
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chanceton Financial Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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This circular, for which the directors of Chanceton Financial Group Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Chanceton Financial Group Limited. The directors of Chanceton Financial Group Limited, 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 or this circular misleading.



CHANCETON FINANCIAL GROUP LIMITED

川盟金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

**PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
REFRESHMENT OF SCHEME MANDATE LIMIT;
PROPOSED RE-ELECTION OF THE DIRECTORS;
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Chanceton Financial Group Limited to be held at Unit 3609, 36/F., West Tower, Shum Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 September 2015 at 11:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (www.hkgem.com) and the Company (www.chanceton.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of publication.

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2014 AGM”	the annual general meeting held by the Company on 20 August 2014;
“AGM”	an annual general meeting of the Company to be held at Unit 3609, 36/F., West Tower, Shum Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 September 2015 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“BVI”	the British Virgin Islands;
“Company”	Chanceton Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Convertible Bonds”	The convertible bonds at a principal amount of HK\$87,500,000 issued by the Company in relation to the acquisition of 20% equity in Revenue Synthesis Limited as disclosed in the announcement of the Company dated 24 August 2012;
“Director(s)”	the director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“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 PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;

DEFINITIONS

“Latest Practicable Date”	27 August 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“PRC”	The People’s Republic of China;
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all options to be granted under the Share Option Scheme;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Share Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme;
“Share Option Scheme”	the share option scheme of the Company adopted on 21 September 2011;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



CHANCETON FINANCIAL GROUP LIMITED

川盟金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

Executive Directors:

Ms. Ho Chiu Ha Maisy (*Chairman*)
Mr. Wong Kam Wah
Mr. Leung Man Kit
Mr. Lau Ling Tak
Ms. Man Wing Yee Ginny
Mr. Wang Qiang
Mr. Yu Bin

Registered Office:

Coden Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Chiu Chi Kong
Mr. William Robert Majcher
Mr. Yau Yan Ming Raymond

Principal Place of Business in Hong Kong:

Unit 3609, 36/F, West Tower,
Shum Tak Centre
168 – 200 Connaught Road Central
Hong Kong

28 August 2015

To the Shareholders

Dear Sir or Madam

**PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
REFRESHMENT OF SCHEME MANDATE LIMIT;
PROPOSED RE-ELECTION OF THE DIRECTORS;
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of issued Shares repurchased by the Company under the Repurchase Mandate; (iv) refreshment of the Scheme Mandate Limit; and (v) the re-election of the Directors.

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the 2014 AGM, resolutions were passed by the Shareholders at the meeting giving general mandates to the Directors:

- (i) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at that date;
- (ii) to repurchase Shares with the aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at that date; and
- (iii) to add to the general mandate for issuing Shares set out in (i) above and the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in (ii) above.

The abovementioned general mandates will expire at the conclusion of the AGM, unless renewed at that meeting.

At the AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on GEM or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$2,220,000.00 (equivalent to 222,000,000 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Repurchase Mandate**");
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$4,440,000.00 (equivalent to 444,000,000 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Issuance Mandate**"); and

LETTER FROM THE BOARD

- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the ordinary resolutions contained in items 9 and 10 of the notice of the AGM as set out on pages 21 to 25 of this circular. With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme

The Share Option Scheme was adopted by the Company pursuant to a written resolution of the Company conditionally approved by a written resolution of the sole Shareholder passed on 21 September 2011. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the GEM Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Share Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as refreshed. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the Shares of the Company (or its subsidiaries) in issue from time to time. No options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the limit being exceeded.

