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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) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Success Finance Group Holdings Limited to be held on the 49th Floor, Success Finance Center, No. 29 Fuhua Road, Dongping Community, Lecong Town, Foshan City on 30 June 2026 at 4 p.m. is set out on pages 17 to 21 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.

29 May 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on the 49th Floor, Success Finance Center, No. 29 Fuhua Road, Dongping Community, Lecong Town, Foshan City on 30 June 2026 at 4 p.m., the notice of which is set out on pages 17 to 21 of this circular, or any adjourned meeting thereof;
“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 Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	China Success Finance Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 3623);
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules, and in the context of our Company, means Mr. Zhang Tiewei, Mr. Xu Kaiying, Mr. Pang Haoquan, Expert Depot Limited, Bliss Success Investments Limited and Novel Heritage Limited;
“Corporate Governance Code”	The Corporate Governance Code annexed as Appendix C1 to the Listing Rules;
“Director(s)”	director(s) of the Company from time to time;
“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;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	29 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Mr. Li”	Mr. Li Bi, an executive Director and chief executive officer;
“Mr. Xu”	Mr. Xu Kaiying, an executive Director;
“Mr. Zhou”	Mr. Zhou Xiaojiang, 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;
“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);

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Companies Ordinance;
“Success Guarantee”*	廣東集成融資擔保有限公司 (Guangdong Success Finance Guarantee Company Limited*), a limited liability company established under the laws of the PRC on 26 December 1996;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC in Hong Kong; and
“%”	per cent.

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

LETTER FROM THE BOARD



China Success Finance Group Holdings Limited

中國金融發展(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3623)

Executive Directors:

Mr. Zhang Tiewei (*Chairman*)
Mr. Li Bin (*Chief Executive Officer*)
Ms. Dai Jing
Mr. Xu Kaiying
Mr. Pang Haoquan

Principal place of business in Hong Kong:

Unit 604, 6/F
Tesbury Centre
28 Queen's Road East
Wan Chai
Hong Kong

Independent Non-executive Directors:

Mr. Tsang Hung Kei
Mr. Au Tien Chee Arthur
Mr. Zhou Xiaojiang

Registered office in Cayman Islands:

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

29 May 2026

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The Company will propose resolutions at the AGM to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the last annual general meeting of the Company held on 27 June 2025; and (b) re-election of Directors.

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.

LETTER FROM THE BOARD

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the last annual general meeting of the Company held on 27 June 2025, 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 17 to 20 of this circular.

As at the Latest Practicable Date, the Company had 630,663,336 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 126,132,667 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 63,066,333 Shares under the Repurchase Mandate.

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

LETTER FROM THE BOARD

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

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of eight Directors, the executive Directors are Mr. Zhang Tiewei, Mr. Li, Ms. Dai Jing, Mr. Xu and Mr. Pang Haoquan and the independent non-executive Directors are Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Zhou.

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

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

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

LETTER FROM THE BOARD

The Company has also received the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from Mr. Zhou. During the years of his appointment, Mr. Zhou 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. Zhou does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company; (ii) Mr. Zhou 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. Zhou 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. Zhou, and the current skill mix of the Board, the Nomination Committee and the Board consider that the long service of Mr. Zhou 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 benefited greatly from his presence who has over time gained valuable insight of the Group. The Nomination Committee believes that the re-election of Mr. Zhou 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 27 March 2026, 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. Zhou 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 Board believes that Mr. Zhou is capable of making an objective contribution to the Board. The Nomination Committee proposed the re-appointment of Mr. Li and Mr. Xu as executive Directors and Mr. Zhou as an independent non-executive Director to the Board and the Board has made recommendations to the Shareholders for the re-election of the retiring Directors at the AGM. Each of Mr. Li, Mr. Xu and Mr. Zhou 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.

As at the Latest Practicable Date, the independent non-executive directors of the Company are Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Zhou. The term of office is as follows:

Name	Term of office
Mr. Tsang Hung Kei	From 18 October 2013 to the present
Mr. Au Tien Chee Arthur	From 18 October 2013 to the present
Mr. Zhou	From 4 July 2016 to the present

As the terms of three independent non-executive Directors for more than nine years, the Board is currently identifying candidates and separate resolution will be proposed at the next year's AGM Meeting to appoint new independent non-executive directors.

