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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

This announcement is made by China Assurance Finance Group Limited (“**Company**”, together with its subsidiaries, collectively, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).

The board (“**Board**”) of directors of the Company (“**Directors**”) wishes to inform the shareholders of the Company (“**Shareholders**”) and the potential investors that having assessed the currently available information, the Group is expected to record a significant loss for the three months ended 31 March 2012 against a profit recorded for the comparative quarter for the three months ended 31 March 2011. Such estimated loss was primarily attributable to the expenses related to the grant of share options to eligible persons of the Group on 23 March 2012 which is one-off and non-cash in nature. Details of the grant of share options of the Company were set out in the announcement of the Company dated 23 March 2012.

As the Company is still in the process of finalizing its unaudited results for the three months ended 31 March 2012, 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 finalised results of the Group for the three months ended 31 March 2012 is expected to be released on 10 May 2012. Further details of the Group’s results and performance will be disclosed in the Group’s first quarterly report to be despatched to the Shareholders in due course.

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, 30 April 2012

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.