LETTER FROM THE BOARD

The Scheme Mandate Limit

The existing Scheme Mandate Limit (the “**2013 Scheme Limit**”) was granted at the annual general meeting of the Company held on 25 September 2013, pursuant to which the Directors were authorized to grant Share Options carrying rights to subscribe for up to a maximum number of 222,000,000 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting of 2,220,000,000 Shares. On 17 September 2014, the Board resolved to approve a grant of 154,000,000 Share Options to selected individuals (the “**Grantees**”) as a reward for their contributions to the Company. The validity of such grant was subject to acceptance by the Grantees within 6 months from the date of the offer letters issued on 17 September 2014 (the “**Acceptance Period**”). Upon expiry of the Offer Period on 16 March 2015, 15,000,000 Share Options were accepted by relevant Grantees while the proposed Grantees entitling for the remaining 139,000,000 Share Options had not accepted their respective entitlements. As such, since 25 September 2013 and up to the Latest Practicable Date, 15,000,000 Share Options were successfully granted under the 2013 Scheme Limit and remain outstanding while 139,000,000 Share Options granted but subject to acceptance by relevant Grantees were deemed to have been irrevocably declined in accordance with the terms and conditions of the Share Option Scheme as the proposed Grantees of the 139,000,000 Share Options had not accepted the offer upon expiry of the Acceptance Period. Since the adoption of the Share Option Scheme on 21 September 2011 up to and including the Latest Practicable Date, save as the above-mentioned 15,000,000 Share Options granted under the 2013 Scheme Limit and remain outstanding, no other Share Options were granted, cancelled, lapsed and exercised, which means the Company had utilised approximately 6.76% of the 2013 Scheme Limit.

As at the Latest Practicable Date, the Company has 2,220,000,000 Shares currently in issue. Assuming no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued upon the exercise of all the Share Options to be granted under the Scheme Mandate Limit as refreshed will be 222,000,000 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date and is within the 30% limit in issue from time to time as required by the Share Option Scheme.

In order to provide the Company with greater flexibility in granting Share Options to eligible persons (including employees and Directors) of the Company under the Share Option Scheme and to provide incentives and rewards to the eligible persons for their contribution to the Company, the Board decided to seek the approval of the Shareholders to refresh the Scheme Mandate Limit at the AGM. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Conditions of the Refreshment of Scheme Mandate Limit

The proposed refreshment of Scheme Mandate Limit is conditional upon:

- (A) the passing of the necessary ordinary resolution by the Shareholders at the AGM to approve the proposed refreshment of the Scheme Mandate Limit; and
- (B) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Share Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Share Options to be granted under the refreshed Scheme Mandate Limit.

4. PROPOSED RE-ELECTION OF THE DIRECTORS

Pursuant to article 83(3) and 84(2) of the Articles of Association, Mr. Wang Qiang and Mr. Yu Bin, who were appointed as Directors after the 2014 AGM, shall hold office until the AGM and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at the AGM. Pursuant to article 84(2) of the Articles of Association, Mr. William Robert Majcher, Mr. Lau Ling Tak and Mr. Yau Yan Ming Raymond shall retire by rotation at the AGM. All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

In accordance with Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed to be new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Directors are set out in Appendix II to this circular.

5. THE AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 21 to 25 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the Directors.

Pursuant to the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.chanceton.com). Whether or not you are able to attend the AGM, please complete and sign the 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 that power of attorney or authority to the Company's share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate, the refreshment of the Scheme Mandate Limit and the re-election of the Directors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors Proposed to be Re-elected at the AGM) this circular.

Yours faithfully,
On behalf of the Board
Wong Kam Wah
Executive Director

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the proposed granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of the Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,220,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares not exceeding HK\$2,220,000 (equivalent to 222,000,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

The Company is empowered by its memorandum and articles of association to repurchase Shares. The laws of Cayman Islands provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of the capital paid up on the relevant shares, or funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2015) in the event that the Repurchase Mandate was 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 an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, 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 the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the shareholding of the Directors and substantial Shareholders are illustrated in following table:

