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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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) INCREASE IN AUTHORISED SHARE CAPITAL**

**(4) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION AND ADOPTION OF THE FOURTH AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**AND**

**(5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Success Finance Group Holdings Limited to be held at the Conference Room, 49th Floor, Success Financial Centre, No. 29 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan City, Guangdong Province, China on 27 June 2025 at 11:00 a.m. is set out on pages 34 to 39 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.

4 June 2025

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>4</b>
<b>APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE .....</b>	<b>11</b>
<b>APPENDIX II — PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM. ....</b>	<b>15</b>
<b>APPENDIX III — PARTICULARS OF PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION .....</b>	<b>19</b>
<b>NOTICE OF AGM.....</b>	<b>34</b>

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## DEFINITIONS

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*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 at the Conference Room, 49th Floor, Success Financial Centre, No. 29 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan City, Guangdong Province, China on 27 June 2025 at 11:00 a.m., the notice of which is set out on pages 34 to 39 of this circular, or any adjourned meeting thereof;
“Articles of Association”	the amended and restated articles of association of the Company currently in force and “Article(s)” shall mean (an) article(s) of the Articles of Association;
“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 between 9:00 a.m. and 5:00 p.m.;
“Companies Act”	the Companies Act (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;

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## DEFINITIONS

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“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;
“Increase in Authorised Share Capital”	the increase in authorised share capital of the Company from HK\$8,000,000 divided into 800,000,000 Shares of HK\$0.01 each to HK\$12,000,000 divided into 1,200,000,000 Shares of HK\$0.01 each by the creation of an additional 400,000,000 new Shares of HK\$0.01 each;
“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”	29 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Memorandum and Articles of Association” or “M&A”	the Memorandum of Association and Articles of Association;
“Memorandum of Association”	the memorandum of association of the Company currently in force;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Mr. Zhang”	Mr. Zhang Tiewei, an executive Director and Chairman;
“Ms. Dai”	Ms. Dai Jing, an executive Director;
“Mr. Au”	Mr. Au Tien Chee Arthur, an independent non-executive Director;
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;

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## DEFINITIONS

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“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 Memorandum and Articles of Association to comply with the latest regulatory requirements under the Listing Rules;
“Remuneration Committee”	the remuneration committee of the Board;
“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.

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## LETTER FROM THE BOARD

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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)**

*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

4 June 2025

*To the Shareholders*

Dear Sir or Madam,

#### **PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**(2) RE-ELECTION OF DIRECTORS**

**(3) INCREASE IN AUTHORISED SHARE CAPITAL**

**(4) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION AND ADOPTION OF THE FOURTH AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**AND**

**(5) 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

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## LETTER FROM THE BOARD

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general meeting of the Company held on 28 June 2024; (b) re-elect the Retiring Directors; (c) approve the Increase in Authorised Share Capital; and (d) amend the Memorandum and Articles of Association and the adoption of the fourth amended and restated memorandum and articles of association of the Company.

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 28 June 2024, 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 34 to 37 of this circular.

As at the Latest Practicable Date, the Company had 629,611,336 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 125,922,267 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 62,961,133 Shares under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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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 Act 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, Mr. Li Bin, Ms. Dai, Mr. Xu Kaiying and Mr. Pang Haoquan and the independent non-executive Directors are Mr. Tsang Hung Kei, Mr. Au 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. Au 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. Zhang, Ms. Dai and Mr. Au, are eligible for nomination and nominated them to the Shareholders for re-election at the AGM.



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## LETTER FROM THE BOARD

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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. Au over the years of his appointment, his expertise and extensive industry experience, the Nomination Committee and the Board are satisfied that (i) he possesses legal and industry operations experience in the fields of corporate and private practice settings; 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. Au. During the years of his appointment, Mr. Au 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. Au does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company; (ii) Mr. Au 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. Au 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. Au, and the current skill mix of the Board, the Nomination Committee and the Board consider that the long service of Mr. Au 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. Au 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 2025, 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. Au 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. Zhang and Ms. Dai as executive Directors and Mr. Au 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. Zhang, Ms. Dai and Mr. Au 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.