LETTER FROM THE BOARD

AGM

A notice of the AGM to be held on the 49th Floor, Success Finance Center, No. 29 Fuhua Road, Dongping Community, Lecong Town, Foshan City on 30 June 2026 at 4 p.m. is set out on pages 17 to 21 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 (<http://www.chinasuccessfinance.com/>) and the Stock Exchange (<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.

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 and (ii) the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

MISCELLANEOUS

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

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

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

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

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

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was 1,200,000,000 Shares, of which a total of 630,663,336 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 63,066,333 Shares. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

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

FUNDING OF REPURCHASE

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

REASONS FOR REPURCHASES

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

EFFECT OF EXERCISING THE REPURCHASE MANDATE

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

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

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

UNDERTAKING OF THE DIRECTORS

The Directors will exercise the power of the Company to make purchases pursuant to the proposed resolution in relation to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands where the Company is incorporated.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code. As at the Latest Practicable Date and insofar the Directors are aware of, the Controlling Shareholders owned 262,952,000 Shares, representing approximately 41.69% 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:

	Share Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
April	1.00	0.72
May	1.24	0.86
June	1.20	1.00
July	1.25	1.00
August	1.49	1.13
September	1.67	1.29
October	1.39	1.21
November	1.32	1.20
December	1.24	1.00
2026		
January	1.11	0.86
February	1.00	0.80
March	0.85	0.70
April	0.79	0.70
May (up to the Latest Practicable Date)	0.76	0.65

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

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

Mr. Li Bin

Mr. Li, aged 53, was the executive director and the chief executive officer of our Group. Mr. Li joined our Group in 2006 as an assistant to the general manager and the manager of the post-guarantee management department of Success Guarantee. He was promoted to general manager of Success Guarantee in 2009 and was appointed as the executive director and the chief executive officer of the Group on 18 October 2013. Mr. Li resigned as the chief executive officer of our Company with effect from 15 September 2014 in order to focus his time and effort on the development of the guarantee business of the Company and continue to serve as an executive director of our Company. Mr. Li was appointed as the chief operating officer of our Group on 31 August 2015 and is responsible for overseeing our Group's operations and internal management system. He was appointed as the vice chairman of Success Guarantee in 2016. He resigned from the chief operating officer of the Group and was appointed as the chief executive officer of the Group on 18 May 2018, and he will continue to serve as an executive director. Mr. Li is also the general manager of Foshan Success Financial Leasing Company Limited as well as the director and general manager of Foshan Success Cloud Technology Company Limited, all being subsidiaries of the Group.

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

Mr. Li has entered into a service agreement with the Company for a term of three years effected from 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. Li is entitled to obtain HK\$480,000 per annum for his appointment as an executive director, which was determined by the Board based on the recommendations of the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Li was interested in 1,900,000 share options within the meaning of Part XV of the SFO (representing approximately 0.3% of the issued share capital of the Company as at the Latest Practicable Date). He has been granted with 400,000 share options exercisable from 18 May 2020 to 17 May 2030 at an exercise price of HK\$0.84 per share, 1,000,000 share options exercisable from 17 October 2024 to 16 October 2033 at an exercise price of HK\$0.74 per share, and 500,000 share options exercisable from 29 April 2026 to 28 April 2035 at an exercise price of HK\$0.85 per share, respectively.

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

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

Mr. XU Kaiying

Mr. Xu, aged 62, was appointed as our non-executive director on 18 October 2013 and re designated as our executive director on 4 July 2016. Mr. Xu invested in our Group as a shareholder of Success Guarantee in February 2001. Mr. Xu is the chairman of Guangdong MuPai Technology Limited Company, and a director of each of Foshan Success Industry Investment Company Limited, Success Investment Holdings Group Company Limited, Foshan Success Finance Group Company Limited and Xinjiang Jianashi Motorcycle Co.,Ltd. Mr. Xu is also a director of China Success Capital (HK) Limited and the vice chairman of Success Guarantee, both being subsidiaries of the Group.