Name of Shareholders	Number of Shares held <i>(Note 1)</i>	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Ms. Ho Chiu Ha Maisy <i>(Notes 2&4)</i>	563,062,500 (L)	25.36%	28.18%
Mr. Wong Kam Wah <i>(Notes 3&4)</i>	390,000,000 (L)	17.57%	19.52%
Kate Glory Limited <i>(Note 3)</i>	390,000,000 (L)	17.57%	19.52%
Ms. Man Wing Yee Ginny <i>(Note 4)</i>	190,040,000 (L)	8.56%	9.51%
Mr. Yu Bin <i>(Note 4)</i>	200,000,000 (L)	9.00%	10.01%
Mr. Wang Qiang <i>(Note 4)</i>	100,000,000 (L)	4.50%	5.01%
Mr. Lau Ling Tak <i>(Note 4)</i>	43,937,500 (L)	1.98%	2.20%

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Notes:

1. The letter (L) denotes the person's long position in such securities.
2. Ms. Ho Chiu Ha Maisy has a total interest in 563,062,500 shares/underlying shares (representing an aggregate of approximately 25.36% shareholding in the Company), of which (i) 87,062,500 shares were held by Refulgent Sunrise Limited, a company owned as to 36% by Ms. Ho Chiu Ha Maisy and it is an approximately 75% shareholder of Revenue Synthesis Limited, an associated corporation of the Company. As a result, Ms. Ho Chiu Ha Maisy is deemed to be interested in the approximately 75% shareholding in Revenue Synthesis Limited and the 87,062,500 shares of the Company through Refulgent Sunrise Limited by virtue of the SFO; (ii) Ms. Ho Chiu Ha Maisy personal held 336,000,000 shares; and (iii) 140,000,000 shares relate to her derivative interests in the Convertible Bonds through her shareholding in Refulgent Sunrise Limited.
3. The Shares are registered in the name of Kate Glory Limited. Mr. Wong Kam Wah, an executive Director of the Company, is the beneficial owner of the entire issued share capital of Kate Glory Limited. By virtue of the SFO, Mr. Wong Kam Wah is deemed to be interested in the 390,000,000 Shares held by Kate Glory Limited.
4. Ms. Ho Chiu Ha Maisy, Mr. Wong Kam Wah, Ms. Man Wing Yee Ginny, Mr. Lau Ling Tak, Mr. Wang Qiang and Mr. Yu Bin are executive Directors.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

The GEM Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase was that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange from time to time) of the company's issued share capital would be in public hands. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Company has not been notified by any connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the GEM or otherwise).

8. MARKET PRICES OF SHARES

The lowest and highest prices per Share at which the Shares have traded on the GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2014		
August*	0.920	0.840
September	0.840	0.580
October	0.700	0.550
November	0.600	0.550
December	0.600	0.410
2015		
January	0.490	0.295
February	0.370	0.255
March	0.400	0.300
April	0.750	0.330
May	0.810	0.620
June	0.790	0.580
July	0.700	0.365
August (Up to the Latest Practicable Date)	0.660	0.350

Note:

* *The stock trading had been suspended during the period from 1 August 2014 to 28 August 2014.*

Pursuant to the GEM Listing Rules, the details of the Directors, who will offer themselves for re-election at the AGM according to the Articles of Association, are provided below:

(1) MR. LAU LING TAK

Position & experience

Mr. Lau Ling Tak (“Mr. Lau”), aged 41, joined the Group as an independent non-executive Director on 21 September 2011 and re-designated as an executive Director on 21 June 2012, he is responsible for formulating corporate strategy, planning and business development of the Group. He is a member of each of the audit committee, remuneration committee and the nomination committee of the Company.

Mr. Lau obtained the degree of Bachelor of Engineering in Building Services Engineering (Building Electrical Services) from the Hong Kong Polytechnic University in November 2001. Mr. Lau holds the qualification of Chartered Engineer (CEng) since June 2003 and has also been a member of the Society of Operations Engineers (MSOE), Institute of Plant Engineers (MIPlantE) and the International Institute of Management (MIIM) since June 2003, October 2002 and July 2003 respectively.

