

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

(中國集成金融集團控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3623)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of Shareholders as at 25 June 2014.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the concentration of the shareholding of China Success Finance Group Holdings Limited (the “**Company**”) in the hands of a limited number of shareholders of the Company (“**Shareholders**”) as at 25 June 2014.

HIGH CONCENTRATION OF SHAREHOLDING

The Company noted that an announcement (the “**SFC Announcement**”) has been published by the Securities and Futures Commission (the “**SFC**”) on 15th July 2014. As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC’s findings suggested that as at 25 June 2014, a group of 17 Shareholders held an aggregate of 89,606,000 shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), representing 21.64% of the issued Shares. Such shareholding, together with 285,000,000 Shares (representing 68.83% of the issued Shares) held by 4 substantial shareholders of the Company, represented 90.47% of the issued Shares as at 25 June 2014. As such, only 39,438,000 Shares (representing 9.53% of the issued Shares) were held by other Shareholders.

As disclosed in the SFC Announcement, as at 25 June 2014, the shareholding structure of the Company was as follows:-

	Number of Shares held <i>(shares)</i>	% of the total number of issued Shares <i>(%)</i>
Expert Depot Limited (<i>Note 1</i>)	114,750,000	27.71
New Maestro Investments Limited (<i>Note 2</i>)	60,000,000	14.49
Bliss Success Investments Limited (<i>Note 3</i>)	56,250,000	13.59
Novel Heritage Limited (<i>Note 4</i>)	54,000,000	13.04
A group of 17 Shareholders	89,606,000	21.64
Other Shareholders	<u>39,438,000</u>	<u>9.53</u>
	<u>414,044,000</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, the Chairman and executive Director of the Company.
2. 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 of the Company.
3. Bliss Success Investments Limited is a company incorporated in the BVI whose entire issued share capital is held by Xu Kaiying, the non-executive Director of the Company.
4. Novel Heritage Limited is a company incorporated in the BVI whose entire issued share capital is held by Mr. Pang Haoquan, the non-executive Director of the Company.

Based on the information provided by the SFC:

- (A) Shares of the Company were listed on the main board of the Stock Exchange on 13 November 2013 (the “**Listing Date**”) by way of Public Offer (as defined in the prospectus of the Company dated 31 October 2013) and International Placing (as defined in the prospectus of the Company dated 31 October 2013) of an aggregate of 114,044,000 Shares (including the issue of Over-allotment Shares (as defined in the prospectus of the Company dated 31 October 2013)), equivalent to 27.54% of the issued Shares, at HK\$2.68 per Share (the “**Offer Price**”).
- (B) The closing price of the Shares on the Listing Date was HK\$2.81, which was 4.85% higher than the Offer Price. Since then, the Shares traded in the range between HK\$2.11 and HK\$3.12 during 14 November 2013 to 14 July 2014, and closed at HK\$2.71 on 14 July 2014. On 24 March 2014, the Company announced

its annual results for the year ended 31 December 2013 which reported a profit attributable to shareholders of RMB18,808,000, representing a decrease of approximately 60.5% compares to the corresponding period of the previous year.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) wishes to clarify that the above information is provided by the SFC and that the Board has not verified such information. Accordingly, the Board is not in a position to comment on the accuracy of the information above except for the shareholding of Expert Depot Limited, the shareholding of New Maestro Investments Limited, the shareholding of Bliss Success Investments Limited, the shareholding of Novel Heritage Limited, the Listing Date, the Offer Price, the closing price of the Shares on the Listing date was HK\$2.81 and was 4.85% higher than the Offer Price, the closing price on 14 July 2014, the Share traded in the range from HK\$2.11 and HK\$3.12 during the period from 14 November 2013 to 14 July 2014 and that the Company announced its annual results for the year ended 31 December 2013 which reported a profit attributable to shareholders of RMB18,808,000, representing a decrease of approximately 60.5% compares to the corresponding period of the previous year.

PUBLIC FLOAT

Based on the information available and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Company confirms that not less than 25% of the issued Shares are held in the public hands as at 25 June 2014 and the date of this announcement and the Company has maintained a sufficient public float as required under the Rules Governing the Listing of Securities on the Stock Exchange.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

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

Hong Kong, 15 July 2014

As at the date of this announcement, the Board comprises of (i) two executive Directors, namely Mr. Zhang Tiewei 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.