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**China Success Finance Group Holdings Limited**

**中國金融發展(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3623)**

**ALTERATIONS OF THE TERMS AND CONDITIONS OF THE  
CONVERTIBLE BOND  
SUPPLEMENTAL ANNOUNCEMENT**

Reference is made to the announcement of the Company dated 25 January 2018 (the “**Announcement**”) in respect of the proposed issuance of the Convertible Bonds under General Mandate, the announcement of the Company dated 1 February 2018 (the “**Completion Announcement**”) and the announcement of the Company dated 27 December 2018 (the “**Supplemental Deed Announcement**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcement, the Completion Announcement and the Supplemental Deed Announcement.

The Board would like to announce the following additional information regarding the Amendments.

**INDEPENDENT THIRD PARTY**

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

## SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 524,635,000 Shares in issue. The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the full exercise of the Conversion Rights (assuming that there will be no further changes in the total number of Shares in issue prior to such exercise and no adjustment to the Conversion Price) are as follows:

Shareholders	As at the date of this announcement		Immediately after the full exercise of the Conversion Rights	
	Number of Shares (Approximately)	% of shareholdings	Number of Shares (Approximately)	% of shareholdings
Expert Depot (Notes 1 and 6)	115,744,000	22.06	115,744,000	19.24
Mr. Zhang (Note 6)	1,638,000	0.31	1,638,000	0.27
Bliss Success (Notes 2 and 6)	63,750,000	12.15	63,750,000	10.60
Novel Heritage (Notes 3 and 6)	54,000,000	10.29	54,000,000	8.97
Insider Solution (Notes 4 and 6)	15,000,000	2.86	15,000,000	2.49
New Maestro Investments Limited (Note 5)	45,000,000	8.58	45,000,000	7.48
The Purchaser	0	0	77,064,200	12.81
Other public Shareholders	<u>229,503,000</u>	<u>43.75</u>	<u>229,503,000</u>	<u>38.14</u>
<b>Total:</b>	<b><u>524,635,000</u></b>	<b><u>100.00</u></b>	<b><u>601,699,200</u></b>	<b><u>100.00</u></b>

Certain percentage figures included in the above table have been subject to rounding adjustments.

Notes:

- Expert Depot is a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. Zhang, our chairman and an executive Director.*
- Bliss Success is a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. Xu, an executive Director.*

- 3 *Novel Heritage is a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. Pang, an executive Director.*
- 4 *Insider Solution is a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. Chen, a substantial shareholder.*
- 5 *New Maestro Investments Limited is a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. He Darong, the non-executive Director.*
- 6 *Pursuant to the Acting in Concert Confirmation, Mr. Zhang, Mr. Xu, Mr. Pang and Mr. Chen are deemed to be interested in 250,132,000 Shares, representing approximately 47.68% of the total issued share capital of the Company as at the date of this announcement, by virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

By order of the Board  
**China Success Finance Group Holdings Limited**  
**Li Bin**  
*Chief Executive Officer and Executive Director*

Hong Kong, 31 December 2018

*As at the date of this announcement, the Board comprises (i) five executive directors, namely, Mr. Zhang Tiewei, Mr. Li Bin, Ms. Dai Jing, 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.*