Mr. Lau has substantial experience in the medical and health care industry. He founded GHC Holdings Limited (previously known as Bio-life (China) Limited) in January 2005 and was appointed as the managing director from its establishment until October 2008. GHC Holdings Limited principally provides medical and dermatology services for the general public through its general clinics and specialist polyclinics that operate in Hong Kong.

From October 2008 to May 2009, Mr. Lau was the director of development of Quality HealthCare Medical Centre Limited, a subsidiary of Allied Overseas Limited (formerly known as Quality HealthCare Asia Limited) (Stock Code: 593) which is a physician led provider group offering an integrated range of healthcare services through a network of medical centres, dental and physiotherapy centres.

Length of service

Mr. Lau has entered into a service agreement with the Company on 11 September 2014 for a specific term of three years but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in Shares

As at the Latest Practicable Date, Mr. Lau is interested in 43,937,500 shares in the Company within the meaning of Part XV of the SFO. Save as disclosed, Mr. Lau does not have any other interests in the shares or underlying shares within the meaning of Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Lau does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the GEM Listing Rules).

Emoluments

Mr. Lau is entitled to receive an annual Director's fee of HK\$300,000, which is determined by the Board after taken into account recommendation from the remuneration committee of the Company and with reference to his experiences, duties and responsibilities and the prevailing market situation.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. Lau that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Mr. Lau that need to be brought to the attention of the Shareholders.

(2) MR. YAU YAN MING RAYMOND**Position & experience**

Mr. Yau Yan Ming Raymond ("Mr. Yau"), aged 47, is an independent non-executive Director. Mr. Yau was appointed an independent non-executive Director on 21 September 2011, responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the audit committee of the Company and a member of each of the remuneration committee and nomination committee of the Company.

Mr. Yau obtained a Master Degree of Science in Japanese Business Studies in December 1995 from Chaminade University of Honolulu and a Bachelor's Degree in Business Administration majoring in Accounting in December 1993 from the University of Hawaii at Manoa in the United States.

Mr. Yau has over 18 years of work experience in auditing, accounting, taxation, company secretarial, corporate finance and financial management, in both private and listed companies. Mr. Yau has been an associate member of the Hong Kong Institute of Certified Public Accountants since October 2004 and a practicing member of American Institute of Certified Public Accountants since July 2001. Mr. Yau has been also a fellow member of The Taxation Institute of Hong Kong since March 2010 and certified tax adviser of The Taxation Institute of Hong Kong since January 2011. He is currently an executive director of Chinese Energy Holdings Limited (formerly known as iMerchants Limited) (stock code: 8009) and an independent non-executive director of Willie International Holdings Limited (stock code: 273), Tack Fiori International Group Limited (stock code: 928) and Enterprise Development Holdings Limited (stock code: 1808). Mr. Yau has been an independent non-executive director of Birmingham International Holdings Limited (stock code: 2309) from October 2007 to May 2013, all of which are companies listed on the Stock Exchange.

Length of service

Mr. Yau has entered into a service agreement with the Company on 21 September 2014 for a specific term of three years but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in Shares

As at the Latest Practicable Date, Mr. Yau was not interested or deemed to be interested in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company and/or its associated corporations.

Relationships

As far as the Directors are aware, Mr. Yau does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the GEM Listing Rules).

Emoluments

Mr. Yau is entitled to receive an annual Director's fee of HK\$180,000, which is determined by the Board after taken into account recommendation from the remuneration committee of the Company and with reference to his experiences, duties and responsibilities and the prevailing market situation.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

On 3 January 2013, Mr. Yau was criticised by the Listing Committee of the Stock Exchange (the "**Listing Committee**") as mentioned in its news release issued on 19 September 2012 in relation to the breaches of certain provisions of the Rules Governing the Listing of Securities of the Stock Exchange (the "**Listing Rules**") while acting as an independent non-executive director of Birmingham International Holdings Limited ("**Birmingham International**", a company listed on the Main Board of the Stock Exchange, stock code: 2309). According to the said news release, the Listing Committee concluded that Mr. Yau, as an independent non-executive director of Birmingham International, and certain other directors of Birmingham International were, during the relevant period, in breach of the "Director's Declaration and Undertaking" given by them to the Stock Exchange pursuant to the Listing Rules for failing to use their best endeavours to procure Birmingham International to comply with the Listing Rules. The related news release of the Stock Exchange can be found under the "HKEx News Release" section of the website of the Stock Exchange.

