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*Unless otherwise defined in this announcement, terms defined in the prospectus dated 31 October 2013 (the “**Prospectus**”) issued by China Success Finance Group Holdings Limited (the “**Company**”) shall have the same meanings when used in this announcement.*

This announcement is made pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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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)

**PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION,
STABILISATION ACTIONS AND END OF STABILISATION PERIOD**

In connection with the Global Offering, the Company announces the following:

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Over-allotment Option was partially exercised by the Joint Global Coordinators on behalf of the International Placing Underwriters, on 5 December 2013, requiring the Company to allot and issue 14,044,000 Over-allotment Shares, representing approximately 14.04% of the number of Shares initially available under the Global Offering before any exercise of the Over-allotment Option of HK\$2.68 per Share (excluding the Prescribed Fees), being the Offer Price under the Global Offering, to cover over-allocations in the International Placing.

The Over-allotment Shares will be allotted and issued by the Company at HK\$2.68 per Share (excluding the Prescribed Fees), being the Offer Price under the Global Offering.

STABILISATION ACTIONS AND END OF STABILISATION PERIOD

The stabilisation period in connection with the Global Offering ended on 5 December 2013, being the 30th day after the last date for the lodging of applications under the Public Offer.

The Company was informed by the Stabilising Manager that the stabilisation actions undertaken during the stabilisation period involved:

- (1) over-allocations of an aggregate of 15,000,000 Shares in the International Placing, representing 15% of the number of Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 15,000,000 Shares from Expert Depot pursuant to the Stock Borrowing Agreement, solely to cover over-allocations in the International Placing;
- (3) successive market purchases of an aggregate of 956,000 Shares at a price of HK\$2.68 per Share (excluding the Prescribed Fees) on the Stock Exchange; and
- (4) the partial exercise of the Over-allotment Option as mentioned above.

The last purchase made by the Stabilising Manager on the market during the course of the stabilisation period was on 3 December 2013 at the price of HK\$2.68 per Share (excluding the Prescribed Fees).

In connection with the Global Offering, the Company announces the following:

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

Pursuant to the Stock Borrowing Agreement, First Shanghai Securities Limited as the stabilising manager (the “**Stabilising Manager**”) has borrowed 15,000,000 Shares from Expert Depot to cover over-allocations in the International Placing.

The Over-allotment Option was partially exercised by the Joint Global Coordinators on behalf of the International Placing Underwriters, on 5 December 2013, requiring the Company to allot and issue 14,044,000 Over-allotment Shares, representing approximately 14.04% of the number of Shares initially available under the Global Offering before any exercise of the Over-allotment Option of HK\$2.68 per Share (excluding the Prescribed Fees), being the Offer Price under the Global Offering, to cover over-allocations in the International Placing.

The Over-allotment Shares will be allotted and issued by the Company at HK\$2.68 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (collectively, the “**Prescribed Fees**”)), being the Offer Price under the Global Offering. The Over-allotment Shares will be used to satisfy the Stabilising Manager’s obligation to return to Expert Depot a certain portion of Shares borrowed under the Stock Borrowing Agreement.

Listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 10 December 2013.

The respective shareholding structures of the Company immediately before and immediately after the allotment and issue of the Over-allotment Shares by the Company are as follows:

| Shareholder | Immediately before the allotment and issue of the Over-allotment Shares | | Immediately after the allotment and issue of the Over-allotment Shares | |
|------------------------------|---|--|--|--|
| | Number of Shares | Approximate percentage of the Company’s issued share capital | Number of Shares | Approximate percentage of the Company’s issued share capital |
| Expert Depot (Note 1) | 114,750,000 | 28.69% | 114,750,000 | 27.71% |
| New Maestro (Note 2) | 60,000,000 | 15.00% | 60,000,000 | 14.49% |
| Bliss Success (Note 3) | 56,250,000 | 14.06% | 56,250,000 | 13.59% |
| Novel Heritage (Note 4) | 54,000,000 | 13.50% | 54,000,000 | 13.04% |
| Insider Solution (Note 5) | 15,000,000 | 3.75% | 15,000,000 | 3.62% |
| Public Shareholders (Note 1) | <u>100,000,000</u> | <u>25.00%</u> | <u>114,044,000</u> | <u>27.55%</u> |
| Total | <u>400,000,000</u> | <u>100.00%</u> | <u>414,044,000</u> | <u>100.00%</u> |

Notes:

1. The 114,750,000 Shares held by Expert Depot prior to the partial exercise of the Over-allotment Option included the 15,000,000 Shares lent to the Stabilising Manager under the Stock

Borrowing Agreement to cover the over-allocations of an aggregate of 15,000,000 Shares in the International Placing. The 100,000,000 Shares held by the public Shareholders as indicated in the above table have not included the aforesaid 15,000,000 Shares over-allocated under the International Placing. As of the date of this announcement, Expert Depot was wholly-owned by Mr. Zhang.

2. *As of the date of this announcement, New Maestro was wholly-owned by Mr. He.*
3. *As of the date of this announcement, Bliss Success was wholly-owned by Mr. Xu.*
4. *As of the date of this announcement, Novel Heritage was wholly-owned by Mr. Pang.*
5. *As of the date of this announcement, Insider Solution was wholly-owned by Mr. Chen.*

The net proceeds arising from the issue and allotment of the Over-allotment Shares amounted to approximately HK\$36.5 million, after deducting the underwriting fees and commissions and other estimated expenses relating to the exercise of the Over-allotment Option. Such net proceeds will be used by the Company for the purposes as set out in the section headed “Future plans and use of proceeds from the Global Offering — Use of proceeds” in the Prospectus.

The Company continues to observe the public float requirements under Rule 8.08(1)(a) of the Listing Rules immediately after the allotment and issue of the Over-allotment Shares.

STABILISATION ACTIONS AND END OF STABILISATION PERIOD

The stabilisation period in connection with the Global Offering ended on 5 December 2013, being the 30th day after the last date for the lodging of applications under the Public Offer.

The Company was informed by the Stabilising Manager that the stabilisation actions undertaken during the stabilisation period involved:

- (1) over-allocations of an aggregate of 15,000,000 Shares in the International Placing, representing 15% of the number of Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 15,000,000 Shares from Expert Depot pursuant to the Stock Borrowing Agreement, solely to cover over-allocations in the International Placing;

- (3) successive market purchases of an aggregate of 956,000 Shares at a price of HK\$2.68 per Share (excluding the Prescribed Fees) on the Stock Exchange; and
- (4) the partial exercise of the Over-allotment Option as mentioned above.

The 15,000,000 Shares borrowed by the Stabilising Manager will be returned to Expert Depot pursuant to the Stock Borrowing Agreement.

The last purchase made by the Stabilising Manager on the market during the course of the stabilisation period was on 3 December 2013 at the price of HK\$2.68 per Share (excluding the Prescribed Fees).

This announcement is made pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Hong Kong, 5 December 2013

As at the date of this announcement, the executive Directors are Mr. Zhang Tiewei and Mr. Li Bin, the non-executive Directors are Mr. He Darong, Mr. Xu Kaiying and Mr. Pang Haoquan, and the independent non-executive Directors are Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Xu Yan.