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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)**

**REALLOCATION AND CHANGE IN USE OF PROCEEDS**

Reference is made to (i) the prospectus of China Success Finance Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 31 October 2013 (the “**Prospectus**”) relating to the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited by way of public offer and international placing (the “**Global Offering**”); and (ii) the announcements of the Company dated 15 May 2014 and 19 September 2014 relating to the change in use of proceeds (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus and the Announcements.

As stated in the Announcements, the net proceeds received by the Company from the Global Offering amounted to approximately HK\$287.0 million (“**Net Proceeds**”). As at the date of this announcement, approximately HK\$42.0 million of the Net Proceeds remained unutilised. The table below has summarised the use of the Net Proceeds of the Company:

	<b>Available to utilise</b>	<b>Utilised as at 31 December 2014</b>	<b>Unutilised as at 31 December 2014</b>
	<i>HK\$ (million)</i>	<i>HK\$ (million)</i>	<i>HK\$ (million)</i>
Use to (i) increase the registered capital of Success Financial Leasing; and (ii) increase the registered capital of Success Asset	172.2	137.7	34.5
Use to established a wholly-owned financial leasing service company to further expand our business and services offerings	86.1	84.0	2.1
Use for working capital of our Group	<u>28.7</u>	<u>23.3</u>	<u>5.4</u>
Total	<u><u>287.0</u></u>	<u><u>245.0</u></u>	<u><u>42.0</u></u>

## REALLOCATION AND CHANGE IN USE OF PROCEEDS

In June 2014, the Group has successfully established Shenzhen Success Financial Leasing Company Limited in Qianhai Cooperation Zone with a registered capital of RMB67.0 million (approximately HK\$84.0 million), which has achieved the original objective, and the Board considers that the HK\$2.1 million remaining should be reallocated to be used as the working capital of the Group.

Secondly, as the current registered capital of Success Asset of RMB125,270,000 is not being fully utilised, the Board considers that further increasing its registered capital would not bring additional return to the Company and its shareholders. As such, the Board has decided not to continue with the application to increase the registered capital of Success Asset. Instead, the relevant portion of the Net Proceeds, will be allocated to increase the net asset value, registered capital and/or paid up capital of other Group's companies or entities depending on our business development or requirements.

The Board has decided to change the intended use of unutilised Net Proceeds as follows:

<b>New intended use</b>	<b>New allocation of the unutilised Net Proceeds HK\$ (million)</b>
Use to increase our net asset value, registered capital and/or paid up capital of other Group's companies or entities	34.5
Use for working capital of our Group	<u>7.5</u>
Total	<u><u>42.0</u></u>

The Board is of the view that the reallocation and change in the use of the Net Proceeds will not affect the existing operation and business of the Group and is in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 24 March 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.*