Save as disclosed above, there is no other information relating to Mr. Yau that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Mr. Yau that need to be brought to the attention of the Shareholders.

(3) MR. WILLIAM ROBERT MAJCHER**Position & experience**

Mr. William Robert Majcher ("Mr. Majcher"), aged 52, is an independent non-executive Director. Mr. Majcher was appointed as an independent non-executive Director on 21 September 2011, responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the nomination committee of the Company and a member of each of the audit committee and remuneration committee of the Company.

Mr. Majcher obtained a degree of Bachelor of Commerce from St. Mary's University, Halifax, Nova Scotia, Canada in May 1984. From 1985 to 2007, Mr. Majcher served in the Royal Canadian Mounted Police (RCMP) and was involved in the detection and prosecution of some publicly reported money laundering cases in the United States and Canada as an undercover agent.

Mr. Majcher has been an executive director of China Investment Fund Company Limited (stock code: 612) from August 2007 to January 2013 and has been appointed to the board of directors of Evolving Gold Corporation (TSX "EVG", FSE "EV7"), a company listed on both TSX Venture Exchange of Canada and Frankfurt Stock Exchange, with effect from 21 September 2007. Mr. Majcher has also been appointed as a director of Q-Gold Resources Ltd., a company listed on TSX Venture Exchange of Canada, since 4 November 2010. Mr. Majcher was a director of First Star Resources Inc., a company listed on TSX Venture Exchange of Canada, from February 2011 to September 2011. He was also a director of Stealth Energy from December 2010 to September 2011, a company listed on the Canadian National Stock Exchange.

Length of service

Mr. Majcher has entered into a service contract with the Company on 21 September 2014 for a specific term of three years but subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in Shares

As at the Latest Practicable Date, Mr. Majcher was not interested or deemed to be interested in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company and/or its associated corporations.

Relationships

As far as the Directors are aware, Mr. Majcher does not have any relationships with any other Directors, senior management, management shareholders (as defined in the GEM Listing Rules), substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Emoluments

Mr. Majcher is entitled to receive an annual Director's fee of HK\$180,000, which is determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. Majcher that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no other matters concerning Mr. Majcher that need to be brought to the attention of the Shareholders.

(4) MR. WANG QIANG

Mr. Wang Qiang (“Mr. Wang”), aged 44, joined the Group on 7 January 2015 as an executive Director and appointed as the Chief Executive Officer of the Company on 14 May 2015. Mr. Wang has over 8 years experience in the maritime transportation industry, international logistic management and has extensive experience in enterprises operation and management. Mr. Wang has been holding office as key positions at several shipping and logistic related companies since 2009; he has been the board chairman of 上海晟弘國際物流有限公司, the director and executive deputy general manager of 中稷瑞威能源發展(上海)有限公司 and the board chairman of 北京遠洋晟隆國際物流有限公司.

Length of service

Mr. Wang has not been appointed for any fixed term but is subject to retirement and reelection in accordance with the Articles of Association.

Interest in Shares

As at the Latest Practicable Date, Mr. Wang is interested in 100,000,000 shares in the Company within the meaning of Part XV of the SFO. Save as disclosed, Mr. Wang does not have any other interests in the shares or underlying shares within the meaning of Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Wang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the GEM Listing Rules).