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## LETTER FROM THE BOARD

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### PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital from HK\$8,000,000 divided into 800,000,000 Shares of HK\$0.01 each to HK\$12,000,000 divided into 1,200,000,000 Shares of HK\$0.01 each by the creation of an additional 400,000,000 new Shares of HK\$0.01 each which shall rank pari passu in all respects with the existing Shares. The proposed Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

At the annual general meeting of the Company held on 28 June 2024, the Shareholders had granted a general mandate to issue a maximum of 110,461,587 Share. As at the latest Practicable Date, 77,000,000 shares have been placed pursuant to the general mandate, 33,428,000 shares have been proposed to issue pursuant to the general mandate for subscription of exchangeable bond. Such mandate will lapse at the conclusion of the AGM.

It is proposed to grant a new general mandate at the AGM to an amount not exceeding 125,922,267 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the Latest Practicable Date. As at the last practicable date, the Company has 20,175,000 share options granted and unexercised. Assuming full utilization of the new general mandate and full exercise of the share options, the authorized share capital will be exhausted.

To provide greater flexibility for the Company to raise funds through the new general mandate in the future and meet the share capital increase requirements of the Company's share option scheme, the Company hereby seeks shareholders' approval to increase the Authorized Share Capital.

### PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM to amend the Memorandum and Articles of Association and to adopt the fourth amended and restated memorandum and articles of association of the Company ("New M&A") in substitution for and to restate the Memorandum and Articles of Association. The main reasons for the adoption of the New M&A are to (i) bring the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules; and (ii) make other consequential and housekeeping changes. The major proposed amendments to the Memorandum and Articles of Association are summarised as follows:

1. To provide the Company the option to hold general meetings by way of hybrid meetings or electronic meetings and allow the Shareholders to cast their votes by electronic means;
2. To tie in with the latest regulatory requirements in relation to treasury shares; and
3. To make other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

Full particulars of the Proposed Amendments (marked-up against the Memorandum and Articles of Association) 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.

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## LETTER FROM THE BOARD

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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 with effect from the close of 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.

### AGM

A notice of the AGM to be held at the Conference Room, 49th Floor, Success Financial Centre, No. 29 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan City, Guangdong Province, China on 27 June 2025 at 11:00 a.m. is set out on pages 34 to 39 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](http://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.

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## LETTER FROM THE BOARD

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### 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; (iii) the approval of the Increase in Authorised Share Capital; and (iv) the amendment of the Memorandum and Articles of Association and the adoption of the fourth amended and restated memorandum and articles of association of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### ADDITIONAL INFORMATION

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

### MISCELLANEOUS

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

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

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

## **LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

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

## **SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was 800,000,000 Shares, of which a total of 629,611,336 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 62,961,133 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 Act 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 Act 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 Act. 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 Act.

**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 41.70% 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 46.33%.

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:

	<b>Share Prices</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2024</b>		
May	1.09	0.59
June	0.97	0.73
July	1.00	0.76
August	1.00	0.80
September	0.95	0.86
October	2.50	0.76
November	0.88	0.83
December	0.87	0.83
<b>2025</b>		
January	0.86	0.78
February	0.83	0.70
March	0.81	0.72
April	1.00	0.72
May (up to the Latest Practicable Date)	1.24	0.86

*Source:* quoted prices from the Stock Exchange's website ([www.hkex.com.hk](http://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. Zhang Tiewei**

Mr. Zhang, aged 62, is one of the founders of our Group. He was appointed as our director on 16 January 2012 and redesignated as the Chairman of our Board and executive director on 18 October 2013. Mr. Zhang is responsible for our Group's strategic planning and overall business management.

