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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)

DISCLOSEABLE TRANSACTION NEW PAYMENT GUARANTEE AGREEMENT

On 18 January 2017 (after trading hours), Guangdong Success Finance Guarantee entered into the New Payment Guarantee Agreement with Zhejiang Xindongfang Construction and Mr. Wu, pursuant to which Guangdong Success Finance Guarantee has agreed to guarantee 10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed the Guaranteed Amount, i.e. RMB19,115,004 (equivalent to approximately HK\$21,408,804.5), from the date of the New Payment Guarantee Agreement to the date of acceptance certificate issued by Foshan Wanzhan, which is no later than 30 April 2018. Upon the effective date of the New Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB114,690 (equivalent to approximately HK\$128,452.8).

Given that (i) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are completed within a 12 month period; and (ii) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are entered into by Guangdong Success Finance Guarantee with the same party, the entering into of the New Payment Guarantee Agreement is required to be aggregated with the transactions contemplated under the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules.

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules is more than 5% but less than 25%, the entering into of the New Payment Guarantee Agreement, together with the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II, constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the relevant disclosure requirements under the Listing Rules.

THE NEW PAYMENT GUARANTEE AGREEMENT

Set out below are the principal terms of the New Payment Guarantee Agreement:

Date : 18 January 2017

Parties : Guangdong Success Finance Guarantee;
Zhejiang Xindongfang Construction; and
Mr. Wu.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Zhejiang Xindongfang Construction, its ultimate beneficial owners and Mr. Wu are Independent Third Parties.

On 18 January 2017 (after trading hours), Guangdong Success Finance Guarantee entered into the New Payment Guarantee Agreement with Zhejiang Xindongfang Construction and Mr. Wu, pursuant to which Guangdong Success Finance Guarantee has agreed to guarantee 10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed the Guaranteed Amount, i.e. RMB19,115,004 (equivalent to approximately HK\$21,408,804.5), from the date of the New Payment Guarantee Agreement to the date of acceptance certificate issued by Foshan Chancheng, which is no later than 30 April 2018. Upon the effective date of the New Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB114,690 (equivalent to approximately HK\$128,452.8).

Subject matter of the New Payment Guarantee Agreement

10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed RMB19,115,004 (equivalent to approximately HK\$21,408,804.5).

Guarantee

Guangdong Success Finance Guarantee has agreed to provide funds and technical assistance for performing the construction obligation and compensate the loss of Foshan Chancheng arising from the Infrastructure Construction Main Contract. The amount of financial assistance and compensation shall not exceed the Guaranteed Amount.

Counter Guarantee

Each of Zhejiang Xindongfang Construction and Mr. Wu provides counter guarantee to Guangdong Success Finance Guarantee.

Consideration

Upon the effective date of the New Payment Guarantee Agreement, Guangdong Success Finance Guarantee will receive a fee of RMB114,690 (equivalent to approximately HK\$128,452.8). It was determined after arm's length negotiation among the parties.

EXISTING PAYMENT GUARANTEE AGREEMENT I

On 15 April 2016, Guangdong Success Finance Guarantee entered into a payment guarantee agreement with Zhejiang Xindongfang Construction and Mr. Wei Xindan (韋新丹先生), pursuant to which Guangdong Success Finance Guarantee agreed to guarantee 10% of the infrastructure construction standard main contract of Foshan entered into between Foshan Wanrui (as outsourcer) and Zhejiang Xindongfang Construction (as contractor) in April 2016 in respect of the construction of blocks 1 to 6 of Jinyumingdu* (金域名都), the amount of which shall not exceed RMB23,268,752 (equivalent to approximately HK\$26,061,002.2), from the date of the Existing Payment Guarantee Agreement I to the date of acceptance certificate issued by Foshan Wanrui, which is no later than 6 April 2019. The entering into of the Existing Payment Guarantee Agreement I itself did not constitute a discloseable transaction pursuant to Chapter 14 of the Listing Rules.

EXISTING PAYMENT GUARANTEE AGREEMENT II

On 15 November 2016, Guangdong Success Finance Guarantee entered into a payment guarantee agreement with Zhejiang Xindongfang Construction and Mr. Wei Binliang (韋斌良先生), pursuant to which Guangdong Success Finance Guarantee agreed to guarantee 10% of the infrastructure construction standard main contract of Guangdong Province entered into between Foshan Longguang (as outsourcer) and Zhejiang Xindongfang (as contractor) in October 2016 in respect of the construction of Nos. 1 to 4, 6, 8 and 9 located to the west of Jihuabei Road* (季華北路) and south

of Tongji Road* (同濟路), the amount of which shall not exceed RMB16,393,401 (equivalent to approximately HK\$18,360,609.1), from the date of the Existing Payment Guarantee Agreement II to the date of acceptance certificate issued by Foshan Longguang, which is no later than 15 August 2018. The entering into of the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II themselves did not constitute a discloseable transaction pursuant to Chapter 14 of the Listing Rules.

