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CHANCETON FINANCIAL GROUP LIMITED

川盟金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

- (1) THE ENTERING OF THE EXCLUSIVE AGREEMENT**
- (2) APPOINTMENT OF MS. HO CHIU HA MAISY
AS THE CHAIRMAN OF THE COMPANY**
- (3) CHANGE IN SHAREHOLDING OF SUBSTANTIAL SHAREHOLDERS**

This announcement is made pursuant to Rules 17.10 and 17.50 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571).

THE ENTERING OF THE EXCLUSIVE AGREEMENT

The Board is pleased to announce that, on 8 July 2013, the Company, Revenue Synthesis and Century Health entered into an Exclusive Distribution and Management Framework Contract (“**Exclusive Agreement**”) to grant the Company worldwide exclusive right for 3 years from the signing of the Exclusive Agreement, to act as either distributor (“**Exclusive Distributor**”) or management consultant (“**Exclusive Management Consultant**”) for the marketing, distribution and sale of the health supplement, AIDS Medication Capsule and other related medical and pharmaceutical products and, in return, the Company will resell the Products as distributor or Revenue Synthesis Group shall pay the Company a management fee at a rate to be fixed by Formal Agreements as management consultant.

APPOINTMENT OF EXECUTIVE DIRECTORS AND CHANGE OF CHAIRMAN

The Board is pleased to announce that on 8 July 2013, Ms. Ho Chiu Ha Maisy joined the Company as the chairman of the Company and executive Director.

The Board is pleased to announce that (i) Ms. Maisy Ho and Mr. Tsang have been appointed as executive Directors of the Company; and (ii) the chairman of the Company has been changed from Mr. Wong to Ms. Maisy Ho, all with effect from 8 July 2013.

CHANGE IN SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS

The Board has been informed by Mr. Wong, the controlling shareholder of the Company and an executive Director, that on 8 July 2013 (after trading hours), Kate Glory Limited, a company wholly-owned by Mr. Wong, entered into a share transfer agreement, pursuant to which Kate Glory Limited agreed to dispose of and Ms. Maisy Ho, an executive Director, agreed to acquire off-market a total of 240,000,000 ordinary shares of in the share capital of the Company at an aggregate consideration of HK\$40,000,000. The Transfer Shares represent approximately 10.81% of the total issued share capital of the Company as at the date of this announcement. As informed by Mr. Wong, the Share Consideration was determined after arm's length negotiations between the parties of the Share Transfer Agreement having considered, amongst others, the potential benefits to the long-term development of the Group with the entering into the Exclusive Agreement and the appointment of Ms. Maisy Ho as an executive Director and the chairman of the Company.

This announcement is made pursuant to Rules 17.10 and 17.50 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571).

INTRODUCTION OF THE EXCLUSIVE AGREEMENT

Century Health is principally engaged in research and development of the AIDS Medication Capsule, as well as related medicines and pharmaceutical products in China, and owns the patent of the AIDS Medication Capsule. In addition to the AIDS Medication Capsule, Century Health is also developing health supplement products derived from its research on the AIDS Medication Capsule which can be commercialized and expand its business into the health supplement market. Under the Exclusive Agreement, Revenue Synthesis Group irrevocably grant to the Company the worldwide exclusive right to act as either distributor or management consultant, as the case maybe, for the Revenue Synthesis Group. The Company will either act as distributor to distribute and sale of products including but not limited to health supplement products, or as management consultant to perform marketing, distribution and sale of the products including but not limited to AIDS Medication Capsule and other related medical and pharmaceutical products and, in return, Revenue Synthesis Group shall pay the Company a management fee at a rate to be fixed by Formal Agreement of the parties of the Exclusive Agreement. For some of the Products which the Company is unable to act as distributor, for instance, in some territory due to restriction by applicable laws, regulations or regulatory requirements, the Company shall assume the role as management consultant and advise on the strategy regarding advertising, customer relationship, pricing and use its commercially reasonable efforts to promote the products to customers and prospectus customers.

