

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.



中國融保金融集團有限公司
China Assurance Finance Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8090)

PROFIT WARNING
AND
APPOINTMENT OF COMPLIANCE ADVISER

This announcement is made by China Assurance Finance Group Limited (the “**Company**” and its subsidiaries, collectively, the “**Group**”) pursuant to rules 17.10, 6A.19 and 6A.27 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

PROFIT WARNING

The board (the “**Board**”) of directors of the Company (the “**Directors**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and the potential investors that having assessed the currently available information, the Group is expected to record a loss for the six months ended 30 June 2013 against a profit recorded for the three months ended 31 March 2013. Such estimated loss was attributable to the expenses related to the grant of share options to eligible persons of the Group on 21 May 2013 which is one-off and non-cash in nature. Details of the grant of share options were set out in the announcement of the Company dated 21 May 2013.

As the Company is still in the process of finalizing its unaudited interim results of the Group for the six months ended 30 June 2013 (the “**Interim Results**”), the information contained in this announcement is a preliminary assessment by the Board with reference to the management accounts of the Group. The announcement in relation to the finalized Interim Results is expected to be released on 9 August 2013. Further details of the results and performance of the Group will be disclosed in the interim report to be despatched to the Shareholders in due course.

APPOINTMENT OF COMPLIANCE ADVISER

Reference is made to the announcement of the Company dated 11 April 2013. A compliance adviser agreement was entered into between First Shanghai Capital Limited (“**First Shanghai Capital**”) and the Company on 10 July 2013 (the “**Compliance Adviser Agreement**”), pursuant to which First Shanghai Capital was appointed as the replacement compliance adviser to the Company pursuant to rules 6A.19 and 6A.27 of the GEM Listing Rules with effect from 10 July 2013 until the date on which the Company complies with rule 18.03 of the GEM Listing Rules in respect of the Company’s financial results for the second full financial year commencing after the listing date of the Company (i.e. the financial year ending 31 December 2014) or until the Compliance Adviser Agreement is terminated in accordance with its terms and conditions, whichever is the earliest.

First Shanghai Capital is a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO.

Save as disclosed herein, the Board confirmed that, as at the date of this announcement, there are no other matters relating to the appointment of First Shanghai Capital as the replacement compliance adviser of the Company that need to be brought to the attention of the Shareholders.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
China Assurance Finance Group Limited
Pang Man Kin Nixon
Executive Director

Hong Kong, 10 July 2013

As at the date of this announcement, the executive Directors are Mr. Chang Hoi Nam, Mr. Pang Man Kin Nixon and Mr. Chen Xiao Li; the non-executive Director is Mr. Chang Xi Min; and the independent non-executive Directors are Mr. Chan Kai Wing, Mr. Lam Raymond Shiu Cheung and Mr. Chow Shiu Ki.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.cafgroup.hk.