement II with Foshan Nanhai Yingguan, pursuant to which Guangdong Success Finance Guarantee agreed to guarantee 10% of the contract sum of the Main Construction Contract II, the amount of which shall not exceed the Guaranteed Amount II, i.e. RMB19,691,325.00 (equivalent to approximately HK\$22,251,197.25), from the date of the Payment Guarantee Letter II to the following day after the date of completion of payment described under the Main Construction Contract II (the guarantee period for blocks 17 to 19 is no later than 30 November 2018, the guarantee period for blocks 24 to 25 is no later than 14 March 2019 and the guarantee period for blocks 26 to 27 and basement area I of block 26 is no later 30 June 2019).

On 29 July 2016, Guangdong Success Finance Guarantee issued the Payment Guarantee Letter II to Guangdong Dacheng Construction in relation to its provision of financial assistance for performing the construction obligation and compensating the loss of Guangdong Dacheng Construction arising from the Main Construction Contract II.

The entering into of the Existing Payment Guarantee Agreement II and the Payment Guarantee Letter II themselves did not constitute a discloseable transaction pursuant to Chapter 14 of the Listing Rules.

REASONS FOR AND BENEFITS OF ENTERING INTO THE PAYMENT GUARANTEE AGREEMENTS AND THE PAYMENT GUARANTEE LETTERS

The Group is a financial service provider engaging in, among other things, the offering of financial and non-financial guarantee services, financial consultancy services and financial leasing services in the PRC. Guangdong Success Finance Guarantee is a wholly-owned subsidiary of the Company, engaging in the financial guarantee business. The entering into of the Payment Guarantee Agreements and the Payment Guarantee Letters is in the ordinary and usual course of business of Guangdong Success Finance Guarantee. It is expected that Guangdong Success Finance Guarantee will earn a total fee of approximately RMB656,392 (equivalent to approximately HK\$741,722.96) from entering into of the Payment Guarantee

Agreements and the Payment Guarantee Letters. The Directors are of the view that the terms of each of the Payment Guarantee Agreements and the Payment Guarantee Letters are fair and reasonable and are in the interests of the Company and the shareholders of the Company as a whole.

INFORMATION ABOUT THE GROUP AND GUANGDONG SUCCESS FINANCE GUARANTEE

The Group is a financial service provider engaging in, among other things, the offering of financial and non-financial guarantee services, financial consultancy services and financial leasing services in the PRC. Guangdong Success Finance Guarantee is a wholly-owned subsidiary of the Company, engaging in the financial guarantee business.

INFORMATION ABOUT THE PARTY

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, (i) Foshan Nanhai Yingguan is a limited liability company established under the laws of the PRC and principally engaged in the business of property development; and (ii) Foshan Nanhai Yingguan and its ultimate beneficial owners are Independent Third Parties.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, (i) Guangdong Dacheng Construction is a limited liability company established under the laws of the PRC and principally engaged in the business of construction; and (ii) Guangdong Dacheng Construction and its ultimate beneficial owners are Independent Third Parties.

LISTING RULES IMPLICATIONS

Given that (i) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are/will be completed within a 12 month period; and (ii) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are entered into by Guangdong Success Finance Guarantee with the same party, the entering into of the New Payment Guarantee Agreement is required to be aggregated with the transactions contemplated under the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules are more than 5% but less than 25%, the entering into of the New Payment

