
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Success Finance Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



China Success Finance Group Holdings Limited

中國金融發展(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3623)

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Success Finance Group Holdings Limited to be held on the 21st Floor, Guangfa Building, No.29 Jihua 5th Road, Chancheng District, Foshan City on 26 May 2022 at 11:00 a.m. is set out on pages 18 to 22 of this circular.

A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are intending to attend and vote at the meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see pages 1 to 2 of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease (COVID-19) at the AGM, including:

- compulsory temperature checks;
- wearing of surgical face masks and showing a valid negative nucleic acid results;
- compulsory showing of health code and travel code; and
- no distribution of corporate gifts and no drinks or refreshments will be served.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company reminds its shareholders (the "Shareholders") that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE AGM	1
DEFINITIONS	3
LETTER FROM THE BOARD	6
APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	10
APPENDIX II – PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM	14
NOTICE OF AGM	18

PRECAUTIONARY MEASURES FOR THE AGM

COVID-19 PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic and the latest requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect its attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attendee before they attend the AGM venue. Any person with a body temperature of over 37.2 degrees celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) each attendee must show his or her health code, travel code and valid negative nucleic acid results within 24 hours before entering into the AGM venue, and if the health code is red or yellow or the travel code shows that he or she had visited the places with medium or high risks or with *, or he or she can't provide a valid negative nucleic acid results, he or she will be rejected from entering into the AGM venue;
- (iii) no refreshment will be served at the AGM;
- (iv) no souvenirs will be distributed at the AGM; and
- (v) other safety measures as appropriate.

The Company recommends all attendees to wear surgical face masks before and during their attendance of the AGM at all times. Any person who does not comply with above requirements may be denied entry into the AGM venue or be required to leave the AGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of other attendees at the AGM. In our case, denied entry to the AGM venue also means that person will not be allowed to attend the AGM.

RECOMMENDATION TO VOTE BY PROXY

The Company wishes to remind attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights and that Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM.

PRECAUTIONARY MEASURES FOR THE AGM

Shareholders who wish to appoint the Chairman of the AGM, or any person(s) other than the Chairman, to attend and vote at the AGM on his/her behalf, should be reminded to complete and submit the proxy forms as soon as possible. Completed proxy forms should be received by Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong by 11:00 a.m. on Tuesday, 24 May 2022 to ensure proper appointment of proxy. The proxy form is attached to this circular for Shareholders' use. Alternatively, the form of proxy can be downloaded from the "Announcements and Circulars" section on the "Investor Relations" page of the Company's website at <http://www.chinasuccessfinance.com/> or the website of the Stock Exchange at www.hkexnews.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

For a proxy other than the Chairman of the AGM to attend and vote at the AGM in person, such person's attendance will also be subject to the restrictions as set out above.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via the Investor Relations department as follows:

Investor Relations
Email: hkinfo@chinasuccessfinance.com
Tel: (852) 2180 7189
Fax: (852) 3152 2010

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queens Road East,
Wan Chai, Hong Kong
Online Feedback Platform: https://www.computershare.com/hk/en/online_feedback
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements when and as appropriate. Shareholders are reminded to check the websites of the Company and/or the Stock Exchange for future announcement(s) and updates on the AGM arrangements.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held on the 21st Floor, Guangfa Building, No.29 Jihua 5th Road, Chancheng District, Foshan City on 26 May 2022 at 11:00 a.m., the notice of which is set out on pages 18 to 22 of this circular, or any adjourned meeting thereof;
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	board of Directors;
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	China Success Finance Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 3623);
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules, and in the context of our Company, means Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan, Mr. Chen Guoxian, Expert Depot Limited, Bliss Success Investments Limited, Novel Heritage Limited and Insider Solution Limited;
“Director(s)”	director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	11 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Mr. Au”	Mr. Au Tien Chee Arthur, an independent non-executive Director;
“Mr. Pang”	Mr. Pang Haoquan, an executive Director;
“Mr. Xu”	Mr. Xu Yan, an independent non-executive Director;
“Ms. Dai”	Ms. Dai Jing, an executive Director;
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Retiring Directors”	the Directors retiring at the AGM and, who being eligible, are offering themselves for re-election at the AGM, in accordance with the Articles of Association;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Companies Ordinance;
“Success Guarantee”*	廣東集成融資擔保有限公司 (Guangdong Success Finance Guarantee Company Limited*), a limited liability company established under the laws of the PRC on 26 December 1996;

