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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)

GRANT OF SHARE OPTIONS

This announcement is made by China Success Finance Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that on pursuant to its share option scheme adopted on 28 June 2024 (the “**Share Option Scheme**”), the Company granted an aggregate of 9,000,000 share options (the “**Share Options**”) to eligible participants (the “**Grantees**”) on 29 April 2025 to subscribe for ordinary shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company, subject to acceptance of the Share Options by the Grantees.

Details of the Share Options granted are set out below:

Date of Grant	29 April 2025
Exercise price	HK\$0.85 per Share, representing the highest of (i) the closing price of HK\$0.85 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$0.82 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.01, being the nominal value of a Share
Number of Share Options granted	9,000,000 Share Options (each Share Option shall entitle the Grantees to subscribe for one Share)

Closing price of the Shares on the Date of Grant	HK\$0.85 per Share
The average closing price of the Shares as quoted on the Stock Exchange for the five business days immediately preceding the Date of Grant	HK\$0.82 per Share
the exercise period of the Share Options	The Share Options are valid for a term of 10 years commencing on the date of grant, with the exercise period running from the vesting date through the expiration of its validity.
Vesting period of the Share Options	The vesting period of the Share Options is 12 months from the date of grant.
Performance Target	<p>The Share Options shall not be subject to any future performance target.</p> <p>The purpose of the Share Option Scheme is to recognize the contributions of the grantees to the Company, to incentivize them to continue making contributions to the Company for the promotion of its interests, and to align the interests of the grantees with those of the shareholders of the Company (the “Shareholders”).</p> <p>The Remuneration Committee of the Company (the “Committee”) is of the view that, as the Share Options are granted primarily based on: (a) each Grantee’s experiences in the Group’s business, length of service to the Group and contribution and dedication to the promotion of the Group’s business; and (b) the Grantees are Directors or employees of the Group who will directly contribute to the overall business performance, sustainable development and/or good corporate governance of the Group, the Share Options (which do not have future performance target) align the interests of the Grantees with those of the Company and the Shareholders, thereby motivating the Grantees to dedicate themselves to the Company's sustained competitiveness, operational results, and future growth. This is consistent with the objectives of the Share Option Scheme.</p>
Financial assistance	The Group has not provided any financial assistance to the Grantees for the purchase of Shares under the Share Option Scheme.

Clawback mechanism	<p>No clawback mechanism attached to the Share Options.</p> <p>The Committee is of the view that clawback mechanism is not necessary for the grant of the Share Options to the Grantees as the lapse and cancellation of the Share Options in various scenarios have already been provided for under the Share Option Scheme which could adequately safeguard the Company's interests.</p>
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The Share Options were granted to the Directors and the Employee, with details as follows:

Name of Grantee	Position(s) held with the Company	Number of Options Granted
Category 1 – Director		
Zhang Tiewei	Executive Director	500,000
Li Bin	Executive Director and Chief Executive officer	500,000
Dai Jing	Executive Director	500,000
Xu Kaiying	Executive Director	500,000
Pang Haoquan	Executive Director	500,000
Tsang Hung Kei	Independent non-executive Director	500,000
Au Tien Chee Arthur	Independent non-executive Director	500,000
Zhou Xiaojiang	Independent non-executive Director	500,000
Sub-Total		4,000,000
Category 2 – Employee		5,000,000
Total		9,000,000

The grant of Share Options to the aforesaid Directors has been approved by the independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme. The aforesaid Directors, to whom the Share Options were granted, have all abstained from voting on the resolution relating to the grant of Share Options awarded to them respectively.

Save as disclosed above, to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the other Grantees is (i) a Director, chief executive or substantial shareholder of the Company or their associate (as defined in the Listing Rules); or (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules.

The number of Shares available for grant in the future under the Share Option Scheme and the service provider sublimit is 34,722,393 and 5,523,079 respectively.

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

Hong Kong, 29 April 2025

As at the date of this announcement, 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.