Guarantee Agreement, together with the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II, constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the relevant disclosure requirements under the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	China Success Finance Group Holdings Limited (Stock Code: 3623), a company incorporated in the Cayman Islands whose shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing Payment Guarantee Agreement I”	the payment guarantee agreement dated 1 June 2016 entered into between Guangdong Success Finance Guarantee and Foshan Nanhai Yingguan
“Existing Payment Guarantee Agreement II”	the payment guarantee agreement dated 26 July 2016 entered into between Guangdong Success Finance Guarantee and Foshan Nanhai Yingguan
“Existing Payment Guarantee Letter I”	the payment guarantee letter issued by Guangdong Success Finance Guarantee to Guangdong Dacheng Construction dated 6 June 2016 in relation to the Construction Main Contract I
“Existing Payment Guarantee Letter II”	the payment guarantee letter issued by Guangdong Success Finance Guarantee to Guangdong Dacheng Construction dated 29 July 2016 in relation to the Construction Main Contract II
“Foshan Nanhai Yingguan”	Foshan Nanhai Yingguan Property Development Company Limited* (佛山市南海盈冠房地產開發有限公司), a limited liability company established under the laws of the PRC
“Guangdong Dacheng Construction”	Guangdong Dacheng Construction Group Company Limited* (廣東大城建設集團有限公司), a limited liability company established under the laws of the PRC

“Guangdong Success Finance Guarantee”	Guangdong Success Finance Guarantee Company Limited* (廣東集成融資擔保有限公司), a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“Guaranteed Amount I”	10% of the contract sum of the Construction Main Contract I, the amount of which shall not exceed RMB15,455,892.00, (equivalent to approximately HK\$17,465,157.96)
“Guaranteed Amount II”	10% of the contract sum of the Construction Main Contract I, the amount of which shall not exceed RMB19,691,325.00, (equivalent to approximately HK\$22,251,197.25)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (has the meaning ascribed to it under the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Construction Contract I”	the standard main construction contract of Guangdong Province entered into between Foshan Nanhai Yingguan (as outsourcer) and Guangdong Dacheng Construction (as contractor) on 6 April 2016 in respect of the construction of the Site I
“Main Construction Contract II”	the standard main construction contract of Guangdong Province entered into between Foshan Nanhai Yingguan (as outsourcer) and Guangdong Dacheng Construction (as contractor) on 19 April 2016 in respect of the construction of the Site II

“New Construction Main Contract”	the standard main construction contract of Guangdong Province entered into between Foshan Nanhai Yingguan (as outsourcer) and Guangdong Dacheng Construction (as contractor) in March 2017 in respect of the construction of the New Site
“New Guarantee Amount”	10% of the contract sum of the New Construction Main Contract, the amount of which shall not exceed RMB15,311,069.00, (equivalent to approximately HK\$17,301,507.97)
“New Payment Guarantee Agreement”	the payment guarantee agreement dated 20 April 2017 entered into between Guangdong Success Finance Guarantee and Foshan Nanhai Yingguan
“New Payment Guarantee Letter”	the payment guarantee letter issued by Guangdong Success Finance Guarantee to Guangdong Dacheng Construction dated 20 April 2017 in relation to the New Construction Main Contract
“New Site”	Blocks 16, 20 to 23 and Basement Area I of Block 22 Harbour Plaza Taoyuan International Garden* (海逸桃源國際花園)
“Payment Guarantee Agreements”	collectively, the Existing Payment Guarantee Agreement I, the Existing Payment Guarantee Agreement II and the New Payment Guarantee Agreement
“Payment Guarantee Letters”	collectively, the Existing Payment Guarantee Letter I, the Existing Payment Guarantee Letter II and the New Payment Guarantee Letter
“PRC”	the People’s Republic of China, but for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Site I”	Blocks 43 to 44, 52 to 63, 65 to 72 and 13 to 15 located at Harbour Plaza Taoyuan International Garden* (海逸桃源國際花園)

“Site II”	Blocks 17 to 19, 24 to 27 and Basement Area I of Block 26 at Harbour Plaza Taoyuan International Garden* (海逸桃源國際花園)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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\$1.13. 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, 20 April 2017

As at the date of this announcement, the Board comprises (i) six executive Directors, namely, Mr. Zhang Tiewei, Ms. Fu Jie, Mr. Chen Hui, Mr. Li Bin, Mr. Xu Kaiying and Mr. Pang Haoquan, (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.

* *For identification purpose only*