
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.

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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
(3) PROPOSED AMENDMENT TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(4) 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 28 June 2024 at 11:00 a.m. is set out on pages 26 to 31 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.

5 June 2024

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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 28 June 2024 at 11:00 a.m., the notice of which is set out on pages 26 to 31 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;
“Business Day(s)”	any day(s) on which the Stock Exchange is open for business of dealing in securities and on which banks are open for business in Hong Kong, throughout their normal business hours, other than a Saturday, Sunday, or a day on which a gale warning or black rainstorm warning or “extreme conditions” as defined under Chapter 1 of the Rules of the Exchange of the Stock Exchange is in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.;
“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, Expert Depot Limited, Bliss Success Investments Limited and Novel Heritage Limited;
“Corporate Governance Code”	The Corporate Governance Code annexed as Appendix C1 to the Listing Rules;
“Director(s)”	director(s) of the Company from time to time;

DEFINITIONS

“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;
“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”	4 June 2024, 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. Li”	Mr. Li Bin, an executive Director;
“Mr. Pang”	Mr. Pang Haoquan, an executive Director;
“Mr. Tsang”	Mr. Tsang Hung Kei, an independent non-executive Director;
“Memorandum and Articles of Association” or “M&A”	the memorandum of association and articles of association of the Company, as amended from time to time;
“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;
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular to, amongst other things, bring the M&A to comply with the provisions on electronic dissemination of corporate communications in the Listing Rules;
“Remuneration Committee”	the remuneration committee of the Board;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate;
“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;
“SFC”	the Securities and Futures Commission of Hong Kong;
“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;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC 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 Bin (*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. Zhou Xiaojiang

Registered office in Cayman Islands:

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

5 June 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(4) 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 25 May 2023; (b) re-elect the Retiring Directors; and (c) amend the Memorandum and Articles of Association and the adoption thereof.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the last annual general meeting of the Company held on 25 May 2023, 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 26 to 29 of this circular.

As at the Latest Practicable Date, the Company had 552,307,936 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 110,461,587 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 55,230,793 Shares under the Repurchase Mandate.

LETTER FROM THE BOARD

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.

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 Board currently consists of eight Directors, the executive Directors are Mr. Zhang Tiewei, Mr. Li, Ms. Dai Jing, Mr. Xu Kaiying and Mr. Pang and the independent non-executive Directors are Mr. Tsang, Mr. Au Tien Chee Arthur and Mr. Zhou Xiaojiang.

Pursuant to Article 108(a) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. In addition, a retiring Director shall be eligible for re-election. Pursuant to code provision B.2.2 of the Corporate Governance Code, each Director (including those appointed for a specific term) should be subject to retirement by rotation at least once every three years.

Pursuant to code provision B.2.3 of the Corporate Governance Code, if an independent non-executive Director serves an issuer for more than nine years, any further appointment of such an independent non-executive Director should be subject to a separate resolution to be approved by the shareholders. The papers to shareholders accompanying that resolution i.e. this circular should state why the Board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.

As Mr. Tsang served as an independent non-executive Director for more than nine years, a separate resolution will be proposed at the AGM to re-elect him as independent non-executive Director of the Company and the reasons why the Board and the Nomination Committee believed that he is still independent and should be re-elected are provided herein below. The Nomination Committee, having reviewed the Board's composition, and noted that, pursuant to the aforementioned provisions of the Articles of Association and the Listing Rules, and the prevailing nomination policy of the Company (the "**Nomination Policy**"), Mr. Li, Mr. Pang and Mr. Tsang are eligible for nomination and nominated them to the Shareholders for re-election at the AGM.

LETTER FROM THE BOARD

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.

Based on the individual contribution of Mr. Tsang over the years of his appointment, his expertise and extensive industry experience, the Nomination Committee and the Board are satisfied that (i) he possesses broad and extensive experience in the fields of financial management and reporting and corporate governance; and (ii) he also possess the required integrity and character to act as directors of the Company and bring objective and independent judgment to the Board.

