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

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF 45% ISSUED SHARE CAPITAL IN THE TARGET COMPANY INVOLVING ISSUE OF CONSIDEATION SHARES UNDER SPECIFIC MANDATE

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

Donvex 富域資本

Donvex Capital Limited
富域資本有限公司

THE PROPOSED ACQUISITION

The Board is pleased to announce that on 31 August 2026 (after the trading hours), China Success HK, a wholly owned subsidiary of the Company, and the Vendor entered into the Agreement, pursuant to which China Success HK has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 45% of the issued share capital in the Target Company at a consideration of RMB34.253 million. The Consideration shall be satisfied by the allotment and issue of 78,780,000 Consideration Shares by the Company to the Vendor (or its nominee(s)) at the issue price of HK$0.5 per Consideration Share under the Specific Mandate to be sought at the EGM.

The Consideration Shares comprise a total of 78,780,000 Shares, representing approximately 12.49% of the existing issued share capital of the Company as at the date of this announcement and approximately 11.10% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares (assuming there will not be any other issue or repurchase of Shares prior to Completion).

The Target Company is currently a non wholly-owned subsidiary of the Company, indirectly owned as to 51% by the Company. Upon Completion, China Success HK will hold 96% of the issued share capital of the Target Company, while the remaining 4% will continue to be owned by GNW Power Limited , the existing shareholder of the Target Company.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Vendor holds 45% issued share capital in the Target Company and is a substantial shareholder of the Target Company . As the Target Company is also a subsidiary of the Company, hence, the Vendor is a connected person of the Company. Accordingly, the Proposed Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Proposed Acquisition are more than 5% but are all less than 25%, the Proposed Acquisition constitutes a discloseable and connected transaction for the Company and are subject to the reporting, announcement, circular and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the other Director has a material interest in the Agreement and is required to abstain from voting on the relevant Board resolutions.

The Consideration Shares will be issued under the Specific Mandate to be sought from the Independent Shareholders at the EGM.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Tsang Hung Kei, Mr. Au Tien Chee Authur and Mr. Zhou Xiaojiang, has been established to advise the Independent Shareholders on matters in relation to the terms of the Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares pursuant to the Specific Mandate). Donvex Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders thereon.

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) by way of poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and his associates do not hold any Shares as at the date of this announcement. Accordingly, none of the Shareholders has a material interest in the Proposed Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate, and no Shareholder would be required to abstain from voting at the EGM.

A circular containing, among other things, (i) details of the Agreement; (ii) details regarding the issue of the Consideration Shares pursuant to the Specific Mandate; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Agreement and the transactions contemplated thereunder; (iv) a letter from Donvex Capital Limited to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Agreement and the transactions contemplated thereunder; (v) the notice convening the EGM and a proxy form; and (vi) other information as required under the Listing Rules will be despatched to the Shareholders on or before 21 September 2026.

Shareholders and potential investors of the Company should note that Completion is subject to the fulfillment (or waiver, if applicable) of the conditions precedent under the Agreement, and Completion may or may not take place. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the Shares.

THE PROPOSED ACQUISITION

China Success HK, a wholly owned subsidiary of the Company, entered into the Agreement to acquire further interest in the Target Company, which is a non-wholly owned subsidiary of the Company and indirectly owned as to 51% by the Company, at the consideration of RMB34.253 million to be settled by the Company allotting and issuing the Consideration Shares under the Specific Mandate to the Vendor (or its nominees).

Principal terms of the Agreement are as follows:

Date

31 August 2026

Parties

(i) China Success HK, a wholly owned subsidiary of the Company; and

(ii) the Vendor

As at the date of this announcement, the Vendor holds 45% issued share capital in the Target Company (a subsidiary of the Company), is a substantial shareholder of the Target Company and therefore a connected person of the Company.

Assets to be acquired

Pursuant to the Agreement, China Success HK has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 45% of the entire issued share capital of the Target Company, free from encumbrances and together with all rights attached thereto as at the Completion Date.

The Vendor originally acquired 45% issued share capital in the Target Company at a consideration of HK$39.39 million.

Consideration

The Consideration of RMB34.253 million, shall be satisfied in full by the allotment and issue of 78,780,000 Consideration Shares to the Vendor under Specific Mandate, at the Issue Price of HK$0.5 per Consideration Share. The Consideration Shares shall be issued to the Vendor (or its nominees) by stages subject to the fulfillment of the Aggregate Guaranteed Profit during the Profit Guarantee Period.