Mr. Xu is a member of the 5th National People's Congress of Chancheng District, Foshan City and the Executive Chairman of the Foshan Chamber of Commerce for Private Enterprises Investors. And he was, a standing member of the 14th Executive Committee of the Foshan Federation of Industry and Commerce (General Chamber of Commerce) and a member of the 10th, 11th and 12th Foshan Municipal Committee of the Chinese People's Political Consultative Conference. Mr. Xu obtained a bachelor's degree in finance management from Beijing Economic and Technological College in July 2008. Mr. Xu has completed a post-EMBA degree at the Peking University.

Mr. Xu 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. Xu is entitled to obtain HK\$360,000 per annum for his appointment as an executive director, which was determined by the Board based on the recommendations of the remuneration committee of the Company.

Mr. Xu is a Controlling Shareholder of the Company and entered into a concert party agreement under section 371 of the SFO with other Controlling Shareholders (including two other Directors) of the Company. As at the Latest Practicable Date, Mr. Xu was interested in 262,952,000 shares, representing approximately 41.69% of issued share capital of the Company.

Mr. Xu was also 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 400,000 and 500,000 share options, which are exercisable during 18 May 2020 to 17 May 2030 and 29 April 2026 to 28 April 2035 at exercise prices of HK\$0.84 and HK\$0.85 per share respectively.

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

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

Mr. ZHOU Xiaojiang

Mr. Zhou, aged 63, was appointed as the independent non-executive Director on 4 July 2016. Mr. Zhou is a director of Beijing Grandtopeak Quntong Investment Holding Group Co., Ltd. (北京國泰群同投資控股集團有限公司) (formerly known as Grandtopeak Land Consolidation Group Co., Ltd. (國泰土地整理集團有限公司)) and has been the chairman and legal representative of Beijing Guotai Balance Land Layout and Design Co., Ltd. (北京國泰天平行土地規劃設計有限公司), the chairman and legal representative of Beijing Hongtai Entrepreneurial Land Consolidation Co., Ltd. (北京宏泰創業土地整理有限公司), the chairman and legal representative of Beijing Guotai Pilot Sailing Boat Investment Co., Ltd. (北京國泰領航帆船投資有限公司), and the general manager and legal representative of Guotai Jinglu Investment Holdings Co., Ltd. (國泰京魯投資控股有限公司) since December 2007.

Mr. Zhou was the chairman and legal representative of Beijing Zhong Di Land Consolidation Co., Ltd. (北京中地土地整理有限公司) and the chairman and legal representative of Beijing Guoxing Weiye Land Consolidation Co., Ltd. (北京國興偉業土地整理有限公司). Mr. Zhou was the chairman and legal representative of Guoyu Economic Development Corporation (國宇經濟發展總公司) (formerly China Three Gorges Economic Development Corporation (中國三峽經濟發展總公司)) from December 2004 to May 2007. He was also the general manager and legal representative of Hualian Real Estate Development Company (中國華聯房地產開發公司) from March 2001 to May 2007. Mr. Zhou obtained a bachelor degree of science, majoring in urban planning, from Chongqing University (formerly known as Chongqing Construction Engineering College (重慶建築工程學院)) in August 1983 and an MBA from Murdoch University in Australia in 2001.

Mr. Zhou 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. Zhou 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. Zhou 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. Zhou (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. Zhou 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.

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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 on the 49th Floor, Success Finance Center, No. 29 Fuhua Road, Dongping Community, Lecong Town, Foshan City on 30 June 2026 at 4 p.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 2025.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Li Bin as an executive director;
 - (ii) Mr. Xu Kaiying as an executive director; and
 - (iii) Mr. Zhou Xiaojiang (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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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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- (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
- (e) for the purposes of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”
6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions, as ordinary resolutions of the Company:

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

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

Hong Kong, 29 May 2026

Principal place of business:
604, 6th, Floor
Tesbury Centre
28 Queen’s Road East, Wanchai
Hong Kong

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

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the annual general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

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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 25 June 2026 to 30 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered and no shares will be allotted and issued on the exercise of the subscription rights attaching to the outstanding share options granted by the Company. In order to qualify for attending the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 24 June 2026.

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.