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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 FINANCE LEASE AGREEMENT

On 15 December 2014 (after trading hours), Success Financial Leasing entered into the Finance Lease Agreement with Guangdong Shunyang pursuant to which Success Financial Leasing has agreed to purchase the Equipment from Guangdong Shunyang at a consideration of RMB70,000,000 (equivalent to approximately HK\$87,500,000) and lease the Equipment back to Guangdong Shunyang for a term of 30 months.

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules is more than 5% but less than 25%, the entering into of the Finance Lease Agreement constituted 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.

Pursuant to Rule 13.13 of the Listing Rules, as the amount of the financial lease provided under the Finance Lease Agreement exceeded 8% of the asset ratio, the entering into of the Finance Lease Agreement is also subject to the disclosure requirements under Rule 13.15 of the Listing Rules.

THE FINANCE LEASE AGREEMENT

Set out below are the principal terms of the Finance Lease Agreement:

Date : 15 December 2014

Parties : Lessor: Success Financial Leasing
Lessee: Guangdong Shunyang

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Guangdong Shunyang and its ultimate beneficial owners are Independent Third Parties.

Finance lease arrangement

On 15 December 2014 (after trading hours), Success Financial Leasing entered into the Finance Lease Agreement with Guangdong Shunyang pursuant to which Success Financial Leasing has agreed to purchase the Equipment from Guangdong Shunyang at a consideration of RMB70,000,000 (equivalent to approximately HK\$87,500,000) and lease the Equipment back to Guangdong Shunyang for a term of 30 months.

The consideration for the purchase of the Equipment was determined with reference to the appraised value of the Equipment as at 11 December 2014 in the amount of approximately RMB106,362,900 (equivalent to approximately HK\$132,953,625) as assessed by a qualified independent valuer in the PRC and after arm's length negotiation between Success Financial Leasing and Guangdong Shunyang. The payment of consideration will be satisfied by Success Financial Leasing through its internal resources.

Subject matter of the lease

The Equipment comprised certain machinery and equipment for construction by Guangdong Shunyang.

Lease rent and principal lease cost

The lease rent to be paid by Guangdong Shunyang to Success Financial Leasing was calculated based on the principal lease cost and the lease interest rate. The principal lease cost under the Finance Lease Agreement was RMB70,000,000 (equivalent to approximately HK\$87,500,000).

The interest rate for the lease was calculated at the annualized interest rate of 11.5% for the Lease Period. The aggregate lease rent payable by Guangdong Shunyang to Success Financial Leasing under the Lease Period will be RMB13,800,000 (equivalent to approximately HK\$17,250,000), which shall be paid by Guangdong Shunyang to Success Financial Leasing in 30 installments on a monthly basis. Leasing principal shall be paid by Guangdong Shunyang to Success Financial Leasing in four installments and payable on a bi-annually basis, starting one year after the date of draw down pursuant to the Finance Lease Agreement. Upon expiry of the Lease Period, Guangdong Shunyang shall repay the principal lease cost of RMB70,000,000 (equivalent to approximately HK\$87,500,000) in full to Success Financial Leasing.

The terms of the Finance Lease Agreement including the lease rent and the lease interest rate were determined after arm's length negotiation between Success Financial Leasing and Guangdong Shunyang with reference to, amongst other things, the prevailing market rates for finance lease for similar asset(s), valuation of the asset(s), creditworthiness of the lessee and etc.

Ownership of the Equipment

During the Lease Period, the ownership and all rights of the Equipment shall vest in Success Financial Leasing. Guangdong Shunyang shall be responsible for the costs, expenses and taxes arising from the installation, maintenance, upkeep, uses and rent repayment of the Equipment. Upon expiry of the Lease Period and subject to the full payment of the entire amount of lease rent and principal lease cost under the Finance Lease Agreement, Guangdong Shunyang will have the option to purchase the Equipment at a nominal purchase price of RMB1. Upon full payment of the entire amount of lease rent, principal lease cost and the nominal purchase price by Guangdong Shunyang, the ownership and all rights of the Equipment shall vest in Guangdong Shunyang.

Guarantee

Upon the request of Success Financial Leasing, Guangdong Shunyang shall provide guarantee in favour of Success Financial Leasing to the satisfaction of Success Financial Leasing. During the Lease Period, if the creditworthiness of Guangdong Shunyang or its guarantor(s), the value of collateral(s) provided deteriorates, or other event(s) affecting the repayment of the Finance Lease, Guangdong Shunyang shall provide additional guarantee upon the request of Success Financial Leasing.

REASONS AND BENEFITS FOR FINANCE LEASE AGREEMENT

The entering into of the Finance Lease Agreement is in the ordinary and usual course of business of Success Financial Leasing and it is expected that Success Financial Leasing will receive the aggregate lease rent of RMB13,800,000 (equivalent to approximately HK\$17,250,000) after deducting the consideration for the purchase of the Equipment by Success Financial Leasing.

The Directors are of the view that the terms of the Finance Lease Agreement 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 SUCCESS FINANCIAL LEASING

The Group is a financial service provider engaging in, among other things, the offering of financial guarantee, non-financial guarantee, financial leasing, financial consultancy and equity investment services in Guangdong Province, the PRC. Success Financial Leasing is a wholly-owned subsidiary of the Group, engaging in the financial leasing business.

INFORMATION ABOUT GUANGDONG SHUNYANG

Guangdong Shunyang is a limited liability company established under the laws of the PRC and principally engaged in construction engineering.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules is more than 5% but less than 25%, the entering into of the Finance Lease Agreement 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.

Pursuant to Rule 13.13 of the Listing Rules, as the amount of the financial lease provided under the Finance Lease Agreement exceeded 8% of the asset ratio, the entering into of the Finance Lease Agreement is also subject to the disclosure requirements under Rule 13.15 of the Listing Rules.

DEFINITIONS

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

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|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “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 |
| “Equipment” | certain machinery and equipment for construction by Guangdong Shunyang |
| “Finance Lease Agreement” | the finance lease agreement dated 15 December 2014 (after trading hours) entered into between Success Financial Leasing and Guangdong Shunyang |
| “Group” | the Company and its subsidiaries |
| “Guangdong Shunyang” | Guangdong Shunyang Construction Engineering Company Limited* (廣東順洋建設工程有限公司), a limited liability company established under the laws of the PRC |
| “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) |
| “Lease Period” | a period of 30 months from December 2014 to June 2017 (subject to the date of draw down) |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China, but for the purpose of this announcement shall exclude Hong Kong, Macau and Taiwan |

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| “RMB” | Renminbi, the lawful currency of the PRC |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Success Financial Leasing” | Shenzhen Success Financial Leasing Company Limited* (深圳市集成融資租賃有限公司), a limited liability company established under the laws of the PRC 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\$1.25. 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.

** For identification purpose only*

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

Hong Kong, 15 December 2014

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Zhang Tiewei, Mr. Chen Hui 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.