The Consideration was determined after arm's length negotiations between the Company and the Vendor on normal commercial terms after considering the preliminary valuation of the 45% issued share capital in Target Company and the reasons for and benefits of the Proposed Acquisition as described under the paragraph headed "Reasons for and benefits of the Proposed Acquisition" below. Further information on the Valuation will be included in the circular relating to the Proposed Acquisition to be despatched.

Consideration Shares

The Consideration Shares comprise a total of 78,780,000 Shares, representing approximately 12.49% of the existing issued share capital of the Company as at the date of this announcement and approximately 11.10% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares (assuming there will not be any other issue or repurchase of Shares prior to Completion).

The Consideration Shares will be issued in tranches by the Company under the Specific Mandate. Please refer to the paragraph "Profit guarantee" below for the issue of Consideration Shares in tranches. The Company will seek the grant of the Specific Mandate from the Independent Shareholders at the EGM. An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

The Consideration Shares when allotted and issued shall be credited as fully paid and rank pari passu with all other Shares in issue in the share capital of the Company.

The Issue Price of HK$0.5 per Consideration Share was determined after arm's length negotiations between the Company and the Vendor with reference to, among other things, the recent trading prices of the Shares, which represents:

(i) a discount of approximately 16.7% over the closing price of HK$0.6 per Share as quoted on the Stock Exchange as at the date of this announcement;

(ii) a discount of approximately 13.0% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the last five consecutive trading days up to and including the date of this announcement of approximately HK$0.575 per Share; and

(iii) a discount of approximately 13.6% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the date of this announcement of approximately HK$0.579 per Share.

The Directors (excluding the independent non-executive Directors whose views will be given after considering the advice from the Independent Financial Adviser) consider that the Consideration and the Issue Price are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares under the Specific Mandate.

Conditions precedent

Completion is conditional upon the satisfaction or waiver (as the case may be) of the following conditions:

(i) the Stock Exchange granting approval for the listing of, and permission to deal in, the Consideration Shares;

(ii) the passing of all necessary resolutions by the Shareholders at a duly convened EGM to approve, including but not limited to, the Agreement and the transactions contemplated under the Agreement including the allotment and issue of the Consideration Shares; and

(iii) all necessary consents, authorisations, licenses and approvals required to be obtained in respect of the Proposed Acquisition are obtained.

The Conditions set out in paragraphs (i) to (ii) above are non-waivable. In respect of the Condition set out in paragraph (iii) above, as at the date of this announcement, the Parties are not aware of any specific consents required by applicable laws to be obtained from any governmental authority to consummate the Proposed Acquisition. As at the date of this announcement, none of the Conditions have been fulfilled.

Completion

Completion shall take place on the seventh (7th) Business Day following the fulfilment (or waiver if applicable) of the conditions precedent or such other date as the parties to the Agreement shall agree in writing.

As at the date of this announcement, the Target Company is currently an indirect non wholly-owned subsidiary of the Company and is owned as to 51% by China Success HK. Upon Completion, China Success HK will hold 96% of the issued share capital of the Target Company, while the remaining 4% will continue to be owned by GNW Power Limited , the existing shareholder of the Target Company.

Profit guarantee

Pursuant to the Agreement, the Vendor undertakes and warrants to China Success HK that the aggregate net profit of the Target Company during the Profit Guaranteed Period shall not be less than RMB48,131,000 ("**Aggregate Guaranteed Profit**").

The net profit of the Target Company will be reviewed within four months after the end of each financial year during the Profit Guarantee Period to determine the proportion of the audited net profit for that year relative to the Aggregate Guaranteed Profit. The Company shall issue the corresponding proportion of the Consideration Shares to the Vendor within six months after the end of the relevant financial year.

If the total number of Consideration Shares to be issued exceeds the remaining unissued Consideration Shares before the expiry of the Profit Guarantee Period, the Company shall issue all the remaining Consideration Shares to the Vendor. In such case, no further Consideration Shares will be issued to the Vendor for the remaining Profit Guarantee Period, and the Vendor shall be deemed to have fulfilled the Profit Guarantee.

If the audited net profit of the Target Company is nil or negative in any financial year during the Profit Guarantee Period, the Vendor shall not be entitled to receive any Consideration Shares for that year.

In the event that the Aggregate Guaranteed Profit is not achieved by the end of the Profit Guarantee Period, the Profit Guarantee Period shall be automatically extended for two additional financial years until 31 December 2030 (unless otherwise agreed by the Parties in writing). If the Aggregate Guaranteed Profit is still not achieved by the end of the extended period, the remaining unissued Consideration Shares shall not be issued to the Vendor.