DEFINITIONS

“Success Investment Holdings”*	集成投資控股集團有限公司 (Success Investment Holdings Group Company Limited*), a limited liability company established under the laws of the PRC on 18 January 2005;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

* *In this circular, the English names of the PRC entities are translation of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*

LETTER FROM THE BOARD



China Success Finance Group Holdings Limited

中國金融發展(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3623)

Executive Directors:

Mr. Zhang Tiewei (*Chairman*)

Mr. Li Bing (*Chief Executive Officer*)

Ms. Dai Jing

Mr. Xu Kaiying

Mr. Pang Haoquan

Principal place of business in Hong Kong:

Unit 604, 6/F

Tesbury Centre

28 Queen's Road East

Wan Chai

Hong Kong

Independent Non-executive Directors:

Mr. Tsang Hung Kei

Mr. Au Tien Chee Arthur

Mr. Xu Yan

Mr. Zhou Xiaojiang

Registered office in Cayman Islands:

Fourth Floor, One Capital Place

P.O. Box 847, Grand Cayman

KY1-1103

Cayman Islands

20 April 2022

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Company will propose resolutions at the AGM to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the last annual general meeting of the Company held on 27 May 2021; and (b) re-elect the Retiring Directors.

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for granting the general mandates to Directors to allot, issue, deal with and repurchase Shares, and the re-election of the Retiring Directors, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the last annual general meeting of the Company held on 27 May 2021, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of Shares in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an additional number representing such number of Shares repurchased by the Company pursuant to the Repurchase Mandate referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full texts of above resolutions are set out in resolutions numbered 4 to 6 as set out in the notice of the AGM contained in pages 19 to 21 of this circular.

As at the Latest Practicable Date, the Company had 547,600,780 Shares in issue. Subject to the passing of an ordinary resolution approving the grant of the Issue Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to issue and allot up to a maximum of 109,520,156 Shares under the Issue Mandate. In addition, subject to the passing of an ordinary resolution approving the grant of the Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to repurchase up to a maximum of 54,760,078 Shares under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the AGM.

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Zhang Tiewei, Mr. Li Bin, Ms. Dai, Mr. Xu Kaiying and Mr. Pang and the independent non-executive Directors are Mr. Tsang Hung Kei, Mr. Au, Mr. Xu and Mr. Zhou Xiaojiang.

The Nomination Committee, having reviewed the Board's composition, and noted that, pursuant to Article 108 of the Articles and the prevailing nomination policy of the Company (the "**Nomination Policy**"), each of Ms. Dai, Mr. Pang, Mr. Au and Mr. Xu is eligible for nomination and nominated them to the Shareholders for re-election at the AGM.

The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee also took into account the extensive knowledge and experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board.

Each of Ms. Dai, Mr. Pang, Mr. Au and Mr. Xu abstained from the discussion and voting at the Board meeting regarding their nominations for re-election. Each of them has indicated their willingness to offer themselves for re-election at the AGM.

AGM

A notice of the AGM to be held on the 21st Floor, Guangfa Building, No.29 Jihua 5th Road, Chancheng District, Foshan City on 26 May 2022 at 11:00 a.m. is set out on pages 18 to 22 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the websites of the Company at <http://www.chinasuccessfinance.com/> and the Stock Exchange at www.hkexnews.hk. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
China Success Finance Group Holdings Limited
Zhang Tiewei
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was 800,000,000 Shares, of which a total of 547,600,780 Shares were issued and fully paid.