EXCLUSIVE AGREEMENT

The Board is pleased to announce that, on 8 July 2013, the Company, Revenue Synthesis and Century Health entered into an Exclusive Agreement to grant the Company worldwide exclusive right for 3 years from the signing of the Exclusive Agreement, to act as either distributor or management consultant for the marketing, distribution and sale of the health supplement, AIDS Medication Capsule and other related medical and pharmaceutical products and, in return, the Company will resell the Products as distributor or Revenue Synthesis Group shall pay the Company a management fee at a rate to be fixed by Formal Agreements as management consultant.

LISTING RULES IMPLICATION

As at the date of this announcement, Revenue Synthesis Group is indirectly owned as to approximately 25% by the Company and approximately 75% by Refulgent Sunrise Limited, a company incorporated in the British Virgin Islands which is owned as to 64% by Mr. Tsang and 36% by Ms. Maisy Ho. As at the date of this announcement, as Ms. Maisy Ho and Mr. Tsang are (i) both the executive Directors and thus the connected persons of the Company and (ii) both the substantial shareholders of the Revenue Synthesis Group, the companies in Revenue Synthesis Group are thus connected persons of the Company under the GEM Listing Rules. In view of the Exclusive Right Consideration of HK\$100 under the Exclusive Agreement is less than 0.1% for all percentage ratio as defined under Rule 19.07 of the GEM Listing Rules, the Directors are of the view that the Exclusive Agreement is on normal commercial terms and constitutes a connected transaction but exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules and does not constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules. The Directors consider that the Exclusive Right Consideration and the Exclusive Agreement are in the interests of the Company and its shareholders as a whole.

Since the Exclusive Agreement is a framework agreement, it at the current stage involves the appointment of Company as the Exclusive Distributor and Exclusive Management Consultant. As no Product has yet been launched or distributed, the management fee, payment terms of Products, distribution fee, delivery arrangement and specific terms and conditions in relation to the Exclusive Agreement will be fixed after further negotiation between the parties to the Exclusive Agreement and separate Formal Agreements on the details of terms will be entered into when and where applicable. As the parties to the Exclusive Agreement are connected persons as defined under Chapter 20 of the GEM Listing Rules as mentioned above, the entering into of the Formal Agreements may constitute a continuing connected transaction or connected transaction. Further announcement will be made by the Company when there is any further material development on the Formal Agreement and timely action will be taken to comply with the disclosure/approval requirements under the GEM Listing Rules.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

INFORMATION OF THE REVENUE SYNTHESIS GROUP

Reference is made to the information stated under the section “INFORMATION ON THE TARGET GROUP AND THE AIDS MEDICATION CAPSULE” ascribed in the announcements of the Company dated 24 August 2012 and 9 May 2013 in relation to the acquisition and subscription of equity interest of Revenue Synthesis.

REASONS FOR ENTERING THE EXCLUSIVE AGREEMENT

As disclosed in the 2012/2013 annual report of the Group, the Board considers exploring further corporation opportunities in, among others, the medical and pharmaceutical industries to expand its business scopes with a view to leverage on the expertise and network in the medical and pharmaceutical industry of Revenue Synthesis Group.

The Board is of the view that the entering into of the Exclusive Agreement is in line with the abovementioned strategy of the Group and is able to broaden the income source and diversify the business risk of the Group in the future.

APPOINTMENT OF EXECUTIVE DIRECTORS AND CHANGE OF CHAIRMAN

The Board is pleased to announce that on 8 July 2013, Ms. Maisy Ho joined the Company as the chairman of the Company and executive Director.

The Board is pleased to announce that (i) Ms. Maisy Ho and Mr. Tsang have been appointed as executive Directors; and (ii) the chairman of the Company has been changed from Mr. Wong to Ms. Maisy Ho, all with effect from 8 July 2013.

The biographical details of Ms. Maisy Ho are as follows:

Ms. Maisy Ho, aged 45, holds a Bachelor’s degree in mass communication and psychology from Pepperdine University, the United States.