Mr. Zhang has more than 27 years of experience in the financial industry in the PRC during which Mr. Zhang has been acting as (i) the director of Great Wall Futures Co., Ltd. from 1997 to September 2020 which engages in commodity futures brokerages and financial futures brokerages; (ii) the chairman of Foshan Chancheng Success Micro Credit Co., Ltd. ("**Success Credit**") since its establishment in 2009 which engages in the provision of small loans lending; (iii) the director of Guangdong Success Venture Capital Company Limited since 2008 which engages in venture capital; (iv) the Chairman of Success Investment Holdings Group Company Limited ("**Success Investment Holdings**") since its establishment in 2005 which engages in the investment in real estate, public utilities, medical and industrial project; (v) the director of Foshan Success Finance Group Company Limited ("**Foshan Success Finance**") which engages in the investment in the modern financial industry, investment in the financial services industry, capital management, asset management, etc; and (vi) the chairman of Xinjiang Jianashi Motorcycle Co., Ltd. (新疆嘉納仕摩托車有限公司) ("**Xinjiang Jianashi**"). Mr. Zhang accumulated business and financial experiences which are relevant to the business of our Group when acting as the director or chairman of the above named companies. Mr. Zhang has also been acting as the legal representative and chairman of Success Guarantee, a subsidiary of the Group, since its establishment in 1996. Mr. Zhang is also a director of each of Double Chance Developments Limited, China Success Capital Limited, China Success Finance Holdings Limited, Guangdong Success Asset Management Company Limited ("**Success Asset**"), Foshan Success Financial Leasing Company Limited ("**Success Financial Leasing**"), Shenzhen Qianhai Success Kaiyue Holdings Co., Ltd. (深圳前海集成凱粵控股有限公司) ("**Qianhai Success Kaiyue**") and Yangmianshan Company Limited ("**Yangmianshan**"), all being subsidiaries of the Group.

Mr. Zhang is currently the vice chairman of the 15th executive committee of Foshan General Chamber of Commerce, the honorary president of the 5th General Chamber of Commerce of Chancheng District and the 4th chairman of Foshan Overseas Chinese Enterprises Association. Mr. Zhang was a member of the 10th, 11th and 12th Foshan Committee of the Chinese People's Political Consultative Conference, the standing committee member of the 11th executive committee of Guangdong Federation of Industry & Commerce and the chairman of the 1st council of Foshan Investment Chamber of Private Entrepreneurs. Mr. Zhang has been awarded as an Outstanding Corporate Manager in Guangdong Province in 2011 by the Guangdong Enterprises Confederation and the Guangdong Entrepreneurs Association. He was also granted the title of "Top 10 Influential Men in Economy of Guangdong" in 2013 and was granted the honorable title of "The Fifth Excellent Constructors of the Socialism Undertaking with Chinese Characteristics of the Players of Non-public Sectors of the Economy in Guangdong Province" in 2019. Mr. Zhang was conferred Doctorate in Business Administration by Singapore Management University in February 2020.

Mr. Zhang has entered into a service agreement with the Company for a term of three years effected from 1 May 2025 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. Zhang 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.

As at the Latest Practicable Date, Mr. Zhang was interested in 900,000 share options within the meaning of Part XV of the SFO (representing approximately 0.14% of the issued share capital of the Company as at the Latest Practicable Date). He has been granted with 400,000 and 500,000 share options, exercisable from 18 May 2020 to 17 May 2030 and 29 April 2026 to 28 April 2035 at an exercise price of HK\$0.84 and HK\$0.85 per share, respectively.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Zhang (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. Zhang 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.

#### **Ms. DAI Jing**

Ms. Dai aged 54, was the executive director and the chief operating officer of our Company, effective from 18 May 2018. Ms. Dai joined Success Investment Holdings in August 2006 as manager of the legal affairs department and was subsequently promoted to vice general manager of Success Guarantee, a subsidiary of the Group, in January 2007. She was promoted to senior vice general manager and general manager of Success Guarantee in January 2010 and April 2016, respectively. Ms. Dai is also the supervisor of Success Financial Leasing, a subsidiary of the Group. Prior to joining our Group, Ms. Dai worked at the Bank of China from 1993 to 2005 for handling credit approval, credit management and asset protection. Her last position with the Bank of China was deputy manager of the asset protection department. Ms. Dai also worked with the China Merchants Bank from 2005 to 2006 as a manager for handling bank management matters. Ms. Dai was admitted as a lawyer in the PRC in September 1995. Ms. Dai obtained a bachelor's degree in law from Wuhan University in Hubei, the PRC in July 1993.