The Repurchase Mandate will enable the Directors to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 54,760,078 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the AGM.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Law.

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code. As at the Latest Practicable Date and insofar the Directors are aware of, the Controlling Shareholders owned 264,010,000 Shares, representing approximately 48.21% of the issued share capital of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased to approximately 53.57%.

In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in such mandatory offer obligation arising.

The Directors also have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

No Shares have been repurchased by the Company, whether from the Stock Exchange or otherwise, prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	1.02	1.00
May	1.02	1.00
June	1.02	1.00
July	1.00	0.64
August	0.79	0.71
September	0.85	0.79
October	0.87	0.80
November	0.84	0.80
December	1.00	0.82
2022		
January	1.14	0.98
February	1.07	1.00
March	1.08	0.86
April (up to the Latest Practicable Date)	0.87	0.81

Source: quoted prices from the Stock Exchange's website (www.hkex.com.hk)

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

Ms. DAI Jing

Ms. Dai Jing, aged 51, was the executive director and the chief operating officer of our Company, effective from 18 May 2018. Ms. Dai joined Success Investment Holdings in August 2006 as manager of the legal affairs department and was subsequently promoted to vice general manager of Success Guarantee (a subsidiary of the Group) in January 2007. She was promoted to senior vice general manager and general manager of Success Guarantee in January 2010 and April 2016, respectively. Ms. Dai is also the supervisor of Shenzhen Success Financial Leasing Company Limited (a subsidiary of the Group). Prior to joining our Group, Ms. Dai worked at the Bank of China from 1993 to 2005 for handling credit approval, credit management and asset protection. Her last position with the Bank of China was deputy manager of the asset protection department. Ms. Dai also worked with the China Merchants Bank from 2005 to 2006 as a manager for handling bank management matters. Ms. Dai was admitted as a lawyer in the PRC in September 1995. Ms. Dai obtained a bachelor's degree in law from Wuhan University in Hubei, the PRC in July 1993.

Ms. Dai entered into a service agreement with the Company under which she agreed to act as an executive Director and the chief operation officer of the Company for a term of three years with effect from 18 May 2021 and she would be subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Ms. Dai is entitled to HK\$1,920,000 per annum for her appointment as an executive Director and the chief operation officer of the Company, which was determined by the Board based on the recommendations of the remuneration committee of the Company.

As at the Latest Practicable Date, Ms. Dai was interested in 1,300,000 share options (within the meaning of Part XV of SFO), representing approximately 0.24% of the issued share capital of the Company. She has been granted with options to subscribe for (i) 450,000 Shares, exercisable from 30 June 2014 to 5 November 2023, 270,000 Shares, exercisable from 30 June 2016 to 5 November 2023 and 180,000 Shares, exercisable from 30 June 2018 to 5 November 2023, at an exercise price of HK\$1.90 per share and (ii) 400,000 Shares, exercisable from 18 May 2020 to 17 May 2030 at an exercise price of HK\$0.84 per share.

Save as disclosed herein, as at the Latest Practicable Date, Ms. Dai (i) did not hold any directorship in any other listed company in the past three years and (ii) has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Further, save as disclosed herein, there is no information relating to Ms. Dai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. PANG Haoquan

Mr. PANG Haoquan, aged 57, was appointed as our non-executive director of the Group on 18 October 2013 and re-designated as our executive director on 6 January 2017. Mr. Pang invested in our Group as a shareholder of Success Guarantee (a subsidiary of the Group) in February 2001. Mr. Pang is a director of each of Success Investment Holdings, Foshan Success Finance Group Co., Ltd. and Xinjiang Jianashi Motorcycle Co., Ltd. (新疆嘉納仕摩托車有限公司) as well as the chairman of Guangdong Yinhe Motor Group Company Limited (廣東銀河摩托車集團有限公司). Mr. Pang is also a director of the China Success Capital (HK) Limited (a subsidiary of the Group) and the general manager of Shenzhen Qianhai Success Housing Wealth Management Company Limited. Mr. Pang obtained a diploma in automation from Guangzhou Open University in July 1982.

