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If you are in any doubt about this circular or as to the action to be taken, you should consult your 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 enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer 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)****PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE
SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of China Success Finance Group Holdings Limited to be held on the 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on 27 May 2021 at 11:20 a.m. (or immediately after the conclusion or adjournment of the forthcoming annual general meeting of the Company to be held at the same venue and on the same day) is set out on pages 9 to 10 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular. Whether or not you are able to attend such 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 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 holding such 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.

4 May 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on the 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on 27 May 2021 at 11:00 a.m;
“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;
“EGM”	the extraordinary general meeting of the Company to be held on the 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on 27 May 2021 at 11:20 a.m. (or immediately after the conclusion or adjournment of the forthcoming annual general meeting of the Company to be held at the same venue and on the same day), the notice of which is set out on pages 9 to 10 of this circular, or any adjourned meeting thereof;

DEFINITIONS

“Eligible Participants”	(i) any full-time or part-time employee of any member of the Group, (ii) any director (including executive, non-executive or independent non-executive director) of any member of the Group, (iii) any substantial shareholder of any member of the Group, and (iv) any consultant, adviser, distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group (“ Non-employee Eligible Participants ”), who the Board considers, in its sole discretion, have contributed or will contribute significantly to the development and growth of the Group;
“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;
“Latest Practicable Date”	28 April 2021, 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;
“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 Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme;
“RMB”	Renminbi, the lawful currency of the PRC;
“Scheme Mandate Limit”	the maximum number of the Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme of the Company which initially shall not (i) in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme; or (ii) if such limit in (i) above is to be refreshed thereafter, not exceeding 10% of the total number of the Shares in issue at the date of approval of the refreshed limit by the Shareholders;

DEFINITIONS

“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);
“Share Option Scheme”	the Post-IPO share option scheme conditionally adopted by the Company on 18 October 2013;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

* *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

Non-Executive Director:

Mr. He Darong

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
KY 1-1103
Cayman Islands

Headquarters:

West Wing, 21st Floor, Guangfa Building
No. 29 Jihua 5th Road, Chancheng District
Foshan City, Guangdong Province

Principal place of business in Hong Kong:

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

4 May 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE
SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM for the approval of the Proposed Refreshment.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentives, recognize and acknowledge the contributions of, motivate and maintain an ongoing relationship with the Eligible Participants, whose contributions are or will be beneficial to the long-term growth of the Group. The basis of determining the eligibility of Eligible Participants to the grant of any share options under the Share Option Scheme shall be determined by the Board from time to time on the basis of, among other things, performance, time commitment, role and responsibilities, contribution to the business affairs, development and growth of the Group. Non-employee Eligible Participants are expected to have business dealings with and/or make significant contributions to the development and growth of the Group through their contractual performance and commercial interactions with the Group. Accordingly, the Board considered that it is justified on the ground that a potential grants of share options under the Share Option Scheme in accordance with the Listing Rules to Non-employee Eligible Participants will positively affect the quality and behavior of them and benefit of the Group. The Board believes that including Non-employee Eligible Participants as a category of Eligible Participants will provide greater flexibility to the Company in incentivizing and rewarding such persons who are expected to make continuing contributions to the Group.

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted but yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

No refreshment of the Scheme Mandate Limit has been previously sought by the Company under the Share Option Scheme.

As at 13 November 2013, being the listing date of the Company, the total number of issued Shares of the Company was 414,044,000 Shares. The total number of Shares which may fall to be issued upon exercise of all share options to be granted under the Share Option Scheme was 41,404,400 Shares, representing 10% of the total number of issued Shares as at 13 November 2013. As at the Latest Practicable Date,

- (a) There were, in aggregate, 543,013,624 Shares in issue of the Company; and

LETTER FROM THE BOARD

- (b) The Company had granted a total of 32,155,400 share options since the adoption of the Share Option Scheme, of which 400,000 share options granted had been rejected by a grantee and 30,000 share options so far granted had been exercised, leaving a balance of 31,725,400 share options granted and outstanding representing approximately 5.84% of the total issued share capital of the Company as at the Latest Practicable Date. No share options had been cancelled and none of the grantees had been granted with options which exceed the limit of 1% of the issued share capital of the Company in the 12-month period up to the respective date of grant. As such, the Company has complied with Rule 17.03 (4) of the Listing Rules for the Share Option Scheme.