In Hong Kong, Ms. Maisy Ho is 3rd vice-chairman of Tung Wah Group of Hospitals, member of Hospital Governing Committee of Queen Elizabeth Hospital, honorary vice chairman of Hong Kong United Youth Association, committee member and vice chairman of Young Executive Committee of The Chinese General Chamber of Commerce, vice chairman of Hong Kong Junior Police Call Honorary President Council for Central District, honorary vice president of Hong Kong Girl Guides and member of board of trustees of New Asia College, The Chinese University of Hong Kong.

In Macau, Ms. Maisy Ho is an executive vice president of Property Management Business Association Macao, vice president of Macao International Brand Association, executive member of Ladies Committee of Macao Chamber of Commerce and committee member of Kiang Wu Charitable Association.

In China, she is a standing committee member of the Chinese People's Political Consultative Conference of Liaoning Province, Beijing Youth Federation, and vice chairman of Liaoning Youth Federation respectively.

She has been an executive director of Shun Tak Holdings Limited since 2001 and she is responsible for overseeing the strategic planning and operations of the property management division, as well as retail and merchandising division. Save as disclosed above, Ms. Maisy Ho has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement. Apart from being an executive Director and the chairman of the Company, she does not hold any other position with the Group.

On 8 July 2013, the Company entered into a service agreement with Ms. Maisy Ho, pursuant to which Ms. Maisy Ho shall hold office of an executive Director of the Company for an initial term of three years but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. Ms. Maisy Ho is entitled to a remuneration of HK\$300,000 per annum after having considered recommendation from the remuneration committee of the Company by the Board and as determined by the Board with reference to her experiences, duties and responsibilities and the prevailing market situation.

Ms. Maisy Ho does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the GEM Listing Rules). As at the date of this announcement, Ms. Maisy Ho personally holds 336,000,000 Shares and she was deemed to be interested in 400,000,000 Shares/underlying Shares in the capacity as interest in her controlled corporation (through her holding in 36% equity interest in Refulgent Sunrise Limited) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Among these 400,000,000 Shares/underlying Shares, 300,000,000 of which were underlying Shares. Save as disclosed above, Ms. Maisy Ho does not have any other interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Future Ordinance) of the Company.

The biographical details of Mr. Tsang are as follows:

Mr. Tsang, aged 56, one of the founders of Century Health. He has been the chairman and managing director of Century Health since 2001. He has been responsible of the corporate management and administration work. He has extensive experience and insights on enterprise management, Chinese medicine R&D and production, sales and marketing and company listing.

Mr. Tsang has great achievement in the protection of intellectual property of biotechnology products and Chinese medicines, as well as the commercialization of the biotechnological achievement.

Mr. Tsang has closely communicated with the PRC government authority and overseas governments on the patent acquisition of the biotechnology achievement of the Century Health.

Mr. Tsang has also led the team to oversee the clinical trial to ensure a smooth process.

Mr. Tsang has engaged in the technical research at the Chinese Academy of Medical Sciences, Institute of Pediatrics. He currently enrolled the MBA course in the Guanghua School of Management of the Beijing University.

Save as disclosed above, Mr. Tsang has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement. Apart from being an executive Director of the Company, he does not hold any other position with the Group.

On 8 July 2013, the Company entered into a service agreement with Mr. Tsang, pursuant to which Mr. Tsang shall hold office of executive Director of the Company for an initial term of three years but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. Mr. Tsang is entitled to a remuneration of HK\$300,000 per annum after having considered recommendation from the remuneration committee of the Company by the Board and as determined by the Board with reference to his experiences, duties and responsibilities and the prevailing market situation.

Mr. Tsang does not have any relationship with any Directors, senior management, substantial shareholders or controlling Shareholders (as defined under the GEM Listing Rules). As at the date of this announcement, Mr. Tsang was deemed to be interested in 400,000,000 Shares/underlying Shares in the capacity as interest in his controlled corporation (through his holding in 64% equity interest in Refulgent Sunrise Limited) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Among these 400,000,000 Shares/underlying Shares, 300,000,000 of which were underlying Shares. Save as disclosed above, Mr. Tsang does not have any other interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Future Ordinance) of the Company.