Ms. Dai has entered into a service agreement with the Company for a term of three years effected from 1 January 2024 and she 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, Ms. Dai is entitled to obtain HK\$384,000 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, Ms. Dai was interested in 1,800,000 share options within the meaning of Part XV of the SFO (representing approximately 0.29% of the issued share capital of the

Company as at the Latest Practicable Date). Of these, 400,000 share options granted to her are exercisable from 18 May 2020 to 17 May 2030 at an exercise price of HK\$0.84 per share, 900,000 share options are exercisable from 17 October 2024 to 16 October 2033 at an exercise price of HK\$0.74 per share and 500,000 share options are exercisable from 29 April 2026 to 28 April 2035 at an exercise price of HK\$0.85 per share.

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

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

#### **Mr. AU Tien Chee Arthur**

Mr. Au, age 52, was appointed as our independent non-executive director on 18 October 2013. Mr. Au is a lawyer with over 20 years of legal and industry operations experience in corporate and private practice settings. He is currently the managing director of Apeirospect Limited, a legal and corporate consultancy. Previously, he held senior leadership positions at an international medical device company and a global electric vehicle manufacturer in Hong Kong. Mr. Au worked closely with multinational companies in Hong Kong such as The Hong Kong Exchange, Sands Group, HK Shanghai Grand Hotel Group, Accenture, and Hasbro. For over a decade in Silicon Valley, Mr. Au provided legal and intellectual property counseling to a wide range of medical and technology companies in Silicon Valley including Thoratec Guidant, Google, Intel, and Apple etc. Mr. Au has a Bachelor of Science Degree in Biomedical and Electrical Engineering from Duke University, a Master of Science Degree in Biomedical Engineering from Case Western Reserve University, and a Juris Doctor Law Degree from Santa Clara University School of Law. He was admitted as a member of the State Bar of California and registered to practise with the US Patent and Trademark Office.

Mr. Au has entered into a service agreement with the Company for a term of three years effected from 1 May 2025 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. Au 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. Au was interested in 900,000 share options, representing approximately 0.14% of the issued share capital of the Company. He has been granted with 400,000 and 500,000 share options, exercisable from 18 May 2020 to 17 May 2030 and 29 April 2026 to 28 April 2035 at an exercise price of HK\$0.84 and HK\$0.85 per share, respectively.

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

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

**APPENDIX III****PARTICULARS OF PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

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 fourth amended and restated memorandum and articles of association of the Company. If the serial numbering of the provisions of the Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the fourth amended and restated memorandum and articles of association of the Company as so amended shall be changed accordingly, including cross-references.

*Note: The Proposed Amendments are 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.*

<b>Provision No.</b>	<b>Provision in the fourth amended and restated memorandum and articles of association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)</b>
Cover Page	<p style="text-align: center;"><b><del>FOURTH</del><sup>THIRD</sup> 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 adopted by a Special Resolution passed on <del>28 June 2024</del><sup>27 June</sup> 2025)</b></p>
<b>Memorandum of Association</b>	
Heading	<p style="text-align: center;"><b>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <del>FOURTH</del><sup>THIRD</sup> 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 by a Special Resolution passed on <del>28 June 2024</del><sup>27 June</sup> 2025)</b></p>
4.16	To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or company or to take or otherwise acquire and hold shares, stock, debentures or other securities of or interest in any other company carrying on any business or possessed of any property or rights.
7.	The authorised share capital of the Company is <del>HK\$8,000,000</del> <sup>12,000,000</sup> consisting of <del>800,000,000</del> <sup>1,200,000,000</sup> shares of HK\$0.01 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

