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Capital Finance Holdings Limited
首都金融控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8239)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces that with effect from 1 February 2024:

- (i) Mr. Lee Zak Yuen has resigned as the independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee of the Company;
- (ii) Ms. Cheung Yin Man Monica will be appointed as the independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (iii) Mr. Chan Ngai Fan, the independent non-executive Director and the member of the Remuneration Committee, will be re-designated as the chairman of the Remuneration Committee. His positions in the other board committees of the Company will remain unchanged.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Capital Finance Holdings Limited (the “**Company**”) announces that Mr. Lee Zak Yuen (“**Mr. Lee**”) has resigned as the independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”), a member of each of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company, all with effect from 1 February 2024 in order to devote more time to his personal commitments.

Mr. Lee confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and the Exchange.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that Ms. Cheung Yin Man Monica (“**Ms. Cheung**”) will be appointed as the independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, all with effect from 1 February 2024.

Ms. Cheung, aged 39, holds a bachelor’s degree in Business Administration from the Chinese University of Hong Kong. She is a member of the Hong Kong Institute of Certified Public Accountants, a Chartered Financial Analyst and a Certified Environmental, Social and Governance Analyst. She is currently a director of a licensed corporation to carry on business in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”), and possesses over 15 years of experience in the fields of auditing, corporate finance, financial management and environmental, social and governance. She has also been a licensed person for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO since 2011.

Ms. Cheung will enter into a letter of appointment with the Company as the independent non-executive Director for an initial term of one year commencing from 1 February 2024, subject to termination by either party with one month’s written notice in advance or otherwise in accordance with the terms of the letter of appointment. Ms. Cheung will hold office until the first general meeting of the Company after her appointment and shall be eligible for re-election in accordance with the bye-laws of the Company. Ms. Cheung is entitled to a director’s fee of HK\$144,000 per annum, which is determined by the Board with reference to the prevailing market conditions, her time, effort and expertise to be exercised on the Group’s affairs, the Company’s performance and remuneration policy.

Ms. Cheung has confirmed that she meets the independence criteria as set out in Rule 5.09 of the Rules Governing the Listing of Securities on the GEM of the Exchange (the “**GEM Listing Rules**”).

Save as disclosed above, to the best of knowledge, information and belief of the Directors having made all reasonable enquiries, Ms. Cheung does not have any relationship with any directors, senior management or substantial or controlling shareholder (as defined in the GEM Listing Rules) of the Company nor does she hold any other position with the Company or any of its subsidiaries, and has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. As of the date of this announcement, Ms. Cheung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company and the Exchange in relation to her appointment.

Following the resignation of Mr. Lee, Mr. Chan Ngai Fan (“**Mr. Chan**”), the independent non-executive Director and the member of the Remuneration Committee, will be re-designated as the chairman of the Remuneration Committee with effect from 1 February 2024. His positions in the other board committees of the Company will remain unchanged.

The Board would like to take this opportunity to express its sincere appreciation to Mr. Lee for his valuable contributions to the Company during his tenure of office and express its warmest welcome to Ms. Cheung on joining the Board.

By Order of the Board
Capital Finance Holdings Limited
Zhang Wei
Executive Director

Hong Kong, 31 January 2024

As at the date of this announcement, the executive Directors are Mr. Zhang Wei, Ms. Li Wei and Mr. Mang Sheung Lok; and the independent non-executive Directors are Mr. Chen Yihua, Mr. Lee Zak Yuen and Mr. Chan Ngai Fan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the Company’s website at <http://www.capitalfinance.hk>.