Save as disclosed above, there are no other matters concerning the appointment of Ms. Maisy Ho and Mr. Tsang that need to be brought to the attention of the Shareholders or any information relating to their appointments that require disclosure pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Ms. Maisy Ho and Mr. Tsang to the Board.

In light of (i) the acquisition of approximately 25% equity interest in Revenue Synthesis as disclosed in the announcements of the Company dated 24 August 2012 and 9 May 2013; and (ii) the entering into of the Exclusive Agreement the Board considers that the Group has expanded its business scope with an aim to develop into a more sizable corporation. To comply with the code provision A.2.1 set out in the Code of Corporate Governance Practices contained in Appendix 15 to the GEM Listing Rules which stated that the roles of chairman and chief executive should be separate and should not be performed by the same individual, the Board announces that the chairman of the Company has been changed from Mr. Wong to Ms. Maisy Ho with effect from 8 July 2013. Mr. Wong will remain as the capacities of an executive Director, chief executive officer, compliance officer and authorized representative of the Company.

LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The members of the Board with effect from 8 July 2013 are set out below:

Executive Directors

Ms. Ho Chiu Ha Maisy	(Chairman)
Mr. Wong Kam Wah	(Chief Executive Officer, Compliance Officer and Authorised Representative)
Mr. Tsang Yan	
Mr. Lau Ling Tak	(Authorised Representative)
Ms. Man Wing Yee Ginny	
Mr. Leung Man Kit	

Independent non-executive Directors

Mr. Chiu Chi Kong
Mr. William Robert Majcher
Mr. Yau Yan Ming Raymond

The Board has set up three committees. The table below provides membership information of these three committees.

Audit Committee

Mr. Yau Yan Ming Raymond	(Committee Chairman)
Mr. Chiu Chi Kong	
Mr. Lau Ling Tak	
Mr. William Robert Majcher	

Remuneration Committee

Mr. Chiu Chi Kong	(Committee Chairman)
Mr. Lau Ling Tak	
Mr. William Robert Majcher	
Mr. Yau Yan Ming Raymond	

Nomination Committee

Mr. William Robert Majcher

(Committee Chairman)

Mr. Yau Yan Ming Raymond

Mr. Chiu Chi Kong

Mr. Lau Ling Tak

CHANGE IN SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS

The Board has been informed by Mr. Wong, the controlling shareholder of the Company and an executive Director, that on 8 July 2013 (after trading hours), Kate Glory Limited, a company wholly owned by Mr. Wong, entered into a share transfer agreement (the “**Share Transfer Agreement**”), pursuant to which Kate Glory Limited agreed to dispose of and Ms. Maisy Ho, an executive Director, agreed to acquire off-market a total of 240,000,000 ordinary shares in the share capital of the Company (the “**Transfer Shares**”) at an aggregate consideration of HK\$40,000,000 (the “**Share Consideration**”) (the “**Share Transfer**”). The Transfer Shares represent approximately 10.81% of the total issued share capital of the Company as at the date of this announcement. As informed by Mr. Wong, the Share Consideration was determined after arm’s length negotiations between the parties of the Share Transfer Agreement having considered, amongst others, the potential benefits to the long-term development of the Group with the entering into of the Exclusive Agreement and the appointment of Ms. Maisy Ho as an executive Director and the chairman of the Company.

Immediately before the Share Transfer, (i) Mr. Wong, through his wholly-owned Kate Glory Limited, held 1,200,000,000 Shares representing approximately 54.05% of the total issued share capital of the Company and (ii) Ms. Maisy Ho personally held 96,000,000 Shares representing approximately 4.32% of the total issued share capital of the Company as at the date of this announcement. She was also deemed to be interested in 400,000,000 Shares/underlying Shares in the capacity as interest in her controlled corporation (through her holding in 36% equity interest in Refulgent Sunrise Limited) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Among these 400,000,000 Shares/underlying Shares, 300,000,000 of which were underlying Shares (details of which was disclosed in the announcement of the Company dated 24 August 2012 in relation to the acquisition of 20% equity interest in Revenue Synthesis).