REASONS FOR AND BENEFITS OF ENTERING INTO THE EXISTING PAYMENT GUARANTEE AGREEMENT I, THE EXISTING PAYMENT GUARANTEE AGREEMENT II AND THE NEW PAYMENT GUARANTEE AGREEMENT

The Group is a financial service provider engaging in, among other things, the offering of financial and non-financial guarantee services, financial consultancy services and financial leasing services in the PRC. Guangdong Success Finance Guarantee is a wholly-owned subsidiary of the Company, engaging in the financial guarantee business. The entering into of the Existing Payment Guarantee Agreement I, the Existing Payment Guarantee Agreement II and the New Payment Guarantee Agreement is in the ordinary and usual course of business of Guangdong Success Finance Guarantee. It is expected that Guangdong Success Finance Guarantee will earn a total fee of approximately RMB375,931 (equivalent to approximately HK\$ 421,042.7) from the entering into of the Existing Payment Guarantee Agreement I, the Existing Payment Guarantee Agreement II and the New Payment Guarantee Agreement. The Directors are of the view that the terms of the Existing Payment Guarantee Agreement I, the Existing Payment Guarantee Agreement II and the New Payment Guarantee Agreement are fair and reasonable and are in the interests of the Company and the shareholders of the Company as a whole.

INFORMATION ABOUT THE GROUP AND GUANGDONG SUCCESS FINANCE GUARANTEE

The Group is a financial service provider engaging in, among other things, the offering of financial and non-financial guarantee services, financial consultancy services and financial leasing services in the PRC. Guangdong Success Finance Guarantee is a wholly-owned subsidiary of the Company, engaging in the financial guarantee business.

INFORMATION ABOUT THE PARTY

Zhejiang Xindongfang Construction is a limited liability company established under the laws of the PRC and principally engaged in the business of construction.

LISTING RULES IMPLICATIONS

Given that (i) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are completed within a 12 month period; and (ii) the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II are entered into by Guangdong Success Finance Guarantee with the same party, the entering into of the New Payment Guarantee Agreement is required to be aggregated with the transactions contemplated under the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II pursuant to Rule 14.22 and Rule 14.23 of the Listing Rules.

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules is more than 5% but less than 25%, the entering into of the New Payment Guarantee Agreement, together with the Existing Payment Guarantee Agreement I and the Existing Payment Guarantee Agreement II, constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the relevant disclosure requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	China Success Finance Group Holdings Limited (Stock Code: 3623), a company incorporated in the Cayman Islands whose shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing Payment Guarantee Agreement I”	the payment guarantee agreement dated 15 April 2016 entered into between Guangdong Success Finance Guarantee, Zhejiang Xindongfang Construction and Mr. Wei Xindan (韋新丹先生)
“Existing Payment Guarantee Agreement II”	the payment guarantee agreement dated 15 November 2016 entered into between Guangdong Success Finance Guarantee, Zhejiang Xindongfang Construction and Mr. Wei Binliang (韋斌良先生)

“Foshan Longguang”	Foshan Longguang Junjing Property Company Limited* (佛山市龍光駿景房地產有限公司), a limited liability company established under the laws of the PRC
“Foshan Wanrui”	Foshan Nanhai District Wanrui Investment Company Limited* (佛山市南海區萬瑞投資有限公司), a limited liability company established under the laws of the PRC
“Foshan Wanzhan”	Foshan Chancheng District Wanzhan Property Company Limited* (佛山市禪城區萬展房地產有限公司), a limited liability company established under the laws of the PRC
“Guangdong Success Finance Guarantee”	Guangdong Success Finance Guarantee Company Limited* (廣東集成融資擔保有限公司), a limited liability company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“Guaranteed Amount”	10% of the contract sum of the Infrastructure Construction Main Contract, the amount of which shall not exceed RMB19,115,004, (equivalent to approximately HK\$21,408,804.5)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (has the meaning ascribed to it under the Listing Rules)
“Infrastructure Construction Main Contract”	the infrastructure construction standard main contract of Guangdong Province entered into between Foshan Wanzhan (as outsourcer) and Zhejiang Xindongfang Construction (as contractor) in December 2016 in respect of the construction of the Site
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wu”	Mr. Wu Youmao (吳有毛先生)

“New Payment Guarantee Agreement”	the payment guarantee agreement dated 18 January 2017 entered into among Guangdong Success Finance Guarantee, Zhejiang Xindongfang Construction and Mr. Wu
“PRC”	the People’s Republic of China, but for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Site”	Blocks 1-9 located to the west of Wanke Jinse Licheng* (萬科金色里程)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhejiang Xindongfang Construction”	Zhejiang Xindongfang Construction Group Limited* (浙江新東方建設集團有限公司), a limited liability company established under the laws of the PRC
“%”	per cent.

In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.00 to HK\$1.12. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

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

Hong Kong, 18 January 2017

As at the date of this announcement, the Board comprises (i) six executive Directors, namely, Mr. Zhang Tiewei, Ms. Fu Jie, Mr. Chen Hui, Mr. Li Bin, 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.

* *For identification purpose only*