As at the Latest Practicable Date, the Company had utilised 77.66% of the existing Scheme Mandate Limit.

The Directors therefore consider that the proposed refreshment of the existing Scheme Mandate Limit is in the interest of the Company and its Shareholders as a whole as this will enable the Company to grant further share options to eligible participants (as defined under the Share Option Scheme).

Proposal

It is therefore proposed that subject to (i) the approval of the Shareholders at the EGM and (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit of the Share Option Scheme, the limit on the grant of share options under the Share Option Scheme will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the EGM, and the share options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised share options) will not be counted for the purpose of calculating the scheme limit as refreshed.

As at the Latest Practicable Date, there were 543,013,624 Shares in issue of the Company. Assuming that no further Shares will be issued prior to the EGM and the said refreshment is approved at the EGM, then the upper limit of Shares that can be allotted and issued upon the exercise of share options which may be granted by the Company pursuant to the Share Option Scheme under the proposed refreshed limit of the Share Option Scheme would be 54,301,362 Shares, being 10% of the total number of issued Shares as at the date of passing of the resolution approving the said refreshment at the EGM. Together with a total of 38,198,400 outstanding share options as at the Latest Practicable Date, including 6,473,000 new shares may be issued under the Pre-IPO Share Option Scheme and 31,725,400 new shares may be issued under the Post-IPO Share Option Scheme, representing approximately 7.03% of the total number of issued Shares, the Company will be allowed to allot and issue a maximum of 92,499,762 Shares (representing approximately 17.03% of the issued Shares as at the Latest Practicable Date) upon the exercise of such share options which may be/have been granted by the Company under the Share Option Scheme (with the refreshed Share Option Scheme Limit), which will not exceed the overall limit of 30% of the Shares in issue from time to time as required under the Listing Rules.

LETTER FROM THE BOARD

The Proposed Refreshment is conditional upon (i) the passing of an ordinary resolution to approve the Proposed Refreshment at the EGM by the Shareholders pursuant to the requirements of Rule 17.01 (4) of the Listing Rules; and (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares as at the date of passing the relevant ordinary resolution of the EGM.

As at the Latest Practicable Date, the Company currently does not have any concrete plan to grant further Share Option under the existing Scheme Mandate Limit before the AGM or under the refreshed Scheme Mandate Limit upon the refreshment of the Scheme Mandate Limit. The Board may however from time to time consider whether to grant any Share Option in order to incentivize the respective eligible participants. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EXTRAORDINARY GENERAL MEETING

A notice of the EGM is set out on pages 9 to 10 of this circular.

At the EGM, the resolution will be the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme.

A form of proxy for use at the EGM is enclosed, a copy of which can also be obtained via the website of the Company at <http://www.chinasuccessfinance.com> or the website of HKEX news at www.hkexnews.hk. Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event so that it is received not less than 48 hours before the time appointed for the holding of the EGM or any adjournment 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 the EGM or any adjourned meeting 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 EGM 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that the proposed resolution in respect of the Proposed Refreshment is in the interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of the resolution to be proposed at the EGM.

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

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Success Finance Group Holdings Limited (the “**Company**”) will be held on the 17th Floor, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on 27 May 2021 at 11:20 a.m. (or immediately after the conclusion or adjournment of the forthcoming annual general meeting of the Company to be held at the same venue and on the same day) for the following purpose:

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 18 October 2013 and all other share option scheme(s) up to 10% of the number of shares of the Company in issue at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and that any director of the Company be and is hereby authorised to execute all such documents and take all such steps as he may deem necessary, desirable or expedient to effect the Refreshed Scheme Mandate Limit.”

By order of the Board

China Success Finance Group Holdings Limited

Zhang Tiewei

Chairman and Executive Director

Hong Kong, 4 May 2021

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

NOTICE OF EGM

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 extraordinary 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. The register of members of the Company will be closed from 24 May 2021 to 27 May 2021 (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 21 May 2021.
6. 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 (ii) one non-executive Director, namely, Mr. He Darong, and (iii) four independent non-executive Directors, namely, Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur, Mr. Xu Yan and Mr. Zhou Xiaojiang.