

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.



China Success Finance Group Holdings Limited

中國金融發展（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3623)

CONVERSION OF CONVERTIBLE BONDS

References are made to the announcements of China Success Finance Group Holdings Limited (the “**Company**”) respectively dated 11 January 2019, dated 31 December 2018 and 27 December 2018 (the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless defined otherwise.

CONVERSION OF CONVERTIBLE BONDS

On 10 November 2020, the Company received a conversion notice from Chance Talent Management Limited (the “**Purchaser**”) in respect of partial conversion of the Convertible Bonds in an aggregate principal amount of HK\$10,000,000 at the conversion price of HK\$1.09 per Share (the “**Conversion**”).

As a result of the Conversion, the Company allotted and issued a total of 9,174,312 Conversion Shares (the “**Conversion Shares**”) to the Purchaser, representing approximately 1.72% of the number of issued Shares as enlarged by the allotment and issue of the Conversion Shares. The Conversion Shares rank *pari passu* with all the existing Shares as at the date of allotment and among themselves in all respects. The aggregate outstanding principal amount of the Convertible Bonds will be reduced to HK\$74,000,000 immediately after the Conversion.

The issued share capital of the Company has been increased to 533,809,312 Shares upon allotment and issue of the Conversion Shares.

The Board is welcome to the decision of the Purchaser and considers the partial conversion of the Convertible Bonds is in the interests of the Company and Shareholders as a whole since (i) the liquidity and free float of Shares can be further enhanced; and (ii) the finance cost for the Convertible Bonds can be alleviated after partial conversion.

The shareholding structure of the Company immediately before and after the issue of the Conversion Shares is set out below:

Shareholders	Immediately before the Conversion		Immediately after the issue of the 9,174,312 Conversion Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Expert Depot Limited (Notes 1 and 6)	252,224,000	48.08%	252,224,000	47.25%
Bliss Success Investments Limited (Notes 2 and 6)	252,224,000	48.08%	252,224,000	47.25%
Novel Heritage Limited (Notes 3 and 6)	252,224,000	48.08%	252,224,000	47.25%
Insider Solution Limited (Notes 4 and 6)	252,224,000	48.08%	252,224,000	47.25%
New Maestro Investments Limited (Notes 5)	45,000,000	8.58%	45,000,000	8.43%
Mr. Zhang Tiewei (Notes 6)	252,224,000	48.08%	252,224,000	47.25%
Mr. Xu Kaiying (Notes 6)	252,224,000	48.08%	252,224,000	47.25%
Mr. Pang Haoquan (Notes 6)	252,224,000	48.08%	252,224,000	47.25%
Mr. Chen Guoxian (Notes 6)	252,224,000	48.08%	252,224,000	47.25%
Mr. He Darong (Notes 5)	45,000,000	8.58%	45,000,000	8.43%
Chance Talent Management Limited	0	0.00%	9,174,312	1.72%
Other Public Shareholders	<u>227,411,000</u>	<u>43.35%</u>	<u>227,411,000</u>	<u>42.60%</u>
Total	<u>524,635,000</u>	<u>100.00%</u>	<u>533,809,312</u>	<u>100.00%</u>

Notes:

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 an executive Director. Out of the 252,224,000 Shares held by Expert Depot Limited, 1,638,000 Shares are held by Mr. Zhang Tiewei for his own beneficial interest.
2. 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.
3. Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, an executive Director.
4. Insider Solution Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Chen Guoxian.
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.

6. 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 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 by virtue of the SFO.

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

Hong Kong, 13 November 2020

As at the date of this announcement, the Board comprises (i) five executive directors, namely, Mr. Zhang Tiewei, Mr. Li Bin, Ms. Dai Jing, Mr. Xu Kaiying and Mr. Pang Haoquan, (ii) one non-executive director, namely, Mr. He Darong, and (iii) four independent non-executive directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur, Mr. Xu Yan and Mr. Zhou Xiaojiang.