As a result of the Share Transfer, (i) the number of Shares held by Mr. Wong, through Kate Glory Limited, was reduced to 960,000,000 Shares, representing approximately 43.24% of the total issued share capital of the Company and (ii) the number of Shares personally held by Ms. Maisy Ho was increased to 336,000,000 Shares representing approximately 15.14% of the total issued share capital of the Company. She was deemed to be interested in 400,000,000 Shares/underlying Shares in the capacity as interest in her controlled corporation (through her holding in 36% equity interest in Refulgent Sunrise Limited) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Among these 400,000,000 Shares/underlying Shares, 300,000,000 of which were underlying Shares (details of which was disclosed in the announcement of the Company dated 24 August 2012 in relation to the acquisition of 20% equity interest in Revenue Synthesis).

Save as disclosed above, the Company has no other information that is required to be disclosed under Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions.

Shareholders and other investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“AIDS”	Acquired immunodeficiency syndrome, a condition in humans in which progressive failure of the immune system allows life-threatening opportunistic infections and cancers to thrive
“AIDS Medication Capsule”	祛毒增寧膠囊 (AIDS Medication Capsule), a patented herbal medical capsule developed by Century Health to treat HIV/AIDS disease
“Board”	the board of Directors
“Century Health”	北京世紀康醫藥科技開發有限公司(Beijing Century Health Medical Technology Development Company Limited*), a company incorporated in the PRC with limited liability
“Company”	Chanceton Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8020)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Exclusive Right Consideration”	the consideration for entering the Exclusive Agreement
“Formal Agreement(s)”	agreement(s) to be entered by the Company and Revenue Synthesis Group for guiding the terms for the Company to act as Exclusive Distributor or Exclusive Management Consultant for different Products and Territories from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HIV”	Human immunodeficiency virus (HIV) is a lentivirus (a member of the retrovirus family) that causes acquired immunodeficiency syndrome (AIDS)
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Ms. Maisy Ho”	Ms. Ho Chiu Ha Maisy (何超羸), being the chairman and an executive director of the Company with effect from 8 July 2013
“Mr. Tsang”	Mr. Tsang Yan (曾欣), being an executive director of the Company with effect from 8 July 2013
“Mr. Wong”	Wong Kam Wah, an executive director, chief executive office, compliancer officer and authorized representative of the Company
“PRC”	the People’s Republic of China. which for the purpose of this announcement, does not include Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Product(s)”	the entire range of product(s) as developed, being developed or will be developed by Century Health at present or at any future time during the duration of the Exclusive Agreement
“Revenue Synthesis”	Revenue Synthesis Limited, a company incorporated in the British Virgin Islands with limited liability and is indirectly held as to approximately 25% by the Company
“Revenue Synthesis Group”	Revenue Synthesis and all of its subsidiaries, including Century Health from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Territories”	all countries, states, provinces, cities, regions, unions, markets, zones, territories and jurisdictions in the world and Territory means one of the Territories
“%”	per cent

By Order of the Board
Chanceton Financial Group Limited
Wong Kam Wah
Chief Executive Officer and Executive Director

Hong Kong, 8 July 2013

* *for identification only*

As at the date of this announcement, the Company’s executive Directors are Ms. Ho Chiu Ha Maisy (Chairman), Mr. Wong Kam Wah, Mr. Tsang Yan, Mr. Lau Ling Tak, Ms. Man Wing Yee Ginny and Mr. Leung Man Kit, and the independent non-executive Directors are Mr. Chiu Chi Kong, Mr. William Robert Majcher and Mr. Yau Yan Ming Raymond.

This announcement, for which the Directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the GEM website (www.hkgem.com) and on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website (www.chanceton.com)