

## DEFINITIONS

*In this document, unless the context otherwise requires, the following expressions shall have the following meanings.*

“2013 Valuation Capability Enhancement”	the enhancement of our capability in valuation of collaterals and counter-guarantees by the engagement of two PRC certified public valuers as our full-time employee and part-time employee in June 2013 and July 2013 respectively and the revision of our internal valuation guidelines in July 2013
“Aggregate Cap Amount”	the maximum aggregate balance of the outstanding financial guarantee amount of a financial guarantee company stipulated under the Interim Measures
“Articles” or “Articles of Association”	the articles of association adopted by our Company pursuant to the written resolutions passed by our Shareholders on 18 October 2013
“associate(s)”	has the meaning ascribed thereto under the [●]
“AXLE”	株式会社アクスル, a limited liability company formed under the laws of Japan on 13 May 2004, a then equity owner of Success Asset prior to the implementation of the Reorganisation and an Independent Third Party
“Bliss Success”	Bliss Success Investments Limited, a company incorporated in the BVI with limited liability on 11 November 2011 and wholly owned by Mr. Xu
“Board”	the board of Directors
“Business Day(s)”	any day(s) (excluding Saturday(s), Sunday(s) and public holidays) in Hong Kong on which licensed banks in Hong Kong are open for banking business throughout their normal business hours
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company” or “our Company”	China Success Finance Group Holdings Limited (中國集成金融集團控股有限公司), an exempted company incorporated in the Cayman Islands on 12 January 2012 under the Companies Law with limited liability
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the [●], and in the context of our Company, means Mr. Zhang, Mr. Xu, Mr. Pang, Expert Depot, Bliss Success and Novel Heritage
“Daihing”	Daihing Industrial Trading Development Company Limited (大興工貿發展有限公司), a limited liability company incorporated in Hong Kong on 30 April 2004 and a then trustee holding 13.81% equity interests in Success Asset on trust for Mr. Zhang prior to its disposal of its interests in Success Asset pursuant to the Reorganisation
“Deed of Indemnity”	the deed of indemnity dated 18 October 2013 and entered into between the Controlling Shareholders and our Company, particulars of which are set out in the section headed “Other information — Estate duty and tax indemnity” in Appendix IV to this document
“Deed of Non-competition”	the deed of non-competition dated 18 October 2013 entered into by our Controlling Shareholders in favour of our Company (for itself and for the benefit of its subsidiaries), in respect of certain non-competition undertakings given by our Controlling Shareholders in favour of us
“Director(s)”	director(s) of our Company
“Double Chance”	Double Chance Developments Limited, a company incorporated in the BVI on 8 February 2012 and a wholly-owned subsidiary of our Company
“Eagle Scheme”	the Eagle Scheme (雄鷹計劃), a cooperative programme organised by the local government of Nanhai District of Foshan City for the purpose of assisting SMEs in obtaining financing
“Expert Depot”	Expert Depot Limited, a company incorporated in the BVI with limited liability on 1 November 2011 and wholly owned by Mr. Zhang
“Flying Dragon Scheme”	the Flying Dragon Scheme (龍騰計劃), a cooperative programme organised by the local government of Shunde District of Foshan City for the purpose of assisting SMEs in obtaining financing

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“Foshan Finance”	佛山市集成金融集團有限公司 (Foshan Success Finance Group Company Limited*), a limited liability company established under the laws of the PRC on 8 September 2010, which is owned as to 51% by Mr. Zhang, 25% by Mr. Xu and 24% by Mr. Pang
“Foshan Financial Bureau”	the Financial Services Bureau of the People’s Government of Foshan (佛山市人民政府金融工作局)
“Foshan Gaofeng”	佛山市高豐有限公司 (Foshan Gao Feng Company Limited*), a limited liability company established under the laws of the PRC on 31 May 1996, which was an Independent Third Party
“Foshan Ruiqi”	佛山市瑞祺貿易有限公司 (Foshan Ruiqi Trading Company Limited*), a limited liability company established under the laws of the PRC on 1 June 2000, which was an Independent Third Party
“Foshan SME Bills”	the Foshan SME Collective Bills (佛山市中小企業集合票據) issued by seven SMEs in Foshan City and underwritten by a policy bank in the PRC
“Foshan Trust Fund”	Guangdong Foshan SMEs Development Trust Fund (金谷向日葵1號—廣東佛山中小企業發展信託基金)
“Foshan Xinhai”	佛山石灣區新海發展公司 (Foshan Shiwan District Xinhai Development Company*), a collective ownership enterprise established under the laws of PRC on 9 November 1994, which was a then equity owner of Success Guarantee
“Foshan Zhongrui”	佛山市中瑞諮詢服務有限公司 (Foshan Zhongrui Consultancy Services Company Limited*), a limited liability company established under the laws of the PRC on 31 December 1996, which was owned as to 51% by Mr. Zhang, 25% by Mr. Xu and 24% by Mr. Pang immediately before its deregistration on 16 July 2003
“GDP”	gross domestic product
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“Guangdong Financial Office”	the Financial Work Office of the People’s Government of Guangdong Province (廣東省人民政府金融工作辦公室)

