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## **AMBER HILL FINANCIAL HOLDINGS LIMITED**

### **安山金控股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

### **PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Amber Hill Financial Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) announces with deepest sorrow that Mr. Anthony Espina (“**Mr. Espina**”), an independent non-executive Director, the chairman of the audit committee and a member of the remuneration committee, the nomination committee and the risk management committee of the Company, passed away on 6 February 2022.

Mr. Espina had served the Group as an independent non-executive Director for around 15 years since 2007. On behalf of the Company, the Board would like to express its sincere appreciation and gratitude to Mr. Espina for his valuable contribution to the Group during his long tenure of office and convey its deepest condolences to his family.

### **NON-COMPLIANCE WITH THE REQUIREMENTS UNDER RULE 3.10, RULE 3.21, RULE 3.25 AND RULE 3.27A OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

Pursuant to Rule 3.10 of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors and at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Immediately following the passing away of Mr. Espina, the Board only has two independent non-executive Directors resulting in the number of independent non-executive Directors becoming less than three which is below the minimum requirement as prescribed under Rule 3.10 of the Listing Rules and there is no independent non-executive Director who possesses the appropriate qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director

with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The audit committee must be chaired by an independent non-executive director. Immediately following the passing away of Mr. Espina, the number of members of the audit committee of the Company has been reduced to two only which is below the minimum requirement prescribed under Rule 3.21 of the Listing Rules, no member of the audit committee possesses appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules and the chairmanship of the audit committee has remained vacant, resulting in non-compliance with the requirement prescribed under Rule 3.21 of the Listing Rules.

Pursuant to Rule 3.25 of the Listing Rules, every listed issuer must establish a remuneration committee comprising a majority of independent non-executive directors. Immediately following the passing away of Mr. Espina, the remuneration committee of the Company does not comprise a majority of independent non-executive Directors, resulting in non-compliance with the requirement prescribed under Rule 3.25 of the Listing Rules.

Pursuant to Rule 3.27A of the Listing Rules, every listed issuer must establish a nomination committee comprising a majority of independent non-executive directors. Immediately following the passing away of Mr. Espina, the majority of the nomination committee of the Company does not comprise a majority of independent non-executive Directors, resulting in non-compliance with the requirement prescribed under Rule 3.27A of the Listing Rules.

To ensure compliance with Rule 3.10, Rule 3.21, Rule 3.25 and Rule 3.27A of the Listing Rules, the Company is in the process of identifying suitable candidate(s) to fill the vacancy. The Company will use its best endeavours to ensure that suitable candidate is appointed as soon as practicable and in any event within three months from 6 February 2022 in accordance with the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

By order of the Board  
**Amber Hill Financial Holdings Limited**  
**Dr. Ng Yu**  
*Chairman and Executive Director*

Hong Kong, 10 February 2022

*As at the date of this announcement, (i) the executive Directors of the Company are Dr. Ng Yu and Mr. Lin Feng; (ii) the non-executive Director of the Company is Mr. Dai Chengyan; and (iii) the independent non-executive Directors of the Company are Mr. Wang Jun Sheng and Mr. Lo Hang Fong.*