Articles of Association															
Heading	<p style="text-align: center;"><b>THE COMPANIES ACT (AS REVISED)</b>  <b>EXEMPTED COMPANY LIMITED BY SHARES</b>  <b><del>FOURTH</del><sup>THIRD</sup> AMENDED AND RESTATED</b>  <b>ARTICLES OF ASSOCIATION</b>  <b>OF</b>  <b>China Success Finance Group Holdings Limited</b>  <b>中國金融發展(控股)有限公司</b>  <b>(As adopted by a Special Resolution passed on <del>28 June 2024</del> 27 June 2025)</b></p>														
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> <tr> <th>WORD</th><th>MEANING</th></tr> <tr> <td><u>“Company’s website”</u></td><td><u>means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</u></td></tr> <tr> <td><u>“electronic”</u></td><td><u>means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as has the same meaning as given to it in the Electronic Transactions Act;</u></td></tr> <tr> <td><u>“electronic meeting”</u></td><td><u>means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</u></td></tr> <tr> <td><u>“electronic record”</u></td><td><u>has the same meaning as in the Electronic Transactions Act as may be amended from time to time;</u></td></tr> <tr> <td><u>“hybrid meeting”</u></td><td><u>means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;</u></td></tr> <tr> <td><u>“Meeting Location”</u></td><td><u>has the meaning given to it by Article 71A (1);</u></td></tr> </table>	WORD	MEANING	<u>“Company’s website”</u>	<u>means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</u>	<u>“electronic”</u>	<u>means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as has the same meaning as given to it in the Electronic Transactions Act;</u>	<u>“electronic meeting”</u>	<u>means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>	<u>“electronic record”</u>	<u>has the same meaning as in the Electronic Transactions Act as may be amended from time to time;</u>	<u>“hybrid meeting”</u>	<u>means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>	<u>“Meeting Location”</u>	<u>has the meaning given to it by Article 71A (1);</u>
WORD	MEANING														
<u>“Company’s website”</u>	<u>means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</u>														
<u>“electronic”</u>	<u>means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as has the same meaning as given to it in the Electronic Transactions Act;</u>														
<u>“electronic meeting”</u>	<u>means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>														
<u>“electronic record”</u>	<u>has the same meaning as in the Electronic Transactions Act as may be amended from time to time;</u>														
<u>“hybrid meeting”</u>	<u>means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>														
<u>“Meeting Location”</u>	<u>has the meaning given to it by Article 71A (1);</u>														

	<p><u>“physical meeting”</u> means a general meeting held and conducted by physical attendance and participation by members and/ or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;</p> <p><u>“Principal Meeting Place”</u> has the meaning given to it by Article 65;</p> <p><u>“Shareholder” or “member”</u> means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;</p> <p><u>“Subsidiary”</u> has the meaning ascribed to it by Section 15 of the Companies Ordinance;<del>and</del></p> <p><u>“Transfer Office”</u> means the place where the principal register of Shareholders is located for the time being;<del>;</del> and</p> <p><u>“Treasury Share(s)”</u> means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s).</p>
	<p>(b)...</p> <p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) bear the same meaning in these Articles, save that, shall where the context permits, “company” includes any company incorporated in the Cayman Islands or elsewhere;<del>and</del></p> <p>(iv) references to any statute or statutory provision are to be construed as relating to any statutory modification or re-enactment thereof for the time being in force;<del>;</del></p> <p><u>(v) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u></p>

	<p><u>(vi) references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u></p> <p><u>(vii) references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;</u></p> <p><u>(viii) references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (b) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;</u></p> <p><u>(ix) references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and</u></p> <p><u>(x) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u></p>
6.	<p>The authorised share capital of the Company on the date of the adoption of these Articles is <del>HK\$8,000,000</del><u>12,000,000</u> divided into <del>800,000,000</del><u>1,200,000,000</u> Shares of HK\$0.01 each.</p>



15.	<p><u>(b) Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.</u></p> <p><del>(b)</del>(i) Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
<u>15A.</u>	<p><u>Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:</u></p> <p><u>(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and</u></p> <p><u>(b) the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with.</u></p>
<u>15B.</u>	<p><u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share. Nothing in this Article 15B prevents an allotment of shares as fully paid bonus shares in respect of a Treasury Share and shares allotted as fully paid bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.</u></p>
<u>15C.</u>	<p><u>The Company shall be entered in the Register as the holder of the Treasury Shares. However:</u></p> <p><u>(a) the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and</u></p> <p><u>(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u></p>
<u>15D.</u>	<p><u>Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.</u></p>

15E.	<p><u>Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:</u></p> <p><u>(a) cancel any one or more Treasury Shares; or</u></p> <p><u>(b) transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u></p>
63.	<p><u>All general meetings other than annual general meetings shall be called extraordinary general meetings. A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>
63A.	<p><u>All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held: (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p>
64.	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the requisition of one or more Shareholders holding, on the date of deposit of the requisition, a minority stake in the total number of issued Shares, and the minimum stake required to do this shall not be less than 10% of the voting rights (on a one vote per Share basis) in the issued share capital of the Company. Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meeting so concerned. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) <u>may convene a physical meeting at only one location which will be the Principal Meeting Place</u><del>may do so in the same manner</del>, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

