

## SCHEDULE 13G

Under the Securities Exchange Act of 1934

### CNFinance Holdings Limited

(Name of Issuer)

Ordinary Shares, par value US\$0.0001 per share

(Title of Class of Securities)

18979T105\*\*

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

\*\* This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing 20 ordinary shares.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|   |   |   |
|---|---|---|
| 1   | Name of Reporting Person<br>Fanhua Inc.   |   |
| 2   | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |   |
| 3   | SEC Use Only  |   |
| 4   | Citizenship or Place of Organization<br>Cayman Islands  |   |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5   | Sole Voting Power<br>253,196,680 ordinary shares <sup>1</sup> |
|   | 6   | Shared Voting Power<br>0                                      |
|   | 7   | Sole Dispositive Power<br>253,196,680 ordinary shares         |
|   | 8   | Shared Dispositive Power<br>0                                 |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>253,196,680 ordinary shares                   |   |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>                     |   |
| 11  | Percent of Class Represented By Amount In Row 9<br>18.5% <sup>2</sup>   |   |
| 12  | Type of Reporting Person<br>CO  |   |

<sup>1</sup> Includes 253,196,680 ordinary shares of the Issuer held by CISG Holdings Ltd. which is 100% beneficially owned by Fanhua Inc.

<sup>2</sup> Based on 1,371,643,240 ordinary shares of the Issuer outstanding as of December 31, 2018

|   |  |   |
|---|--|---|
| 1   | Name of Reporting Person<br>CISG Holdings Ltd.   |   |
| 2   | Check the Appropriate Box if A Member of A Group (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |   |
| 3   | SEC Use Only   |   |
| 4   | Citizenship or Place of Organization<br>British Virgin Islands   |   |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5  | Sole Voting Power<br>253,196,680 ordinary shares      |
|   | 6  | Shared Voting Power<br>0                              |
|   | 7  | Sole Dispositive Power<br>253,196,680 ordinary shares |
|   | 8  | Shared Dispositive Power<br>0                         |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>253,196,680 ordinary shares                              |   |
| 10  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>                                |   |
| 11  | Percent of Class Represented By Amount In Row 9<br>18.5% <sup>3</sup>  |   |
| 12  | Type of Reporting Person<br>CO   |   |

<sup>3</sup> Based on 1,371,643,240 ordinary shares of the Issuer outstanding as of December 31, 2018

**Item 1(a). Name of Issuer**

CNFinance Holdings Limited (the "Issuer")

**Item 1(b). Address of Issuer's Principal Executive Office**

44/F, Tower G  
No. 16 Zhujiang Dong Road  
Tianhe District, Guangzhou City  
Guangdong Province 510620  
People's Republic of China

**Item 2(a). Names of Persons Filing**

Fanhua Inc.  
CISG Holdings Ltd.

**Item 2(b). Address of Principal Business Office or, if None, Residence**

Fanhua Inc.  
CISG Holdings Ltd.  
27/F, Pear River Tower  
No. 15 West Zhujiang Road  
Guangzhou, Guangdong 510623  
People's Republic of China

**Item 2(c). Citizenship**

Fanhua Inc. – Cayman Islands  
CISG Holdings Ltd. – British Virgin Islands

**Item 2(d). Title of Class of Securities**

Ordinary Shares, par value US\$0.0001 per share

**Item 2(e). CUSIP Number**

18979T105

**Item 3. Statement filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c)**

Not applicable

---

**Item 4. Ownership**

The following information with respect to the ownership of the ordinary shares of the Issuer by each of the reporting persons is provided as of December 31, 2018:

| <b>Reporting Person</b>           | <b>Amount beneficially owned:</b> | <b>Percent of class<sup>(2)</sup>:</b> | <b>Sole power to vote or direct the vote:</b> | <b>Shared power to vote or to direct the vote:</b> | <b>Sole power to dispose or to direct the disposition of:</b> | <b>Shared power to dispose or to direct the disposition of:</b> |
|-----------------------------------|-----------------------------------|--|---|--|---|---|
| Fanhua Inc. <sup>(1)</sup>        | 253,196,680                       | 18.5%                                  | 253,196,680                                   | 0  | 253,196,680   | 0   |
| CISG Holdings Ltd. <sup>(1)</sup> | 253,196,680                       | 18.5%                                  | 253,196,680                                   | 0  | 253,196,680   | 0   |

(1) Includes 253,196,680 ordinary shares directly held by CISG Holdings Ltd. which is 100% beneficially owned by Fanhua Inc.

(2) Based on 1,371,643,240 ordinary shares of the Issuer outstanding as of December 31, 2018.

**Item 5. Ownership of Five Percent or less of a Class**

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certifications**

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

Fanhua Inc.

By: /s/ Chunlin Wang

Name: Chunlin Wang

Title: Chairman

CISG Holdings Ltd.

By: /s/ Peng Ge

Name: Peng Ge

Title: Director

---

## LIST OF EXHIBITS

---

**Exhibit No.** **Description**

---

|      |   |
|------|---|
| 99.1 | <a href="#">Schedule 13G Joint Filing Agreement</a> |
|------|---|

---

**Schedule 13G JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned parties hereby agrees to the joint filing on behalf of each of them of a statement on Schedule 13G (including any amendments thereto) with respect to the ordinary shares, par value of US\$0.0001 per share, of CNFinance Holdings Limited.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning another party unless such party knows or has reason to believe such information is inaccurate. It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to such statement on Schedule 13G, and any amendments thereto, filed on behalf of the parties hereto.

This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

---

**Signature Page**

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 2019.

Fanhua Inc.

By: /s/ Chunlin Wang

Name: Chunlin Wang

Title: Chairman

CISG Holdings Ltd.

By: /s/ Peng Ge

Name: Peng Ge

Title: Director

[Signature Page to Joint Filing Agreement]

---