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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)

CLARIFICATION ANNOUNCEMENT

References are made to the notice of annual general meeting (the “**AGM Notice**”) of China Success Finance Group Holdings Limited (the “**Company**”) dated 21 April 2016, the circular of the Company dated 21 April 2016 (the “**AGM Circular**”), relating to the proposal for general mandates to issue and repurchase shares, re-election of directors and containing the AGM Notice, and the form of proxy for use at the annual general meeting of the Company (the “**AGM Proxy Form**”). Capitalized items used herein shall have the same meanings as those defined in the AGM Notice, the AGM Circular and the AGM Proxy Form, unless the context requires otherwise.

The Board would like to clarify that references made to the nominal value or the nominal amount of the share capital or the share capital in issue in the AGM Notice, the AGM Circular and the AGM Proxy Form shall refer to the number of shares or the number of issued shares.

As a result, resolution 5(c) in the AGM Notice and page 15 of the AGM Circular shall be amended and read as follows:

“(c) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the

Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; ...”

Resolution 6(b) in the AGM Notice and page 16 of the AGM Circular shall be amended and read as follows:

“(b) the aggregate number of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; ...”

Resolution 7 in the AGM Notice and page 17 of the AGM Circular shall be amended and read as follows:

“7. **“THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the directors of the Company to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution.”

Page 2 of the AGM Circular shall be amended and read as follows:

“Issue Mandate” means “a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting such mandate; ...”

“Repurchase Mandate” means “a general mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares not exceeding 10% of the number of issued shares of the Company as at the date of passing the relevant resolution at the AGM; ...”

Page 5 of the AGM Circular shall be amended and read as follows:

“PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

... The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate number of issued shares of the Company as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the aggregate number of issued shares of the Company as at the date of passing of such resolution; ...”

Page 8 of the AGM Circular shall be amended and read as follows:

“SHARE CAPITAL

The Repurchase Mandate will enable the Directors to repurchase Shares up to a maximum of 10% of the aggregate number of issued shares of the Company as at the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 47,491,400 Shares.”

Resolution 5 in the AGM Proxy Form shall be amended and read as follows:

“To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with the additional ordinary shares of the Company with an aggregate number of not exceeding 20% of the existing number of issued shares of the Company.”

Resolution 6 in the AGM Proxy Form shall be amended and read as follows:

“To grant a general and unconditional mandate to the directors of the Company to repurchase shares of the Company with an aggregate number of not exceeding 10% of the existing number of issued shares of the Company.”

Save as disclosed above, all other information in the AGM Notice, the AGM Circular and the AGM Proxy Form remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the AGM Notice, the AGM Circular and the AGM Proxy Form, and in that connection the existing English and Chinese versions of the AGM Notice, the AGM Circular and the AGM Proxy Form in the form as they are now will continue to be valid.

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

Hong Kong, 22 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.