If the actual performance of the Aggregate Guaranteed Profit fails to meet the relevant guarantee, the Company will comply with relevant disclosure requirements (including Rules 14.36B and 14A.63 of the Listing Rules).

Lock-up provision

The Vendor shall not, and shall procure its nominee(s) not to, sell, transfer or otherwise dispose of any Consideration Shares during the lock-up period of two years commencing from the date of allotment and issue of the relevant tranche. During the extended profit guarantee period, any Consideration Shares issued in the first extended financial year shall only be subject to a lock-up period of one year from the date of allotment and issue, and shall not be subject to any lock-up restriction if issued in the second extended financial year. If the Vendor sell, transfer or otherwise dispose of any Consideration Shares during the lock-up period, the number of Consideration Shares that would otherwise be allotted and issued to the Vendor in any subsequent tranche(s) shall be reduced by the same number of Consideration Shares so transferred, sold, disposed of or withdrawn.

VALUATION

The Valuation was conducted by LCH (Asia-Pacific) Surveyors Limited ("**LCH**"), an independent valuer, who has the necessary qualifications to perform the Valuation and also has sufficient experience in carrying out similar valuations. The assessed value of 45% issued share capital in Target Company as at 30 June 2026 was RMB34.253 million (approximately HK$39.39 million).

Basis of Valuation

The Valuation was conducted on the basis of "Market Value". According to International Valuation Standards, Market Value is the estimated amount for which an asset and/or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

Valuation Methodology

In assessing the value of 45% equity interests in the Target Company ("Appraised Asset"), market approach was adopted. The Market Approach is basically a comparison method to value a business enterprise by comparison to the prices at which other similar business nature companies or interests changed hands in arm's-length transactions. The underlying theory of this approach is one would not pay more than one would have to pay for an equally desirable alternative. As there is no available shares transactions information of similar companies as the Target Company, LCH adopted the Guideline Publicly Traded Company Method of market approach by considering financial multiples of comparable companies.

EFFECT OF SHAREHOLDING STRCTURE OF THE COMPANY

As at the date of this announcement, the Company has 630,663,336 Shares in issue. The following table sets out the shareholding structure of the Company as at the date of this announcement and immediately upon Completion and the allotment and the issue of the Consideration Shares (assuming there will be no change in the share capital of the Company prior to the Completion):

	As at the date of this announcement		**Immediately upon the allotment and issue of Consideration Shares**	
Shareholders	*No. of Shares*	*Approximate (%)*	*No. of Shares*	*Approximate (%)*
Directors				
Xu Kaiying (Notes 1, 4 and 5)	262,952,000	41.69%	262,952,000	37.06%
Pang Haoquan (Notes 2, 4 and 5)	262,952,000	41.69%	262,952,000	37.06%
Substantial Shareholder				
Zhang Tiewei (Notes 3, 4 and 5)	262,952,000	41.69%	262,952,000	37.06%
New Maestro Investments Limited	44,996,000	7.13%	44,996,000	6.34%
The Vendor	—	—	78,780,000	11.10%
Public Shareholders	322,715,336	51.17%	322,715,336	45.49%
Total	630,663,336	100.00%	709,443,336	100.00%

Notes:

1. Mr. Xu Kaiying is the chairman of the Board and an executive Director. Bliss Success Investments Limited holds 74,110,000 Shares and is beneficially wholly owned by Mr. Xu Kaiying. Mr. Xu Kaiying is deemed to be interested in the Shares held by Bliss Success Investments Limited.

2. Mr. Pang Haoquan is an executive Director. Novel Heritage Limited holds 63,294,000 Shares and is beneficially wholly owned by Mr. Pang Haoquan. Mr. Pang Haoquan is deemed to be interested in the Shares held by Novel Heritage Limited.

3. Mr. Zhang Tiewei, resigned as the chairman of the Board and an executive Director on 13 August 2026, who beneficially, owns 1,638,000 shares. Expert Depot Limited holds 123,910,000 Shares and is beneficially wholly owned by Mr. Zhang Tiewei. Mr. Zhang Tiewei is deemed to be interested in the Shares held by Expert Depot Limited.

4. Pursuant to an acting in concert confirmation dated 17 February 2023, Mr. Zhang Tiewei, Mr. Xu Kaiying, and Mr. Pang Haoquan confirmed they have been acting in concert, in exercising and implementing the management and operation of the Group with each other and reached consensus before making any commercial decisions (including financial decisions and business operation decisions) on an unanimous basis. Hence, they are deemed to be interested in 262,952,000 shares by virtue of the SFO, representing approximately 41.69% of the total issued share capital of the Company as at the date of this announcement.

