

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares in the Company.



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)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent

平安證券有限公司
Ping An Securities Limited

The Board is pleased to announce that the conditions precedent of the Placing under the Placing Agreement have been fulfilled and completion of the Placing took place on 15 June 2015 in accordance with the Placing Agreement. A total of 60,000,000 new Shares have been successfully placed to not less than six Places who and whose ultimate beneficial owners are Independent Third Parties, at the placing price of HK\$2.68 per Placing Share.

Reference is made to the announcement of China Success Finance Group Holdings Limited (the “**Company**”) dated 3 June 2015 and the clarification announcement dated 3 June 2015 in relation to placing of new Shares under general mandate (the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

**COMPLETION OF THE PLACING AND INCOMING OF SUBSTANTIAL
SHAREHOLDER**

The Board is pleased to announce that the conditions precedent of the Placing under the Placing Agreement have been fulfilled and completion of the Placing took place

on 15 June 2015 in accordance with the Placing Agreement. A total of 60,000,000 new Shares have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties, at the placing price of HK\$2.68 per Placing Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Placees and their respective ultimate beneficial owners is an Independent Third Party. None of the Placees has become a substantial Shareholder (as defined in the Listing Rules) immediately after Completion.

The net proceeds from the Placing are approximately HK\$158,712,000, which will be used as general working capital of the Group and for development of the existing and future projects of the Group.

EFFECT ON THE SHAREHOLDING OF THE COMPANY

Set out below is the shareholding table of the Company immediately before and after the Placing and upon full conversion of all outstanding share options:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing		Immediately after completion of the Placing and upon full conversion of all outstanding share options	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Expert Depot Limited (Note 1)	240,000,000	57.96	240,000,000	50.63	240,000,000	49.58
Bliss Success Investments Limited (Note 2)	240,000,000	57.96	240,000,000	50.63	240,000,000	49.58
Novel Heritage Limited (Note 3)	240,000,000	57.96	240,000,000	50.63	240,000,000	49.58
Insider Solution Limited (Note 4)	240,000,000	57.96	240,000,000	50.63	240,000,000	49.58
New Maestro Investments Limited (Note 5)	45,000,000	10.87	45,000,000	9.49	45,000,000	9.30
Public Shareholders						
Placee(s)	—	—	60,000,000	12.66	60,000,000	12.40
Holders of outstanding share options	—	—	—	—	10,000,000	2.06
Other public shareholders	<u>129,044,000</u>	<u>31.17</u>	<u>129,044,000</u>	<u>27.22</u>	<u>129,044,000</u>	<u>26.66</u>
Total	<u>414,044,000</u>	<u>100.00</u>	<u>474,044,000</u>	<u>100.00</u>	<u>484,044,000</u>	<u>100.00</u>

- Note 1:* Expert Depot Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Zhang Tiewei, our chairman and the executive Director.
- Note 2:* Bliss Success Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Xu Kaiying, the non-executive Director.
- Note 3:* Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, the non-executive Director.
- Note 4:* Insider Solution Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Chen Guoxian, a substantial shareholder.
- Note 5:* New Maestro Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. He Darong, the non-executive Director.

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

Hong Kong, 15 June 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.