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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)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement dated 20 January 2017 jointly issued by Ping An Securities Group (Holdings) Limited (the “**Company**”), the Offeror, Credit China FinTech Holdings Limited and HongDa Financial Holding Limited (the “**Joint Announcement**”). Unless the context otherwise requires, the capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

The Board wishes to announce that Zhaobangji International Capital Limited (“**Zhaobangji International**”), a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee in connection with the Offers. Such appointment has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Code.

The letter of advice from Zhaobangji International and the recommendation to the Independent Board Committee will be included in the Composite Document to be despatched jointly by the Company and the Offeror to all Shareholders (other than the Offeror and its Concerted Parties) and to all Convertible Bondholders (other than Topsource as the Offeror’s Concerted Party after completion of the subscription for the New Convertible Bonds) in relation to the Offers.

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

Hong Kong, 16 February 2017

As at the date of this 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 announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.