Mr. Pang has entered into a service agreement with the Company for a term of three years effected from 6 January 2020 and he is subject to retirement from office and re-election at the annual general meeting and vacation of office in accordance with the Articles of Association. Mr. Pang is entitled to HK\$1,200,000 per annum for his appointment as an executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company.

Mr. Pang is a Controlling Shareholder of the Company and entered into a acting in concert agreement under section 371 of the SFO with other Controlling Shareholders (including two other Directors) of the Company. As at the Latest Practicable Date, Mr. Pang was interested in 264,010,000 Shares, representing approximately 48.21% of the issued share capital of the Company. He has also been granted with options to subscribe for 400,000 Shares, exercisable from 18 May 2020 to 17 May 2030 at an exercise price of HK\$0.84 per share.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Pang (i) did not hold any directorship in any other listed company in the past three years and (ii) has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Further, save as disclosed herein, there is no information relating to Mr. Pang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. AU Tien Chee Arthur

Mr. AU Tien Chee Arthur, age 49, was appointed as our independent non-executive director on 18 October 2013. Mr. Au is a lawyer with over 20 years of legal and industry operations experience in corporate and private practice settings. He is currently the managing director of Apeirospect Limited, a legal and corporate consultancy. Previously, he was the Global Legal Director for Strategic Projects and Operations at Byton, a global electric car manufacturer headquartered in Nanjing with international footprints in the U.S. and Germany. Mr. Au worked closely with multinational companies in Hong Kong such as The Hong Kong Exchange, Sands Group, Hong Kong Shanghai Hotel Group, Accenture, and Hasbro. For over a decade in Silicon Valley, Mr. Au worked with a range of medical and technology companies in Silicon Valley. He was the Director of Intellectual Property at Thoratec Corporation and worked in external counsel capacities with technology companies such as Google and Apple while practicing law in the firms of Blakely, Sokoloff, Taylor & Zafman LLP and Morgan Lewis. Prior to becoming a lawyer, Mr. Au was a program manager and engineer at Guidant Corporation. Mr. Au has a Bachelor of Science Degree in Biomedical and Electrical Engineering from Duke University, a Master of Science Degree in Biomedical Engineering from Case Western Reserve University, and a Juris Doctor Law Degree from Santa Clara University School of Law. He was admitted as a member of the State Bar of California and registered to practise with the US Patent and Trademark Office.

Mr. Au has entered into an appointment letter with the Company for a term of three years effected from 13 November 2019 and he is subject to retirement from office and re-election at the annual general meeting and vacation of office in accordance with the Articles of Association. Mr. Au is entitled to HK\$240,000 per annum for his appointment as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Au was interested in 400,000 share options, representing approximately 0.07% of the issued share capital of the Company. He has been granted with options to subscribe for 400,000 Shares, exercisable from 18 May 2020 to 17 May 2030 at an exercise price of HK\$0.84 per share.

Save as disclosed herein, as at the Latest Practicable Date, Mr, Au (i) did not hold any directorship in any other listed company in the past three years and (ii) has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Further, save as disclosed herein, there is no information relating to Mr. Au that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. XU Yan

Mr. XU Yan, aged 49, was appointed as our independent non-executive director on 18 October 2013. Mr. Xu has over 20 years in the area of trade economy and banking. Mr. Xu began his career with the Foreign Affairs Department of the State Economic & Trade Commission (the predecessor of the State-owned Assets Supervision and Administration Commission of the State Council) as a deputy director from July 1994 to August 2000. He then worked for Cazenove Asia Limited as a manager, vice president and representative in chief of Beijing representative office from May 2002 to February 2009. In February 2009, Cazenove Asia Limited was taken over by the Standard Chartered Bank and renamed as Standard Chartered Securities (Hong Kong) Limited where Mr. Xu worked until he left in June 2012. Mr. Xu has also been the Chief Strategy Officer in China Minshen Future Holdings Group Limited (中民未來控股集團有限公司) from October 2015 to 31 December 2018. Mr. Xu obtained a bachelor's degree in English from Beijing Foreign Studies University in July 1994 and a master degree in business administration from the University of Manchester in June 2002.

