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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 13 February 2015 (after trading hours), Success Financial Leasing entered into the Finance Lease Agreement with Customer A pursuant to which Success Financial Leasing has agreed to purchase the Equipment from Customer A at a consideration of RMB40,000,000 (equivalent to HK\$50,000,000) and lease the Equipment back to Customer A for a term of 6 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.

But as the amount of the financial lease provided under the Finance Lease Agreement does not exceed 8% of the asset ratio pursuant to Rule 13.13 of the Listing Rules, the entering into of the Finance Lease Agreement is not 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 : 13 February 2015

Parties : Lessor: Success Financial Leasing; and
Lessee: Customer A

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

Finance lease arrangement

On 13 February 2015 (after trading hours), Success Financial Leasing entered into the Finance Lease Agreement with Customer A pursuant to which Success Financial Leasing has agreed to purchase the Equipment from Customer A at a consideration of RMB40,000,000 (equivalent to HK\$50,000,000) and lease the Equipment back to Customer A for a term of 6 months. The consideration for the purchase of the Equipment was determined with reference to the appraised value of the Equipment as at 5 February 2015 in the amount of RMB51,578,000 (equivalent to HK\$64,472,500) as assessed by a qualified independent valuer in the PRC and after arm's length negotiation between Success Financial Leasing and Customer A. The payment of consideration will be satisfied by Success Financial Leasing through its internal resources.

Subject matter of the lease

The Equipment comprised certain elevators and machineries by Customer A.

Lease rent and principal lease cost

The lease rent to be paid by Customer A 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 RMB40,000,000 (equivalent to HK\$50,000,000).

The interest rate for the lease was calculated at the annualized interest rate of 10.0% for the Lease Period. The aggregate lease rent payable by Customer A to Success Financial Leasing under the Lease Period will be approximately RMB1,972,602 (equivalent to approximately HK\$2,465,753), which shall be paid by Customer A to Success Financial Leasing in 6 installments on a monthly basis. Pursuant to the Finance Lease Agreement, 3 months after the sale and lease back of the Equipment, Customer A may repay the principal lease cost in full.

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 Customer A with reference to the prevailing market rates for finance lease for similar asset(s).

Ownership of the Equipment

During the Lease Period, the ownership and all rights of the Equipment shall vest in Success Financial Leasing. Customer A 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, Customer A 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 Customer A, the ownership and all rights of the Equipment shall vest in Customer A.

Guarantee

Upon the request of Success Financial Leasing, Customer A shall provide guarantee in favour of Success Financial Leasing to the satisfaction of Success Financial Leasing. During the Lease Period, if the credibility of Customer A or its guarantor(s), the value of collateral(s) provided deteriorates, or other event(s) affecting the repayment of the Finance Lease, Customer A 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 earn an income of approximately RMB1,972,602 (equivalent to approximately HK\$2,465,753), being the total payment of lease rent and principal lease cost under the Finance Lease Agreement after deducting the consideration paid 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 and non-financial guarantee services, financial consultancy services and financial leasing 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 CUSTOMER A

Customer A is a limited liability company established under the laws of the PRC and principally engaged in property management business.

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.

But as the amount of the financial lease provided under the Finance Lease Agreement does not exceed 8% of the asset ratio, the entering into of the Finance Lease Agreement is not 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:

“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
“Customer A”	a limited liability company established under the laws of the PRC and principally engaged in property management business
“Director(s)”	director(s) of the Company
“Equipment”	certain elevators and machineries of Customer A
“Finance Lease Agreement”	the Finance Lease Agreement dated 13 February 2015 (after trading hours) entered into between Success Financial Leasing and Customer A
“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)
“Lease Period”	a period of 6 months from February 2015 to August 2015 (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
“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, 13 February 2015

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.