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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Ping An Securities Group (Holdings) Limited.*

**WELL UP (HONG KONG) LIMITED**

*(Incorporated in Hong Kong with limited liability)*



**CHONG SING HOLDINGS FINTECH  
GROUP LIMITED**

*(Formerly known as Credit China FinTech Holdings Limited)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8207)**

**PING AN SECURITIES GROUP  
(HOLDINGS) LIMITED**

**平安證券集團(控股)有限公司**

*(Carrying on business in Hong Kong as  
PAN Securities Group Limited)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 231)**



**弘達金融控股有限公司**

**HongDa Financial Holding Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1822)**

**JOINT ANNOUNCEMENT**

**(1) COMPLETION OF SALE AND PURCHASE OF SHARES IN  
PING AN SECURITIES GROUP (HOLDINGS) LIMITED;**

**AND**

**(2) CONDITIONAL MANDATORY GENERAL CASH OFFERS BY  
CHINA GALAXY INTERNATIONAL SECURITIES (HONG KONG) CO.,  
LIMITED AND HAITONG INTERNATIONAL SECURITIES COMPANY  
LIMITED**

**ON BEHALF OF THE OFFEROR TO ACQUIRE ALL OF THE ISSUED SHARES  
AND ALL OUTSTANDING CONVERTIBLE BONDS OF  
PING AN SECURITIES GROUP (HOLDINGS) LIMITED  
(OTHER THAN THOSE ALREADY ACQUIRED BY OR AGREED TO BE  
ACQUIRED BY THE OFFEROR AND ITS CONCERTED PARTIES)**

**Joint Financial Advisers to Well Up (Hong Kong) Limited**



Reference is made to (i) the announcements dated 20 January 2017, 19 June 2017, 31 July 2017 and 22 August 2017 (collectively, the “**Joint Announcements**”), jointly issued by Well Up (Hong Kong) Limited (the “**Offeror**”), Ping An Securities Group (Holdings) Limited (the “**Company**”), Chong Sing Holdings FinTech Group Limited (“**Chong Sing Holdings**”) (formerly known as Credit China FinTech Holdings Limited) and HongDa Financial Holding Limited in relation to, among other things, the Share Sale and Purchase Agreement, the Offers, and the subsequent extensions of the long stop date of the Share Sale and Purchase Agreement; and (ii) the announcements dated 10 February 2017, 10 March 2017, 10 April 2017, 10 May 2017, 9 June 2017 and 3 July 2017 (collectively, the “**Delay Announcements**”), jointly issued by the Offeror and the Company in relation to the delay in despatch of the Composite Document. Unless otherwise stated, terms used herein shall have the same meanings as ascribed to them in the Joint Announcements and the Delay Announcements.

The Offeror and the Company (as informed by the Sellers) are pleased to announce that Completion took place on 5 September 2017 in accordance with the Share Sale and Purchase Agreement. The aggregate consideration for the Sale Shares amounted to HK\$663,503,852 (equivalent to HK\$0.096 per Sale Share). Upon Completion, the Offeror and its Concerted Parties became interested in 6,911,498,463 Shares, representing approximately 36.58% of the entire issued share capital of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Code, the Offeror is required to make a conditional mandatory general cash offer for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and its Concerted Parties). The Offeror is also required to make the 2020 Convertible Bonds Offer pursuant to Rule 13 of the Code. China Galaxy and Haitong International Securities will jointly make the Offers (which, for the purpose of this joint announcement, only refer to the Share Offer and the 2020 Convertible Bonds Offer) for and on behalf of the Offeror in compliance with the Code.

The Composite Document containing, amongst other things, (i) further details of the Offers (including the expected timetable); (ii) a letter from China Galaxy and Haitong International Securities; (iii) a letter from the Board; (iv) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and the holders of the 2020 Convertible Bonds (the “**2020 Convertible Bondholders**”) in respect of the Offers; and (v) a letter from Zhaobangji International Capital Limited (the independent financial adviser to the Independent Board Committee in respect of the Offers) to the Independent Board Committee, the Independent Shareholders and the 2020 Convertible Bondholders in respect of the Offers, together with the form(s) of acceptance, will be despatched to the Independent Shareholders and the 2020 Convertible Bondholders on 8 September 2017 in accordance with the Code. Further announcement will be made when the Composite Document together with the form(s) of acceptance are despatched.

**WARNING: THE OFFERS ARE CONDITIONAL. IF THE TOTAL NUMBER OF SHARES IN RESPECT OF WHICH THE OFFEROR RECEIVES, AT OR BEFORE 4:00 P.M. ON THE OFFERS CLOSING DATE (OR SUCH OTHER TIME AS THE OFFEROR MAY, SUBJECT TO THE CODE, DECIDE AND THE EXECUTIVE MAY APPROVE), VALID ACCEPTANCES UNDER THE OFFERS TOGETHER WITH THE SHARES ACQUIRED OR AGREED TO BE ACQUIRED BEFORE OR DURING THE SHARE OFFER, WILL RESULT IN THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT HOLDING 50% OR LESS OF THE VOTING RIGHTS OF THE COMPANY, THE OFFERS WILL NOT BECOME UNCONDITIONAL AND WILL LAPSE. IF SHAREHOLDERS, CONVERTIBLE BONDHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE IN ANY DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISERS.**

By order of the board  
**Well Up (Hong Kong) Limited**  
**Phang Yew Kiat**  
*Director*

By order of the Board  
**Ping An Securities Group (Holdings) Limited**  
**Nijssen Victoria**  
*Executive Director*

By order of the board  
**HongDa Financial Holding Limited**  
**Deng Shufen**  
*Chairman and Executive Director*

By order of the board  
**Chong Sing Holdings FinTech Group Limited**  
**Phang Yew Kiat**  
*Chief Executive Officer*

Hong Kong, 5 September 2017

*As at the date of this joint announcement, the Board comprises Mrs. Nijssen Victoria and Mr. Cheung Kam Fai as executive Directors; and Dr. Dong Ansheng, Mr. Wong Yee Shuen, Wilson and Mr. Tsang Wah Kwong as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and the parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror, HongDa Financial and Chong Sing Holdings) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of Well Up (Hong Kong) Limited are Mr. Phang Yew Kiat, Mr. Lin Hongqiao and Ms. Cui.*

*The directors of Well Up (Hong Kong) Limited jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Sellers, HongDa Financial and Chong Sing Holdings) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors, the directors of HongDa Financial and Chong Sing Holdings) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the board of HongDa Financial comprises Ms. Deng Shufen, Ms. Chen Xiaohang, Ms. Liu Jiangyuan and Mr. Gong Qingli as executive directors; Mr. Jiang Tengfei as non-executive director; and Mr. Fang Jun, Mr. Wong Yiu Kit, Ernest and Mr. Zhao Xianming as independent non-executive directors.*

*The directors of HongDa Financial jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and the Sellers) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors and the directors of Chong Sing Holdings) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the executive directors of Chong Sing Holdings are Mr. Phang Yew Kiat, Mr. Chng Swee Ho and Mr. Sheng Jia; the non-executive directors are Mr. Li Mingshan, Mr. Li Gang, Mr. Wong Sai Hung, Mr. Zhang Zhenxin and Ms. Zhou Youmeng; and the independent non-executive directors are Mr. Ge Ming, Dr. Ou Minggang, Dr. Wang Songqi and Dr. Yin Zhongli.*

*The directors of Chong Sing Holdings jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Sellers and HongDa Financial) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors and the directors of HongDa Financial) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*