The Company has also received the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from Mr. Tsang. During the years of his appointment, Mr. Tsang demonstrated his abilities to provide independent views to the Company's matters. In addition, the Nomination Committee and the Board also noted that (i) Mr. Tsang does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company; (ii) Mr. Tsang is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgment as an independent non-executive Director; and (iii) Mr. Tsang has been providing objective and independent views to the Company as mentioned above during his tenure of office. Based on such factors and having considered the integrity, character, knowledge, experience and background of Mr. Tsang, and the current skill mix of the Board, the Nomination Committee and the Board consider that the long service of Mr. Tsang will not affect his exercise of independent judgment and that he will be able to continue to fulfil his role as independent non-executive Director effectively. The Nomination Committee and the Board believes that his continued tenure will bring considerable stability to the Board and the Board has benefitted greatly from his presence who has over time gained valuable insight of the Group. The Nomination Committee believes that the re-election of Mr. Tsang as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore recommended his re-election to the Board.

On 28 March 2024, the Board considered matters relating to the re-election of the retiring Directors at the AGM and the recommendations of the Nomination Committee. It was resolved that Mr. Tsang was still independent in accordance with the independence guidelines as set out in the Listing Rules and the retiring Directors would continue to bring valuable business experience, knowledge, professionalism and diversity to the Board for its efficient and effective functioning. The Nomination Committee proposed the re-appointment of Mr. Li and Mr. Pang as executive Directors and Mr. Tsang as an independent non-executive Director to the Board and the Board has made recommendations to the Shareholders for the re-election of the retiring Directors at the AGM. Each of Mr. Li, Mr. Pang and Mr. Tsang 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.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the circular (“**Circular**”) of China Success Finance Group Holdings Limited (“**Company**”) dated 26 April 2023, respectively in relation to, among other things, the proposed adoption of the new amended and restated M&A (“**New M&A**”) in substitution for, and to the exclusion of the existing M&A (“**Existing M&A**”).

Pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the Listing Rules will be amended with effect from 31 December 2023 to the effect, among others, that any “corporate communication” (as defined under the Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website. Listed issuers must make any necessary amendments to their constitutional documents no later than the first annual general meeting following 31 December 2023 to facilitate their compliance with such requirements.

Full particulars of the Proposed Amendments (marked-up against the Existing M&A) are set out in Appendix III to this circular. The New M&A incorporating the Proposed Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New M&A incorporating the Proposed Amendments is purely translation only. Should there be any discrepancy, the English version shall prevail.

The Proposed Amendments and the adoption of the New M&A incorporating the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM, and will respectively become effective upon the approval by the Shareholders at the AGM. The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

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 28 June 2024 at 11:00 a.m. is set out on pages 26 to 31 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.

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. As at the Latest Practicable Date, the Directors were not aware of any Shareholder who is required to abstain from voting on the resolutions to be proposed at the AGM.

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 (i) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate (ii) the re-election of the Retiring Directors; and (iii) the Proposed Amendments 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.

LETTER FROM THE BOARD

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 552,307,936 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 55,230,793 Shares. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

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: (i) the conclusion of the next annual general meeting of the Company following the AGM; (ii) 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 (iii) 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 will exercise the power of the Company to make purchases pursuant to the proposed resolution in relation to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands where the Company is incorporated.

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 262,556,000 Shares, representing approximately 47.54% 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 52.82%.

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 HK\$	Lowest HK\$
2023		
April	0.75	0.70
May	0.80	0.69
June	0.82	0.70
July	0.80	0.69
August	0.79	0.70
September	0.75	0.71
October	0.80	0.67
November	0.79	0.67
December	0.86	0.67
2024		
January	0.70	0.61
February	0.66	0.58
March	0.63	0.59
April	0.69	0.60
May	0.77	0.61
June (up to the Latest Practicable Date)	0.81	0.78

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:

Mr. LI Bin

Mr. Li Bin, aged 51, was the executive director and the chief executive officer of our Group. Mr. Li joined our Group in 2006 as an assistant to the general manager and the manager of the post-guarantee management department of Success Guarantee, a subsidiary of the Group. He was promoted to general manager of Success Guarantee in 2009 and was appointed as the executive director and the chief executive officer of the Group on 18 October 2013. Mr. Li resigned as the chief executive officer of our Company with effect from 15 September 2014 in order to focus his time and effort on the development of the guarantee business of the Company and continue to serve as an executive director of our Company. Mr. Li was appointed as the chief operating officer of our Group on 31 August 2015 and is responsible for overseeing our Group's operations and internal management system. He was appointed as the vice chairman of Success Guarantee in 2016. He resigned from the chief operating officer of the Group and was appointed as the chief executive officer of the Group on 18 May 2018, and he will continue to serve as an executive director. Mr. Li is also the general manager of Foshan Success Financial Leasing Company Limited as well as the director and general manager of Foshan Success Cloud Technology Company Limited, all being subsidiaries of the Group.

Prior to joining our Group, Mr. Li had worked at the Foshan branch of Bank of China from 1993 to 2005 and was responsible for sales and marketing activities in the bank and specialising in the provision of loans and credits which are relevant to the business of our Group. His last position in the bank was assistant manager of the sales department. Mr. Li obtained a master of business administration degree from Jinan University in Guangdong, the PRC in June 2007.

Mr. Li has entered into a service agreement with the Company for a term of three years effected from 13 November 2022 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. As at the Latest Practicable Date, Mr. Li is entitled to obtain HK\$960,000 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.

As at the Latest Practicable Date, Mr. Li was interested in 1,400,000 share options within the meaning of Part XV of the SFO (representing approximately 0.25% of the issued share capital of the Company as at the Latest Practicable Date). He has been granted with 400,000 and 1,000,000 share options, exercisable from 18 May 2020 to 17 May 2030 and 17 October 2024 to 16 October 2033 at an exercise price of HK\$0.84 and HK\$0.74 per share, respectively.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Li (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. Li 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 59, 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 Group Company Limited, Foshan Finance (佛山市集成金融集團有限公司), Xinjiang Jianashi Motorcycle Co., Ltd. (新疆嘉納仕摩托車有限公司) and 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 China Success Capital (HK) Limited (a subsidiary of the Group) and a managing director of Shenzhen Qianhai Success Kaiyue Holdings Company Limited (深圳前海集成凱粵控股有限公司). 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 2023 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. As at the Latest Practicable Date, Mr. Pang is entitled to obtain HK\$360,000 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 concert party 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 262,556,000 shares, representing approximately 47.54% of 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. TSANG Hung Kei

Mr. Tsang Hung Kei, aged 53, was appointed as our independent non-executive director on 18 October 2013. Mr. Tsang has more than 28 years of experience in financial management and reporting and corporate governance. He is a Fellow of the Association of Chartered Certified Accountants, a Fellow of the Hong Kong Institute of Certified Public Accountants and a Fellow of the Institute of Chartered Accountants in England and Wales. He had years of working experience in an international accounting firm and is currently the chief financial officer of Pak Fah Yeow International Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Main Board**”), and an executive director of its major subsidiaries. He is also an independent non-executive director of Hua Yin International Holdings Limited, a company listed on the Main Board. Mr. Tsang was an independent non-executive director of Welife Technology Limited, a company listed on the Main Board, from March 2021 to January 2022 and an independent non-executive director of SoftMedx Healthcare Limited, a company listed on the Main Board, from July 2018 to January 2021. Mr. Tsang holds a bachelor degree in computer science and accounting at the University of Manchester, United Kingdom.

Mr. Tsang has entered into a service agreement with the Company for a term of three years effected from 13 November 2022 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. As at the Latest Practicable Date, Mr. Tsang is entitled to obtain HK\$120,000 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. Tsang 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. Tsang (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. Tsang 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.