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“Guangdong Jiayou”	廣東嘉友電器有限公司 (Guangdong Jiayou Electric Company Limited*), a limited liability company established under the laws of the PRC on 17 October 1994, which is owned as to 35% by Success Holdings, 33.15% by Mr. Zhang, 16.25% by Mr. Xu, and 15.6% by Mr. Pang
“Guarantee Law”	中華人民共和國擔保法 (Guarantee Law of the PRC*) promulgated by the Standing Committee of the National People’s Congress of the PRC on 30 June 1995
“HK\$”, “Hong Kong dollar(s)” or “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the requirements of the Companies Ordinance
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“IBF”	IBF株式會社 (IBF Company Limited*), a limited liability company formed under the laws of Japan on 19 September 1980, a then equity owner of Success Asset prior to the implementation of the Reorganisation and an Independent Third Party
“Implementing Rules”	廣東省融資性擔保公司管理暫行辦法實施細則 (Implementing Rules for the Administration of Financial Guarantee Companies*) promulgated by the People’s Government of the Guangdong Province on 27 September 2010
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are not connected with (within the meaning of the [●]) any directors, chief executive or substantial shareholders (within the meaning of the [●]) of our Company, its subsidiaries or any of their respective associates
“Insider Solution”	Insider Solution Limited, a company incorporated in the BVI with limited liability on 16 November 2011 and wholly owned by Mr. Chen

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“Interim Measures”	融資性擔保公司管理暫行辦法 (Interim Measures for the Administration of Financial Guarantee Companies*) promulgated by the China Banking Regulatory Commission, the National Development and Reform Commission, the Ministry of Industry and Information Technology, the Ministry of Finance, the Ministry of Commerce, the People’s Bank of China and the State Administration for Industry and Commerce on 8 March 2010
“Ipsos”	Ipsos Hong Kong Ltd, the industry expert engaged by our Company to prepare the Ipsos Research Report
“Ipsos Research Report”	an industry report prepared by Ipsos which was commissioned by us in relation to, among other things, the financial guarantee and financial consultancy services industries in the PRC
“Latest Practicable Date”	[22] October 2013, being the latest practicable date prior to the printing of this document for ascertaining certain information in this document
“Memorandum” or “Memorandum of Association”	the memorandum of association adopted by our Company pursuant to the written resolutions passed by our Shareholders on 18 October 2013
“Mr. Chen”	Mr. Chen Guoxian (陳國顯)
“Mr. He”	Mr. He Darong (何達榮), our non-executive Director
“Mr. Ngan”	Mr. Ngan Kwok Kuen (顏國權)
“Mr. Pang”	Mr. Pang Haoquan (龐浩泉), our non-executive Director
“Mr. Xu”	Mr. Xu Kaiying (徐凱英), our non-executive Director
“Mr. Zhang”	Mr. Zhang Tie Wei (張鐵偉), our executive Director
“New Maestro”	New Maestro Investments Limited, a company incorporated in the BVI with limited liability on 2 November 2011 and wholly owned by Mr. He
“Notice on Guarantee Deposits”	Notice on Regulating the Management of Customer Pledged Deposits of Financial Guarantee Institutions* (關於規範融資性擔保機構客戶擔保保證金管理的通知), issued by the Joint Committee for the Regulation of the Financial Guarantee Industry* (融資性擔保業務監管部際聯席會議) on 15 April 2012

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“Novel Heritage”	Novel Heritage Limited, a company incorporated in the BVI with limited liability on 16 November 2011 and wholly owned by Mr. Pang
“PBOC”	The People’s Bank of China (中國人民銀行), the central bank of PRC
“PBOC Rate(s)”	the exchange rate for foreign exchange transactions set daily by PBOC based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“PRC” or “China”	the People’s Republic of China which, for the purposes of this document only, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“PRC government”	the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them
“PRC Legal Advisers”	Commerce & Finance Law Offices, legal advisers to our Company as to PRC law
“Property Law”	中華人民共和國物權法 (Property Law of the PRC*) promulgated by the National People’s Congress on 16 March 2007 and came into effect on 1 October 2007
“Re-guarantee Company”	a state-owned provincial re-guarantee company in Guangdong Province to which we entered into a cooperation agreement in 2009
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [●] as described under the section headed “Reorganisation” in this document
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Share(s)