Emoluments

Mr Wang is not entitled to receive any Director's fee since his appointment up to and including the Latest Practicable Date. The remuneration of Mr. Wang will be determined and recommended by the Remuneration Committee of the Company and approved by the Board based on Mr. Wang's qualifications, experience and level of responsibilities undertaken. Mr. Wang's remuneration is subject to annual review by the Remuneration Committee of the Company and the Board.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(5). MR. YU BIN

Mr. Yu Bin ("Mr. Yu"), aged 45, joined the Group on 13 May 2015 as an executive Director. Mr. Yu graduated from the Fine Arts College of Shanghai University in 1993. Mr. Yu has over ten years of experience in assets appraisal and project investment and analysis, and has extensive experience in business operation and corporate management. Mr. Yu has held key positions in a number of domestic auction houses in the PRC since 1998. He is currently a deputy general manager of 中稷實業投資有限公司上海分公司, a director and general manager of 中稷瑞威控股(上海)有限公司, 中稷瑞威控股(泰國)有限公司 and 中稷瑞威能源發展(上海)有限公司, and a director and deputy general manager of 中稷國際貨運代理(上海)有限公司.

Length of service

Mr. Yu has not been appointed for any fixed term but is subject to retirement and reelection in accordance with the Articles of Association.

Interest in Shares

As at the Latest Practicable Date, Mr. Yu is interested in 200,000,000 shares in the Company within the meaning of Part XV of the SFO. Save as disclosed, Mr. Yu does not have any other interests in the shares or underlying shares within the meaning of Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Yu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the GEM Listing Rules).

Emoluments

Mr Yu is not entitled to receive any Director's fee since his appointment up to and including the Latest Practicable Date. The remuneration of Mr. Wang will be determined and recommended by the Remuneration Committee of the Company and approved by the Board based on Mr. Yu's qualifications, experience and level of responsibilities undertaken. Mr. Yu's remuneration is subject to annual review by the Remuneration Committee of the Company and the Board.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. Yu that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



CHANCETON FINANCIAL GROUP LIMITED

川盟金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Chanceton Financial Group Limited (the “**Company**”) will be held at Unit 3609, 36/F., West Tower, Shum Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 September 2015 at 11:00 a.m. for the purposes of considering, and if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions:

AS ORDINARY BUSINESS

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2015;
2. To re-elect Mr. Lau Ling Tak as an executive director of the Company;
3. To re-elect Mr. Wang Qiang as an executive director of the Company;
4. To re-elect Mr. Yu Bin as an executive director of the Company;
5. To re-elect Mr. Yau Yan Ming Raymond as an independent non-executive director of the Company;
6. To re-elect Mr. William Robert Majcher as an independent non-executive director of the Company;
7. To authorize the board of directors to fix the directors’ remuneration;
8. To re-appoint the auditors of the Company and to authorise the board of directors to fix their remuneration;

NOTICE OF THE AGM

AS SPECIAL BUSINESS

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) 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;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held”;

NOTICE OF THE AGM

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities which are convertible into shares of the Company;
 - (iii) the exercise of any options granted under the share option scheme of the Company;
and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and this approval shall be limited accordingly; and

- (d) 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;

NOTICE OF THE AGM

- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the Company's register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”.

12. To consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary resolution:–

“**THAT** subject to and conditional upon the granting by the GEM Listing Committee of the Stock Exchange of, the listing of and permission to deal in, the shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted by the Company on 21 September 2011 in the manner as set out in paragraph (a) of this resolution below,

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and

NOTICE OF THE AGM

- (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

On behalf of the Board

Wong Kam Wah

Executive Director

Hong Kong, 28 August 2015

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, shall be deposited at the Company's share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the proxy form shall be deemed to be revoked.
- (c) The register of members of the Company will be closed from Friday, 25 September 2015 to Wednesday, 30 September 2015, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 24 September 2015.
- (d) In relation to the ordinary resolutions nos. 9, 10 and 11 set out in the above notice, the directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
- (e) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the Company's website (www.chanceton.com) and on the GEM website (www.hkgem.com) to notify Shareholders of the date, time and place of the rescheduled meeting.