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
Cover Page	<p style="text-align: center;">THIRD-SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF China Success Finance Group Holdings Limited 中國金融發展(控股)有限公司 (As as adopted by a Special Resolution passed on 25 May 2023<u>28 June 2024</u>)</p>
Memorandum of Association	
Heading	<p style="text-align: center;">THE COMPANIES ACT (<u>AS REVISED</u>) EXEMPTED COMPANY LIMITED BY SHARES THIRD-SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF China Success Finance Group Holdings Limited 中國金融發展(控股)有限公司 (the “Company”) (As adopted<u>Adopted</u> by a Special Resolution passed on 25 May 2023<u>28 June 2024</u>)</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)												
Articles of Association													
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1.	<p>(b) Any marginal notes, titles or lead in references to these Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum of Association or these Articles and shall not affect their interpretation. In interpreting these Articles, unless there be something in the subject or context inconsistent therewith:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 50%;">WORD</th> <th style="text-align: left; width: 50%;">MEANING</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;"><u>“electronic”</u></td> <td style="vertical-align: top;"><u>has the same meaning as in the Electronic Transactions Act;</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“electronic communication”</u></td> <td style="vertical-align: top;"><u>means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“electronic means”</u></td> <td style="vertical-align: top;"><u>means sending or otherwise making available to the intended recipients of the communication in electronic format;</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“Electronic Signature”</u></td> <td style="vertical-align: top;"><u>shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.</u></td> </tr> <tr> <td style="vertical-align: top;"><u>“Electronic Transactions Act”</u></td> <td style="vertical-align: top;"><u>means the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted thereof;</u></td> </tr> </tbody> </table>	WORD	MEANING	<u>“electronic”</u>	<u>has the same meaning as in the Electronic Transactions Act;</u>	<u>“electronic communication”</u>	<u>means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u>	<u>“electronic means”</u>	<u>means sending or otherwise making available to the intended recipients of the communication in electronic format;</u>	<u>“Electronic Signature”</u>	<u>shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.</u>	<u>“Electronic Transactions Act”</u>	<u>means the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted thereof;</u>
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Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	<p data-bbox="475 385 1394 561">“Statutes” <u>means the Companies Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its Memorandum of Association and/or these Articles.</u></p> <p data-bbox="411 597 1362 629">(g) <u>Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.</u></p>
151.	<p data-bbox="411 666 1394 1442">The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds or personal pension plans for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and holding or who have held any salaried employment or office in the Company or such other company, and the spouses, widows, widowers, families and <u>dependants</u> dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or employment.</p>
175.(a)	<p data-bbox="411 1481 1394 1732">(The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting profit and loss accounts and balance sheets of the Company and such other reports and documents as may be required by law and the Listing Rules. The accounts of the Company shall be prepared and audited based on the generally accepted accounting principles of Hong Kong, the International Accounting Standards, or such other standards as may be permitted by the HK Stock Exchange.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
175.(b)	<p>Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be <u>sent in the manner in which notices may be served by the Company as provided herein</u> delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>
180.(A)	<p>(ii) Except where otherwise expressly stated, any notice or document <u>(including any "corporate communications" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given to or issued under by any person pursuant to these Articles from the Company (including any corporate communications within the meaning ascribed thereto under the Listing Rules)</u> shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such notice and document may be given or issued by the following means:</p> <p>(a) <u>by serving it</u> served on or delivered to any Shareholder either personally on the relevant person; or</p>
	<p>(b) by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or <u>at any other address supplied by him to the Company for the purpose;</u></p>
	<p>(c) by <u>delivering or, leaving it at such</u> that <u>address as aforesaid;</u></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	<p>(d) addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by placing an publishing it by way of advertisement in appropriate the Newspapers, or other publication and where applicable, in accordance with the requirements of the Listing Rules;</p> <p><u>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 180(A)(iv), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person;</u></p> <p><u>(f) by publishing it on the Company's website or the website of the Stock Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for obtaining of consent (including implied or deemed consent) from such person; or</u></p> <p><u>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p>
	<p>(iii)</p> <p>(ii) In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and the notice so given shall be deemed a sufficient service notice on or delivery to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p> <p><u>(iv) Every Shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	<p>(v) (iii) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.</p> <p>(vi) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 175(b), 175(c), 183 and 184 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Shareholder, in the Chinese language only to such shareholder.</u></p>
181.	<p>(a) Any Shareholder whose registered address is outside the Relevant Territory and who has not <u>given functional electronic contact details for the dissemination of actionable corporate communication (within the meaning ascribed thereto under the Listing Rules)</u> may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>
