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## **China Vered Financial Holding Corporation Limited**

**中微金融控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 245)**

### **ANNOUNCEMENT IN RELATION TO APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of China Vered Financial Holding Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 8 March 2024, Mr. Cheng Tai Sheung (“**Mr. Cheng**”) and Mr. Jin Mingming (“**Mr. Jin**”) have been appointed as independent non-executive directors of the Company and as the member of Audit Committee, Remuneration Committee and Nomination Committee.

#### **MR. CHENG**

Mr. Cheng, aged 47, obtained his Bachelor of Business Administration degree from the Chinese University of Hong Kong. He is also a Chartered Financial Analyst, a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Accountants.

Mr. Cheng has been serving as managing director of the corporate finance department of Opus Capital Limited, a corporation licensed to carry out 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 managing director of Opus Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) regulated activities under the SFO since February 2023. Prior to that, he worked as managing director and head of investment banking at Ever-Long Securities Company Limited from 2019 to 2021. From 2014 to 2019, Mr. Cheng worked at RHB Capital Hong Kong Limited, with his last position held as managing director and head of investment banking. Mr. Cheng possesses over 20 years of experience in the fields of auditing, finance, investment banking and capital markets. He has been a licensed person for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO since 2005.

Mr. Cheng is expected to enter into an appointment letter with the Company for a term of 3 years with effect from 8 March 2024, provided that either party may terminate such appointment letter at any time by giving at least 3 months' notice in writing. In accordance with the Company's articles of association, Mr. Cheng's appointment as an independent non-executive director is subject to retirement by rotation and re-election at the Company's general meetings. The remuneration package of Mr. Cheng as an independent non-executive director of the Company will be determined by the Board and the remuneration committee of the Company in due course with reference to his duties, responsibilities, as well as the Company's remuneration policy and the market benchmark, and will be reviewed by the Board and the remuneration committee of the Company from time to time.

As at the date of this announcement, Mr. Cheng has no interest in any shares of the Company within the meaning of Part XV of the SFO.

Ms. LIN Le has brought to the attention of the Board that RHB Securities Hong Kong Limited, a registered institution under the SFO that Mr. Cheng has worked for, received a penalty from the Securities and Futures Commission in 2020 for failure to comply with regulatory requirements. Based on public records and as confirmed with Mr. Cheng, Mr. Cheng was not personally involved in the incidents that resulted in such penalty.

Save as disclosed above, as at the date of this announcement, (i) Mr. Cheng does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (ii) Mr. Cheng has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iii) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Cheng's appointment.

Mr. Cheng has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

The Board has duly considered all the relevant factors and has passed the resolution to appoint Mr. Cheng as an independent non-executive director of the Company with a majority vote, in which Ms. DU Lina, Mr. ZHANG Boyang, Mr. LI Feng and Ms. ZHOU Hui voted for the appointment, and Ms. LIN Le and Mr. WEN Yuanhua voted against the appointment.

## MR. JIN

Mr. Jin, aged 41, has more than 15 years of experience in the legal profession. Mr. Jin has been working at Commerce & Finance Law Offices (通商律師事務所) (“CF Law”) since September 2008 and has been serving as a partner of CF Law since 2014, specializing in capital markets, mergers and acquisitions and restructuring and private equity. He was recognized as an Up and Coming: Corporate/M&A (PRC Firms) lawyer in the Greater China region by Chamber and Partners in 2024. He was also named as a rising star in the category of Capital Markets: M&A and Restructuring in the PRC in the LEGALBAND Billboard in 2023.

Mr. Jin obtained his master’s degree in law in July 2008 from the School of Law of the University of International Business and Economics (對外經濟貿易大學法學院). He has been a qualified PRC lawyer since 2010.

Mr. Jin is expected to enter into an appointment letter with the Company for a term of 3 years with effect from 8 March 2024, provided that either party may terminate such appointment letter at any time by giving at least 3 months’ notice in writing. In accordance with the Company’s articles of association, Mr. Jin’s appointment as an independent non-executive director is subject to retirement by rotation and re-election at the Company’s general meetings. The remuneration package of Mr. Jin as an independent non-executive director of the Company will be determined by the Board and the remuneration committee of the Company in due course with reference to his duties, responsibilities, as well as the Company’s remuneration policy and the market benchmark, and will be reviewed by the Board and the remuneration committee of the Company from time to time.

As at the date of this announcement, Mr. Jin has no interest in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, (i) Mr. Jin does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (ii) Mr. Jin has not held any other directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iii) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Jin’s appointment.

Mr. Jin has voluntarily brought to the attention of the Board that CF Law, the law firm he currently works for as a partner, provided legal service to a subsidiary of a substantial shareholder of the Company from 2019 to 2022 and is providing legal service to another subsidiary of the same substantial shareholder of the Company. The service fee for the two engagements were immaterial to the financial performance of CF Law in the corresponding period. Mr. Jin is not part of the team that provided or is providing such services and did not and will not participate in the profit distribution for the services provided or being provided.

Mr. Jin has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

The Board has duly considered all the relevant factors and has passed the resolution to appoint Mr. Jin as an independent non-executive director of the Company with a majority vote, in which Ms. DU Lina, Mr. ZHANG Boyang, Mr. LI Feng and Ms. ZHOU Hui voted for the appointment, Ms. LIN Le voted against the appointment and Mr. WEN Yuanhua abstained.

The Board would like to take this opportunity to welcome Mr. Cheng and Mr. Jin in joining the Company.

By Order of the Board  
**China Vered Financial Holding Corporation Limited**  
**Du Lina**  
*Acting Chairperson*

Hong Kong, 8 March 2024

*As at the date of this announcement, the Board comprises (1) Ms. Lin Le, Mr. Li Feng and Ms. Du Lina as executive directors of the Company; (2) Mr. Zhang Boyang as non-executive director of the Company; and (3) Mr. Wen Yuanhua, Ms. Zhou Hui, Mr. Dong Hao, Mr. Cheng Tai Sheung and Mr. Jin Mingming as independent non-executive directors of the Company.*