5. On 18 May 2020, the Company granted 400,000 of the 2020 Share Options under the Post-IPO Share Option Scheme to each Director of the Board. On 29 April 2025, the Company granted 500,000 of the 2025 Share Options under the 2024 Share Option Scheme to each Director of the Board. Therefore, each Director is beneficially interested in equity derivatives in respect of 400,000 Shares pursuant to the Post-IPO Share Option Scheme and 500,000 Shares pursuant to the 2024 Share Option Scheme. As at the date of this announcement, none of the Share Options has been exercised and therefore will not affect the shareholding structure of the Company.

INFORMATION OF THE VENDOR

As at the date of this announcement, the Vendor is a substantial shareholder of the Target Company holding 45% of the issued share capital of the Target Company, who is a merchant of PRC nationality with extensive investment experience.

Upon Completion, China Success HK will hold 96% of the issued share capital of the Target Company, while the remaining 4% will continue to be owned by GNW Power Limited, which is wholly owned by GU Weiping (顧衛平) and CAO Guangping (曹廣平), both are independent third parties of the Company.

INFORMATION OF CHINA SUCCESS HK AND THE GROUP

China Success HK is a wholly owned subsidiary of the Company. It is principally engaged in investment holding.

The principal activities of the Group are (i) provision of guarantee, financial leasing, factoring service and consulting and maintenance service in the PRC, (ii) provision of breeding service in the PRC, and (iii) trading of energy storage system in overseas.

INFORMATION OF THE TARGET COMPANY

The Target Company is a limited company incorporated under the laws of Hong Kong and as at the date of this announcement has an authorized capital of HK$100,000 divided into 100,000 shares of HK$1.00 each of which 100,000 shares are issued and fully paid up. It is principally engaged in the research and development, manufacturing and sale of energy storage products.

The Target Company is principally engaged in the sale of energy storage products in Australia, South Africa, Sweden and the United Kingdom. The Target Company's business is conducted on a project-by-project basis. Orders are first placed with the Target Company, which then procures the necessary raw materials from the PRC. There are no long-term distributorship or strategic agreements in place, which helps to mitigate the risk of stock accumulation.

Set out below is a summary of the financial information in the unaudited consolidated accounts of the Target Company for each of the two financial years ended 31 December 2025 and the six months ended 30 June 2026:

	For the financial year ended 31 December		**For the six months ended 30 June**
	2024	**2025**	**2026**
	RMB	*RMB*	*RMB*
	(audited)	*(audited)*	*(unaudited)*
Net profit/(loss) before taxation	(1,649,334)	193,661	(2,069,542)
Net profit/(loss) after taxation	(1,649,334)	193,661	(2,069,542)

As at 30 June 2026, the unaudited consolidated net assets of the Target Group was approximately RMB-3.55 million.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The Target Company has been a subsidiary of the Company since September 2023, engaging in sale of energy storage products. The Vendor has extensive experience and expertise in the energy storage industry. Previously, the Company relied on the Vendor to expand its market share in the industry. In recent years, the Target Company's business has matured. Given the strong global demand for energy storage solutions driven by artificial intelligence (AI) applications and the broader electricity sector, the Company intends to further expand its market share and strengthen its presence in overseas markets, including Australia, South Africa and Sweden.

Having regard to the Company's current cash flow position, the consideration will be satisfied by the allotment and issue of Consideration Shares. The Board (excluding the independent non-executive Directors who will give their views after taking into account the opinion given by Donvex Capital Limited which has been appointed as the independent financial adviser to advise on the Agreement and the transactions contemplated thereunder) considers that the Proposed Acquisition represents a valuable opportunity for the Group to expand its market presence which the Company does not wish to miss.

In view of the above, the Board (excluding the independent non-executive Directors who will give their views after taking into account the opinion given by Donvex Capital Limited which has been appointed as the independent financial adviser to advise on the Agreement and the transactions contemplated thereunder) considers that the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable and that the Agreement is on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Vendor holds 45% issued share capital in the Target Company and is a substantial shareholder of the Target Company. As the Target Company a subsidiary of the Company, hence, the Vendor is a connected person of the Company. Accordingly, the Proposed Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Proposed Acquisition are more than 5% but are all less than 25%, the Proposed Acquisition constitutes a discloseable and connected transaction for the Company and are subject to the reporting, announcement, circular and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the other Director has a material interest in the Agreement and is required to abstain from voting on the relevant Board resolutions.