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“Share Option Schemes”	the pre-[●] share option scheme (“Pre-[●] Share Option Scheme”) and post-[●] share option scheme (“Post-[●] Share Option Scheme”) both conditionally adopted by our Company on 18 October 2013, the principal terms of which are set out in the sections headed “Pre-[●] Share Option Scheme” and “Post-[●] Share Option Scheme”, respectively in Appendix IV to this document
“Shunde Zhongcheng”	佛山市順德眾成聯合投資管理有限公司 (Foshan Shunde Zhongcheng Joint Investments Management Company Limited*), a limited liability company established under the laws of the PRC on 31 August 2012, which is owned as to 38.25% by Mr. Zhang, 20% by Mr. He, 18.75% by Mr. Xu, 18% by Mr. Pang, and 5% by Mr. Chen
“SME(s)”	small and medium enterprise(s) pursuant to 中小企業劃型標準規定 (the Regulations on the Standards for the Classification of Small and Medium-sized Enterprises*) promulgated by the Ministry of Industry and Information Technology, the National Bureau of Statistics, the National Development and Reform Commission and the Ministry of Finance on 18 June 2011
“sq.m.”	square metres
“[●]”	[●]
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the [●]
“Success Asset”	佛山市集成資產管理有限公司 (Foshan Success Asset Management Company Limited*) (formerly known as 佛山市順德銀河電動車有限公司 (Foshan Shunde Yinhe Electric Car Company Limited*)), a limited liability company established under the laws of the PRC on 23 June 2004 and a wholly-owned subsidiary of Success Finance
“Success Credit”	佛山市禪城集成小額貸款有限公司 (Foshan Chancheng Success Micro Credit Company Limited*), a limited liability company established under the laws of the PRC on 17 November 2009, an associate of our Group which is owned as to 18.18% by Success Guarantee, 9.09% by Mr. He and the remaining 72.73% by eight Independent Third Parties

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“Success Finance”	中國集成金融控股有限公司 (China Success Finance Holdings Limited) (formerly known as 金財有限公司 (Gold Money Limited)), a limited liability company incorporated in Hong Kong on 18 November 2011 and a wholly-owned subsidiary of Double Chance
“Success Futures”	集成期貨有限公司 (Success Futures Company Limited*), a limited liability company established under the laws of the PRC on 10 April 1996. Success Guarantee owned 51% equity interests in Success Futures prior to its disposal to Foshan Finance on 26 October 2012 as part of the Reorganisation
“Success Guarantee”	廣東集成融資擔保有限公司 (Guangdong Success Finance Guarantee Company Limited*), a limited liability company established under the laws of the PRC on 26 December 1996, a wholly-owned subsidiary of Success Asset and our principal operating subsidiary
“Success Holdings”	集成投資控股有限公司 (Success Investment Holdings Company Limited*), a limited liability company established under the laws of the PRC on 18 January 2005 whose equity interests are owned as to 51% by Mr. Zhang, 25% by Mr. Xu and 24% by Mr. Pang
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“Track Record Period”	the three financial years ended 31 December 2012 and the five months ended 31 May 2013
“US” or “United States”	the United States of America
“US\$” or “USD”	United States dollars, the lawful currency of the US



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“Yinhe Motor”	廣東銀河摩托車集團有限公司 (Foshan Yinhe Motor-cycle Group Company Limited*) a limited liability company established under the laws of the PRC on 24 October 2000 and a then equity owner of each of Success Asset and Success Credit, which is owned as to 23.18% by Guangdong Jiayou and 76.82% by Success Holdings
“%”	per cent

*Unless otherwise specified, for the purpose of this document and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:*

*US\$1:HK\$[7.7531]*

*RMB[0.7915]:HK\$1*

*No representation is made that any amounts in US\$, RMB or HK\$ were or could have been converted at the above rates or at any other rates or at all.*

*For ease of reference, the names of certain PRC laws and regulations or PRC established companies or entities have been included in this document in both the Chinese and English languages. The English names of these laws, regulations, companies and entities (including those marked with “\*”) are only English translation of their respective official Chinese names. In the event of any inconsistency, the Chinese version shall prevail.*

*\* for identification purposes only*