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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)

CLARIFICATION ANNOUNCEMENT DISCLOSEABLE TRANSACTION PROVISION OF GUARANTEE AND ADVANCE TO AN ENTITY UNDER THE RE-GUARANTEE CONTRACT

Reference is made to the announcement of the Company dated 30 December 2013 (the “**Announcement**”) in relation to the Re-Guarantee Contract. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context otherwise requires. In addition to the information contained in the Announcement, the Board would like to announce the following additional information.

GUARANTEE FEE OF THE RE-GUARANTEE CONTRACT

Success Guarantee charged the Seller the guarantee fee at the rate in the range of 0.5% to 1% over the specific guarantee amount for Success Guarantee under the Re-Guarantee Contract which was determined by the Principal Guarantor and was identical to the Four Other Guarantee Companies. Considering the risks involved in the re-guarantee provided under the Re-Guarantee Contract, the Company considers that the guarantee fee of Success Guarantee is fair and reasonable and in the interests of the Company and its’ shareholders as a whole.

INFORMATION ABOUT THE PRINCIPAL GUARANTOR AND THE SELLER

The Principal Guarantor is a state-controlled guarantee institution established in the PRC which is principally engaging in the provision of guarantee services in the Guangdong Province of the PRC.

It is the knowledge and understanding of the Company that the Seller has been rated as “AA” by China Chengxin International Credit Rating Company Limited (中誠信國際信用評級有限責任公司) and the Principal Guarantor has been rated as “AA+” by China Lianhe Credit Rating Company Limited (聯合資信評估有限公司).

WAIVER APPLICATION TO THE STOCK EXCHANGE

The Company made an application for and the Stock Exchange has granted a waiver from strict compliance with Rule 13.15 and Rule 14.58 of the Listing Rules in respect of the disclosure of the identity of the parties under the Re-Guarantee Contract and the fees to be received by Success Guarantee under the Re-Guarantee Contract. The reasons for the Company’s waiver application are as follows:-

- (a) parities to the Re-Guarantee Contract are reluctant to disclose their respective identity to the public and they will not consent to the disclosure of their respective identity in Company’s announcement; and
- (b) as the guarantee fee to be received by Success Guarantee was identical to the Four Other Guarantee Companies, disclosure of the fees received by Success Guarantee under the Re-Guarantee Contract would at the same time reveal the fees received by the Four Other Guarantee Companies. This would cause a material adverse effect to the Company’s business model and the business relationship with the Four Other Guarantee Companies, which would be detrimental to the competitive edges of Success Guarantee in the future. A range of guarantee fee in respect of the Re-Guarantee Contract has been disclosed in this announcement to satisfy the Company’s disclosure obligations under the Listing Rules.

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

Hong Kong, 7 February 2014

As at the date of this announcement, the Board comprises (i) two executive Directors, namely, Mr. Zhang Tiewei and Mr. Li Bin, (ii) three non-executive Directors, namely, Mr. He Darong, Mr. Xu Kaiying and Mr. Pang Haoquan, and (iii) three independent non-executive Directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Xu Yan.