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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)**

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

**Placing Agent**

**CheonG Lee**  
昌利證券

The Board is pleased to announce that the condition of the Placing under the Placing Agreement has been fulfilled and completion of the Placing took place on 12 October 2016 in accordance with the Placing Agreement. A total of 55,000,000 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\$2.00 per Placing Share.

Reference is made to the announcement of China Success Finance Group Holdings Limited (the “**Company**”) dated 19 September 2016 in relation to placing of a maximum of 94,500,000 new Shares under general mandate (the “**Announcement**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

**COMPLETION OF THE PLACING**

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October 2016 in accordance with the Placing Agreement. A total of 55,000,000 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\$2.00 per Placing Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, 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 of the Placing.

The net proceeds from the Placing are approximately HK\$108,900,000, 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 (Note 1)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Expert Depot Limited (Notes 2,8)	114,750,000	24.12	114,750,000	21.62	114,750,000	21.30
Bliss Success Investments Limited (Notes 3,8)	56,250,000	11.82	56,250,000	10.60	56,250,000	10.44
Novel Heritage Limited (Notes 4,8)	54,000,000	11.35	54,000,000	10.17	54,000,000	10.02
Insider Solution Limited (Notes 5,8)	15,000,000	3.15	15,000,000	2.83	15,000,000	2.78
New Maestro Investments Limited (Note 6)	45,000,000	9.46	45,000,000	8.48	45,000,000	8.35
Mr. Li Bin (Note 7)	—	—	—	—	1,000,000	0.19
<b>Public Shareholders</b>						
Placee(s)	—	—	55,000,000	10.36	55,000,000	10.21
Holders of outstanding share options	—	—	—	—	7,049,000	1.31
Other public shareholders	<u>190,795,000</u>	<u>40.10</u>	<u>190,795,000</u>	<u>35.95</u>	<u>190,795,000</u>	<u>35.41</u>
<b>Total</b>	<u>475,795,000</u>	<u>100</u>	<u>530,795,000</u>	<u>100</u>	<u>538,844,000</u>	<u>100</u>

- Note 1:* The shareholding structure of the Company immediately after completion of the Placing and the allotment and issue of the Shares upon full conversion of all outstanding share options of the Company set out above is for illustrative purpose only (assuming that there is no other change in the issued share capital of the Company from the date of this announcement up to full conversion of all outstanding share options of the Company).
- Note 2:* Expert Depot Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Zhang Tiewei, our chairman and an executive Director.
- Note 3:* Bliss Success Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Xu Kaiying, an executive Director.
- Note 4:* Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, a non-executive Director.
- Note 5:* 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 6:* New Maestro Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. He Darong, a non-executive Director.
- Note 7:* Mr. Li Bin is an executive Director. The Company granted 1,000,000 options under the pre-IPO share option scheme to Mr. Li Bin on 6 November 2013.
- Note 8:* Pursuant to an acting in concert confirmation dated 31 May 2015, Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Guoxian confirmed that they have been acting in concert, in exercising and implementing the management and operation of the Group with each other and reached consensus before making any commercial decisions (including financial decisions and business operation decisions) on an unanimous basis. Hence, Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan and Mr. Chen Guoxian are deemed to be interested in all the Shares held by them in aggregate, that is, 240,000,000 Shares, representing approximately 45.22% of the issued share capital of the Company as at the date of this announcement, by virtue of the SFO.

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

Hong Kong, 12 October 2016

*As at the date of this announcement, the Board comprises (i) five executive Directors, namely, Mr. Zhang Tiewei, Mr. Chen Hui, Mr. Li Bin, Mr. Xu Kaiying and Mr. Wang Xiong, (ii) two non-executive Directors, namely, Mr. He Darong and Mr. Pang Haoquan, and (iii) four independent non-executive Directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur, Mr. Xu Yan and Mr. Zhou Xiaojiang.*