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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)**

### **TERMINATION OF ACTING IN CONCERT CONFIRMATION AND CHANGE IN CONTROLLING SHAREHOLDERS**

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the Insider Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **BACKGROUND**

Reference is made to the Acting in Concert Confirmation entered into among Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen and Mr. He on 27 July 2015. Pursuant to the Acting in Concert Confirmation, Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen and Mr. He confirmed that:

1. since 27 July 2015, they had been acting in concert, in exercising and implementing the management and operation of the Group with each other;
2. they operated the Group collectively and, through discussions, reached consensus among themselves before making any commercial decisions (including financial decisions and business operation decisions) on an unanimous basis;
3. they were given sufficient information and time to consider and discuss the issues of the Group before making any decision; and
4. they would maintain the acting-in-concert as stated in the Acting in Concert Confirmation until any one of them notified the termination.

As a result of the Acting in Concert Confirmation, Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen and Mr. He were considered as a group of shareholders of the Company acting in concert.

## **TERMINATION OF ACTING IN CONCERT CONFIRMATION**

On 28 March 2016, the termination of the Acting in Concert Confirmation became effective. Pursuant to the terms of the Acting in Concert Confirmation, Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen and Mr. He will no longer operate the Group collectively.

Mr. Zhang, Mr. Xu, Mr. Pang, Expert Depot, Bliss Success and Novel Heritage, being the original parties to the deed of non-competition dated 18 October 2013 entered into by them in favour of the Company, will continue to be bound by it after the termination of the Acting in Concert Confirmation.

## **CHANGE IN CONTROLLING SHAREHOLDERS**

After the termination of the Acting in Concert Confirmation, Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen and Mr. He will no longer be a group of shareholders of the Company acting in concert.

Pursuant to a confirmation made on 31 May 2015 and signed by Mr. Zhang, Mr. Xu, Mr. Pang and Mr. Chen, they confirmed the existence of their acting in concert arrangements. After the termination of the Acting in Concert Confirmation, Mr. Zhang, Mr. Xu, Mr. Pang and Mr. Chen will continue to be a group of shareholders of the Company acting in concert under the Takeovers Code.

After the termination of the Acting in Concert Confirmation, Mr. Zhang continues to hold (through Expert Depot) 114,750,000 Shares, Mr. Xu continues to hold (through Bliss Success) 56,250,000 Shares, Mr. Pang continues to hold (through Novel Heritage) 54,000,000 Shares and Mr. Chen continues to hold (through Insider Solution) 15,000,000 Shares representing approximately 24.16%, 11.84%, 11.37% and 3.16% of the total issued shares with voting rights at the general meeting of the Company, respectively. As a result, Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen, Expert Depot, Bliss Success, Novel Heritage and Insider Solution remain as the controlling shareholders of the Company and will together be entitled to exercise or control the exercise of an aggregate of 240,000,000 Shares, representing approximately 50.54% of the issued share capital of the Company. As Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen, Expert Depot, Bliss Success, Novel Heritage and Insider Solution are entitled to exercise more than 30% of the voting rights at the general meeting of the Company, they together are considered as the controlling shareholders of the Company as defined under the Listing Rules.

## DEFINITIONS

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

<b>“Acting in Concert Confirmation”</b>	a confirmation made on 27 July 2015 and signed by Mr. Zhang, Mr. Xu, Mr. Pang, Mr. Chen and Mr. He
<b>“associate”, “substantial shareholder(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Bliss Success”</b>	Bliss Success Investments Limited, a company incorporated in BVI with limited liability and wholly owned by Mr. Xu
<b>“Board”</b>	the board of Directors
<b>“BVI”</b>	the British Virgin Islands
<b>“Company”</b>	China Success Finance Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
<b>“controlling shareholders”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Director(s)”</b>	the director(s) of the Company
<b>“Expert Depot”</b>	Expert Depot Limited, a company incorporated in BVI with limited liability and wholly owned by Mr. Zhang
<b>“Group”</b>	the Company and its subsidiaries
<b>“Insider Solution”</b>	Insider Solution Limited, a company incorporated in BVI with limited liability and wholly owned by Mr. Chen
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange
<b>“Mr. Chen”</b>	Mr. Chen Guoxian (陳國顯), a shareholder of the Company
<b>“Mr. He”</b>	Mr. He Darong (何達榮), a non-executive Director and shareholder of the Company

“Mr. Pang”	Mr. Pang Haoquan (龐浩泉), a non-executive Director and substantial shareholder of the Company
“Mr. Xu”	Mr. Xu Kaiying (徐凱英), a non-executive Director and substantial shareholder of the Company
“Mr. Zhang”	Mr. Zhang Tiewei (張鐵偉), the chairman of the Group and an executive director and substantial shareholder of the Company
“Novel Heritage”	Novel Heritage Limited, a company incorporated in BVI with limited liability and wholly owned by Mr. Pang
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC in Hong Kong (as amended from time to time)
“%”	per cent

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

Hong Kong, 29 March 2016

*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.*