65.	<p>An annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days' notice in writing. <u>The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "<b>Principal Meeting Place</b>") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business.</u> The notice for every general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, <del>and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business,</del> and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: ...</p>
70.	<p>(1) Subject to Article 70(2), <del>t</del>The Chairman (if any) of the Board or if he is absent or declines to take the chair at such meeting, the Vice Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Vice Chairman, or, if at any general meeting neither of such Chairman or Vice Chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman of the meeting chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be Chairman of the meeting.</p> <p>(2) <u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 70(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>

71.	<p><u>Subject to Article 71A, tThe Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</u></p>
71A.	<p><u>(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“<b>Meeting Location(s)</b>”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p><u>(2) All general meetings are subject to the following:</u></p> <p><u>(a) where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p> <p><u>(b) members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>

(c) where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

(3) The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

(4) If it appears to the chairman of the general meeting that:

(a) the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

	<p><u>(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or</u></p> <p><u>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/ or vote at the meeting; or</u></p> <p><u>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.</u></p> <p><u>(5) The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>
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(6) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/ or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

(a) when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and

(b) notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.

(7) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A(4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.



	<u>(8) Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.</u>
72.	At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u> ...
<u>79B.</u>	<u>All members (including a member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>
82.	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting or adjourned meeting or postponed meeting (as the case may be), be delivered.
84.	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.



88.	<p><u>(1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p> <p><u>(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with Article 88(1), shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</u></p>
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91.	A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, <u>or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified,</u> at least 2 hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.
181.	(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, <u>or, in case of electronic communications, fails to supply his electronic address or a correct electronic address,</u> to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he <u>may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document. Any notice or document served in the manner so described</u> <del>which</del> shall be sufficient service as regards Shareholders with no registered or incorrect addresses, <u>or, in case of electronic communications, no or an incorrect electronic address,</u> provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the Register.

(c) If on 3 consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic means to his electronic address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or a new electronic address for the service of notices on him.

(d) Notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.

(e) Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.

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## NOTICE OF AGM

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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)**

### 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 at the Conference Room, 49th Floor, Success Financial Centre, No. 29 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan City, Guangdong Province, China on 27 June 2025 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 2024.
2. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Zhang as an executive director;
  - (ii) Ms. Dai as an executive director; and
  - (iii) Mr. Au (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 Forvis 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

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## NOTICE OF AGM

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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

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## NOTICE OF AGM

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- (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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## NOTICE OF AGM

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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.”

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

“**THAT** (a) the authorised share capital of the Company be and is hereby increased from HK\$8,000,000 divided into 800,000,000 shares of HK\$0.01 each to HK\$12,000,000 divided into 1,200,000,000 shares of HK\$0.01 each by the creation of an additional 400,000,000 new shares of HK\$0.01 each and such new shares shall rank *pari passu* in all respects with the existing shares of the Company (the “**Increase in Authorised Share Capital**”); (b) any one Director or the secretary of the Company be and is hereby authorised for and on behalf of the Company to do all such acts or things necessary to give effect to the Increase in Authorised Share Capital; and (c) 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.”

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## NOTICE OF AGM

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### SPECIAL RESOLUTION

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

“**THAT**, conditional upon the passing of resolution no. 7 as set out in the notice convening an annual general meeting of the Company of which this resolution forms part,

- (a) 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 4 June 2025 be and are hereby approved;
- (b) the fourth 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 of the Company, a copy of which has been produced to the meeting and marked “A”, and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to restate, the existing memorandum and articles of association of the Company with effect immediately from the close of the meeting; and
- (c) (i) 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 give effect to 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 (ii) 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, 4 June 2025

*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



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## NOTICE OF AGM

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*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the annual general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Where there are joint registered holders of any share of the Company, any one such person may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. With regard to ordinary resolutions set out in paragraphs 2 and 4 to 6 of this notice, a circular giving details of the re-electing of directors and general mandates to issue and to repurchase shares will be despatched to shareholders. The biographical details of the retiring directors who are subject to re-election at the meeting are set out in Appendix II to the circular.
6. The register of members of the Company will be closed from 24 June 2025 to 27 June 2025 (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 23 June 2025.

*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.*