The Consideration Shares will be issued under the Specific Mandate to be sought from the Independent Shareholders at the EGM.

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) by way of poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and his associates do not hold any Shares as at the date of this announcement. Accordingly, none of the Shareholders had a material interest in the Proposed Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate, and no Shareholder would be required to abstain from voting at the EGM.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Tsang Hung Kei, Mr. Au Tien Chee Authur and Mr. Zhou Xiaojiang, has been established to advise the Independent Shareholders on matters in relation to the terms of the Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares pursuant to the Specific Mandate). Donvex Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders thereon.

A circular containing, among other things, (i) details of the Agreement; (ii) details regarding the issue of the Consideration Shares pursuant to the Specific Mandate; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Agreement and the transactions contemplated thereunder; (iv) a letter from Donvex Capital Limited to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Agreement and the transactions contemplated thereunder; (v) the notice convening the EGM and a proxy form; and (vi) other information as required under the Listing Rules will be despatched to the Shareholders on or before 21 September 2026.

Shareholders and potential investors of the Company should note that Completion is subject to the fulfillment (or waiver, if applicable) of the conditions precedent under the Agreement, and Completion may or may not take place. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"2020 Share Options"	an aggregate of 32,155,400 share options granted by the Company to eligible participants on 18 May 2020 under the Post-IPO Share Option Scheme
"2024 Share Option Scheme"	the share option scheme adopted by the Company on 28 June 2024
"2025 Share Options"	an aggregate of 9,000,000 share options granted to eligible participants by the Company on 29 April 2025 under the 2024 Share Option Scheme
"Agreement"	the sale and purchase agreement dated 31 August 2026 entered into between the Company and the Vendor in relation to the Proposed Acquisition
"associates"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	any day (excluding Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"China Success HK"	China Success Finance Holdings Limited, a wholly owned subsidiary of the Company, incorporated under the laws of Hong Kong with limited liability
"Company"	China Success Finance Group Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3623)
"Completion"	completion of the Proposed Acquisition in accordance with the terms and conditions of the Agreement
"Completion Date"	the date on which Completion takes place
"Consideration"	the consideration for the sale and purchase of the Sale Shares is RMB34.253 million

"Consideration Shares"	the new Shares to be allotted and issued by the Company at the Issue Price to settle the Consideration
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares pursuant to the Specific Mandate)
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Tsang Hung Kei, Mr. Au Tien Chee Authur, Mr. Zhou Xiaojiang, established to advise the Independent Shareholders in respect of the terms of the Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares pursuant to the Specific Mandate)
"Independent Financial Adviser"	Donvex Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance and the independent financial adviser to the Independent Board Committee and the Independent Shareholders with respect to the Agreement
"Independent Shareholders"	the Shareholders other than the Vendor and its associate (if any) and those who have material interest in the Agreement or any other person who is required by the Listing Rules to abstain from voting on the resolutions approving, inter alia, the Specific Mandate

"Issue Price"	the issue price of the Consideration Shares of HK$0.5 per Consideration Share
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Post-IPO Share Option Scheme"	the share option scheme conditionally adopted by the Company on 18 October 2013 (as amended from time to time)
"PRC"	the People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"Profit Guarantee Period"	the three financial years ending 31 December 2026, 2027 and 2028
"Proposed Acquisition"	the proposed acquisition by the Company of the Sale Shares from the Vendor pursuant to the terms and conditions of the Agreement
"Sale Shares"	45,000 shares in the Target Company, representing 45% of the total issued share capital of the Target Company as at the date of this announcement
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued share capital of the Company
"Shareholder(s)"	the holder(s) of the issued Shares
"Specific Mandate"	the specific mandate for the allotment and issue of the Consideration Shares, which is subject to the approval by the Independent Shareholders
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	GNW Capital Limited, a company incorporated in Hong Kong with limited liability
"Valuation"	the valuation of the Sale Shares of the Target Company

"Vendor"	Zeng Guoqiang
"HK$"	Hong Kong dollar(s), the lawful currency for the time being of Hong Kong
"%"	per cent.

By order of the Board
China Success Finance Group Holdings Limited
Xu Kaiying
Chairman and Executive Director

Guangdong, the PRC, 31 August 2026

As at the date of this announcement, the Board comprises (i) four executive directors, namely, Mr. Xu Kaiying, Mr. Li Bin, Ms. Dai Jing 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.