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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 PAYMENT GUARANTEE AGREEMENT

On 12 April 2016 (after trading hours), Guangdong Success Finance Guarantee entered into the Payment Guarantee Agreement with Foshan Prosperity, Foshan Mintai, Mr. Chen, Mr. Liang, Qingyuan Aomei and Foshan Ruibao pursuant to which Guangdong Success Finance Guarantee has agreed to guarantee 10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed the Guaranteed Amount, i.e. RMB52,239,423 (equivalent to approximately HK\$62,687,308), from the date of the Payment Guarantee Agreement to, whichever is the earlier, the second day of the full settlement of the Infrastructure Construction Main Contract or 28 April 2018. Upon the effective date of the Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB835,831 (equivalent to approximately HK\$1,002,997).

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 Payment Guarantee 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.

THE PAYMENT GUARANTEE AGREEMENT

Set out below are the principal terms of the Payment Guarantee Agreement:

Date : 12 April 2016

Parties : Guangdong Success Finance Guarantee;
Foshan Prosperity;
Foshan Mintai;
Mr. Chen Qimin;
Mr. Liang Zhongguang;
Qingyuan Aomei; and
Foshan Ruibao.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Foshan Prosperity, Foshan Mintai, Mr. Chen, Mr. Liang, Qingyuan Aomei and Foshan Ruibao and their ultimate beneficial owners are Independent Third Parties.

On 12 April 2016 (after trading hours), Guangdong Success Finance Guarantee entered into the Payment Guarantee Agreement with Foshan Prosperity, Foshan Mintai, Mr. Chen, Mr. Liang, Qingyuan Aomei and Foshan Ruibao pursuant to which Guangdong Success Finance Guarantee has agreed to guarantee 10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed the Guaranteed Amount, i.e. RMB52,239,423 (equivalent to approximately HK\$62,687,308), from the date of the Payment Guarantee Agreement to, whichever is the earlier, the second day of the full settlement of the Infrastructure Construction Main Contract or 28 April 2018. Upon the effective date of the Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB835,831 (equivalent to approximately HK\$1,002,997).

Subject matter of the Payment Guarantee Agreement

10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed RMB52,239,423 (equivalent to approximately HK\$62,687,308).

Guarantee

Guangdong Success Finance Guarantee has agreed to provide financial assistance for fulfilling the payment obligation to and compensate the loss of Hunan The Third arising from the Infrastructure Construction Main Contract. The amount of financial assistance and compensation shall not exceed the Guaranteed Amount.

Counter Guarantee

Each of Foshan Prosperity, Foshan Mintai, Mr. Chen, Mr. Liang, Qingyuan Aomei, and Foshan Ruibao provides counter guarantee to Guangdong Success Finance Guarantee.

Consideration

Upon the effective date of the Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB835,831 (equivalent to approximately HK\$1,002,997). It was determined after arm's length negotiation among the parties.

REASONS FOR AND BENEFITS OF ENTERING INTO THE PAYMENT GUARANTEE AGREEMENT

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 the PRC. Guangdong Success Finance Guarantee is a wholly-owned subsidiary of the Company, engaging in the financial guarantee business.

The entering into of the Payment Guarantee Agreement is in the ordinary and usual course of business of Guangdong Success Finance Guarantee and it is expected that Guangdong Success Finance Guarantee will earn a fee of RMB835, 831 (equivalent to approximately HK\$1,002,997) from the entering into of the Payment Guarantee Agreement.

The Directors are of the view that the terms of the Payment Guarantee 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 GUANGDONG SUCCESS FINANCE GUARANTEE

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 the PRC. Guangdong Success Finance Guarantee is a wholly-owned subsidiary of the Company, engaging in the financial guarantee business.

INFORMATION ABOUT THE PARTIES

Foshan Prosperity is a limited liability company established under the laws of the PRC and principally engaged in the business of construction.

Foshan Mintai is a limited liability company established under the laws of the PRC and principally engaged in the business of construction.

Qingyuan Aomei is a limited liability company established under the laws of the PRC and principally engaged in the business of investment.

Foshan Ruibao is a limited liability company established under the laws of the PRC and principally engaged in the business of investment.

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 Payment Guarantee 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.

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
“Director(s)”	director(s) of the Company
“Foshan Mintai”	Foshan Mintai Building Material Company Limited* (佛山市南海區民太建築材料有限公司), a limited liability company established under the laws of the PRC
“Foshan Prosperity”	Foshan Prosperity Real Estate Development Company Limited* (佛山市豐鼎盛房地產開發有限公司), a limited liability company established under the laws of the PRC

“Foshan Ruibao”	Foshan Ruibao Investment Company Limited* (佛山市瑞堡投資有限公司), a limited liability company established under the laws of the PRC
“Guangdong Success Finance Guarantee”	Guangdong Success Finance Guarantee Company Limited* (廣東集成融資擔保有限公司), a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“Guaranteed Amount”	10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed RMB52,239,423 (equivalent to approximately HK\$62,687,308)
“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
“Hunan The Third”	Hunan Province The Third Construction Company Limited* (湖南省第三工程有限公司), a limited liability company established under the laws 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)
“Infrastructure Construction Main Contract”	the infrastructure construction standard main contract of Guangdong Province entered into between Foshan Prosperity (as outsourcer) and Hunan The Third (as contractor) in respect of the construction of the Site
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chen”	Mr. Chen Qimin (陳其敏先生)
“Mr. Liang”	Mr. Liang Zhongguang (梁仲廣先生)

“Payment Guarantee Agreement”	the Payment Guarantee Agreement dated 12 April 2016 (after trading hours) entered into among Guangdong Success Finance Guarantee, Foshan Prosperity, Foshan Mintai, Mr. Chen Qimin, Mr. Liang Zhongguang, Qingyuan Aomei and Foshan Ruibao
“PRC”	the People’s Republic of China, but for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Qingyuan Aomei”	Qingyuan Aomei Investment Company Limited* (清遠市澳美投資有限公司), a limited liability company established under the laws of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Site”	No. 3, 14-25 of the main construction and installation of phase two of Yue Long Shui An Garden* (悦隴水岸花園)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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\$1.20. 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.

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

Hong Kong, 12 April 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.

* For identification purpose only