182.	<p>Any notice or other document, <u>(including any “corporate communication” within the meaning ascribed thereto under the Listing Rules):</u></p> <p>(a) <u>if served or delivered sent by mail, postage prepaid, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same, properly prepaid and addressed, is put into the post. In proving such service or delivery, it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail, and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</u></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	<p>(b) if Any notice or document not served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of relevant dispatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, dispatch, transmission or publication shall be conclusive evidence thereof; sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left.</p>
	<p>(c) Any notice or document, if sent by electronic communication means (including through any relevant system), shall be deemed to be have been given on the day following that on which it is transmitted from the server of the Company or its agent, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served. the electronic communication was sent by or on behalf of the Company. A Any notice, or document or publication if placed or published on either the Company's website or the website of the Stock Exchange or the website to which the relevant person may have access, shall be served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been given or served by when the Company to a Shareholder on the day which the notice document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be provided or required by the Listing Rules or any applicable laws or regulations; has carried out the action it has been authorised to take for that purpose.</p> <p>(d) if Any notice or other document published as an by way of advertisement in a newspaper or other publication permitted under these Articles or on a website, shall be deemed to have been served or delivered on the day which the advertisement first so appears it was so published.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
183.	A notice or document may be given by the Company to the person <u>or persons</u> entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it <u>through electronic communication or</u> through the post in a prepaid <u>letter, envelope or wrapper</u> addressed to him <u>or them</u> by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, <u>to at the electronic number or address, or at the address or to other contact details, if any,</u> supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or <u>liquidation-winding up</u> had not occurred.
184.	Any person who, by operation of law, transfer, <u>transmission,</u> or other means whatsoever, shall become entitled to any Share, shall be bound by every notice in respect of such <u>Share-share</u> which, prior to his name and address (<u>including electronic address</u>) being entered <u>in-on</u> the register as the <u>registered holder of such Share,</u> shall have been duly served to the person from whom he derives his title to such <u>Share-share.</u>
185.	Any notice or document (<u>including any "corporate communication" within the meaning ascribed thereto under the Listing Rules</u>) delivered or sent by post to, or left at the registered address of any Shareholder <u>or by electronic communication in such manner as provided in Article 180A(ii),</u> pursuance of these Articles, shall, notwithstanding that such Shareholder be then deceased, bankrupt, or wound up or that any other event has occurred, and whether or not the Company has notice of his death, bankruptcy, or winding up <u>or other event,</u> be deemed to have duly served or delivered in respect of any registered Shares <u>registered in the name of such Shareholder,</u> whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof <u>at the time of the service or delivery of the notice or document,</u> and such <u>service or delivery</u> shall for all purposes of these Articles be deemed a sufficient service <u>or delivery</u> of such notice or document on his personal representatives and all persons <u>interested</u> (if any, <u>whether jointly with or as claiming through or under him</u>) jointly interested with him in any such Shares.
186.	The signature to any notice or document to be given by the Company may be written or printed <u>or by Electronic Signature.</u>

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 28 June 2024 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 2023.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Li Bin as an executive director;
 - (ii) Mr. Pang Haoquan as an executive director; and
 - (iii) Mr. Tsang Hung Kei (who has served for more than nine years) 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 Mazars CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.

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

NOTICE OF AGM

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
- (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

NOTICE OF AGM

- (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;
- (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;
- (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

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(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.”

SPECIAL RESOLUTION

7. To consider as special business and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT:**

- (i) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix III to the circular of the Company dated 5 June 2024 be and are hereby approved;
- (ii) the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”), which incorporate all of the Proposed Amendments to the existing memorandum and articles of association, copies of which has been produced to the meeting and marked “A”, and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with effect immediately from the close of this meeting; and

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- (iii) any one of the Directors of the Company be and is hereby authorised and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles and to make such filing in Hong Kong that is necessary in connection with this resolution, and the Company's registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.”

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

Hong Kong, 5 June 2024

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.

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6. The register of members of the Company will be closed from 25 June 2024 to 28 June 2024 (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 24 June 2024.

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) three independent non-executive directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur, and Mr. Zhou Xiaojiang.