Mr. Xu has entered into an appointment letter with the Company for a term of three years effected from 13 November 2019 and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Xu is entitled to HK\$240,000 per annum for his appointment as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Xu was interested in 400,000 share options, representing approximately 0.07% of the issued share capital of the Company. He has been granted with options to subscribe for 400,000 Shares, exercisable from 18 May 2020 to 17 May 2030 at an exercise price of HK\$0.84 per share.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Xu (i) did not hold any directorship in any other listed company in the past three years and (ii) has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Further, save as disclosed herein, there is no information relating to Mr. Xu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF AGM



China Success Finance Group Holdings Limited

中國金融發展(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3623)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Success Finance Group Holdings Limited (the “**Company**”) will be held on the 21st Floor, Guangfa Building, No.29 Jihua 5th Road, Chancheng District, Foshan City on 26 May 2022 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company and its subsidiaries for the financial year ended 31 December 2021.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Ms. Dai Jing as an executive director;
 - (ii) Mr. Pang Haoquan as an executive director;
 - (iii) Mr. Au Tien Chee Arthur as an independent non-executive director; and
 - (iv) Mr. Xu Yan as an independent non-executive director;
- (b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors mentioned in paragraph 2(a) above; and
3. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix their remuneration.

NOTICE OF AGM

ORDINARY RESOLUTIONS

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions, as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of the shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares; (iii) the exercise of any options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the granting or issuance of shares, or rights to acquire shares; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company in force from time to time; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of paragraph (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which has been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

NOTICE OF AGM

(e) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the date upon which the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions, as ordinary resolutions of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;

NOTICE OF AGM

- (c) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors; and
- (d) subject to the passing of each of paragraph (a), (b) and (c) above of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which has been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (e) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions, as ordinary resolutions of the Company:

“**THAT** conditional upon the passing of the ordinary resolutions set out in paragraphs 4 and 5 above, the general mandate granted to the directors of the Company pursuant to the ordinary resolution set out in paragraph 4 above be and is hereby extended by the addition to it of the aggregate number of shares repurchased by the Company pursuant to the repurchase mandate granted under paragraph 5 above, provided that such extended amount shall not exceed 10% of the total number of issued shares as at the date of passing of this resolution.”

By order of the Board
China Success Finance Group Holdings Limited
Zhang Tiewei
Chairman and Executive Director

Hong Kong, 20 April 2022

NOTICE OF AGM

Principal place of business:

604, 6th, Floor
Tesbury Centre
28 Queen's Road East, Wanchai
Hong Kong

Registered office:

Fourth Floor, One Capital Place
P.O. Box 847, Grand Cayman
KY1-1103
Cayman Islands

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the annual general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Where there are joint registered holders of any share of the Company, any one such person may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. With regard to ordinary resolutions set out in paragraphs 2 and 4 to 6 of this notice, a circular giving details of the re-electing of directors and general mandates to issue and to repurchase shares will be despatched to shareholders. The biographical details of the retiring directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
6. The register of members of the Company will be closed from 23 May 2022 to 26 May 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered and no shares will be allotted and issued on the exercise of the subscription rights attaching to the outstanding share options granted by the Company. In order to qualify for attending the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 20 May 2022.

As at the date of this notice, the Board comprises (i) five executive directors, namely, Mr. Zhang Tiewei, Mr. Li Bin, Ms. Dai Jing, Mr. Xu Kaiying and Mr. Pang Haoquan and (ii) four independent non-executive directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur, Mr. Xu Yan and Mr. Zhou Xiaojiang.