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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,
APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
CHANGE OF BOARD COMMITTEE CHAIRMAN/MEMBER**

The Board announces that Ms. Sze has resigned as the independent non-executive Director, the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company, all with effect from 1 January 2018.

The Board further announces that Dr. Wong Wing Kuen, Albert has been appointed as the independent non-executive Director, the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company, all with effect from 1 January 2018.

The Board also announces that Mr. Zang Wei has been appointed as the non-executive Director with effect from 1 January 2018.

RESIGNATION OF MS. SZE SAU WAN (“MS. SZE”)

The board of directors (the “**Board**” or “**Director(s)**”) of Capital Finance Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Ms. Sze has resigned as the independent non-executive Director, the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company, all with effect from 1 January 2018 due to her other business commitments which require more of her dedication.

Ms. Sze confirmed that she has no claim against the Company whatsoever in respect of fees, severance payments, expenses, damages, remuneration or compensation for the loss of office or otherwise and no disagreement with the Board and there is no matter in respect of her resignation that ought to be brought to the attention of the Stock Exchange or the shareholders of the Company (the “Shareholders”).

APPOINTMENT OF DR. WONG WING KUEN, ALBERT (“DR. WONG”)

The Board further announces that Dr. Wong has been appointed as the independent non-executive Director, the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company, all with effect from 1 January 2018.

Dr. Wong, aged 66, holds a Doctor of Philosophy in Business Administration degree from the Bulacan State University, Republic of the Philippines and a Bachelor’s Degree in commerce from a joint program held by Shenzhen University, the People’s Republic of China and Clayton University, Missouri, the United States of America. He also received a Bachelor’s Degree in Business Management and a Master’s Degree in Business Administration from Nottingham Trent University, the United Kingdom in December 2005 and December 2007, respectively. He is a fellow member of The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Chartered Secretaries, The Taxation Institute of Hong Kong, Association of International Accountants and The Institute of Certified Public Accountants in Ireland. He is an Associate of The Chartered Institute of Bankers in Scotland. He is a member of The Hong Kong Securities and Investment Institute, The Chartered Institute of Arbitrators and the Macau Society of Certified Practising Accountants. He is a Certified Tax Adviser of Hong Kong for the year 2017 by The Taxation Institute of Hong Kong.

Dr. Wong is currently the principal consultant of KND & Co. CPA Limited, a private professional accounting firm in Hong Kong. He was also the managing director of Charise Financial Planning Limited, a private professional consulting firm in Hong Kong since October 2005 to January 2014. Dr. Wong has 23 years of experience in accounting.

Dr. Wong is currently an independent non-executive director of Solargiga Energy Holdings Limited (Stock Code: 757), China Merchants Land Limited (Stock Code: 978), China VAST Industrial Urban Development Company Limited (Stock Code: 6166) and APAC Resources Limited (Stock Code: 1104), all companies listed on the Main Board of the Stock Exchange. Dr. Wong is also an independent non-executive director of China Wan Tong Yuan (Holdings) Limited (Stock code: 8199), a company listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange.

Save as disclosed above, Dr. Wong does not hold any other positions in the Company or any members of the Group nor does he have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of the Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”). As at the date of this announcement, Dr. Wong does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement and as at the date hereof, Dr. Wong does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Wong has entered into a letter of appointment with the Company as an independent non-executive Director for an initial term of one year commencing from 1 January 2018 subject to termination by either party with one month's written notice. Dr. Wong will hold office until the first general meeting of the Company after his appointment and shall be eligible for re-election in accordance with the bye-laws of the Company. Dr. Wong is entitled to a Director's fee of HK\$180,000 per annum which is determined with reference to the prevailing market conditions, the Company's performance and his time, effort and expertise to be exercised on the Group's affairs and the Company's remuneration policy.

Save as disclosed herein, to the best of knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matters with respect to the appointment of Dr. Wong that needs to be brought to the attention of the Shareholders and there was no information relating to Dr. Wong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (w) of the GEM Listing Rules as of the date of this announcement.

APPOINTMENT OF MR. ZANG WEI (“MR. ZANG”)

The Board further announces that Mr. Zang has been appointed as the non-Executive Director of the Company with effect from 1 January 2018.

Mr. Zang, aged 41, graduated from Nanjing University. He obtained the Legal Professional Qualification Certificate issued by Ministry of Justice of the People's Republic of China. Mr. Zang is currently the deputy general manager of the legal department of Zhong Fa Group, a company controlled by Mr. Dai Hao, Ms. Jin Yu and Mr. Dai Di who are the substantial shareholders of the Company, and the corporate governance officer of the board office of Zhong Fa Group. Mr. Zang had worked at Ecotime Real Estate (Group) Company Limited* (永泰房地產(集團)有限公司), a subsidiary of Zhong Fa Group and had held the positions of legal supervisor for Lianyuangang Project* (連雲港項目), legal manager, assistant manager, manager and assistant to general manager of the legal department under cost management division. Mr. Zang has more than 17 years of experience in legal practices.

* *For identification purpose only*

Save as disclosed above, Mr. Zang does not hold any other positions in the Company or any members of the Group nor does he have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). As at the date of this announcement, Mr. Zang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement and as at the date hereof, Mr. Zang does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Zang has entered into a letter of appointment with the Company as a non-executive Director for an initial term of one year commencing from 1 January 2018 subject to termination by either party with one month's written notice. Mr. Zang will hold office until the first general meeting of the Company after his appointment and shall be eligible for re-election in accordance with the by-laws of the Company. Mr. Zang is entitled to a Director's fee of HK\$100,000 per annum which is determined with reference to the prevailing market conditions, the Company's performance and his time, effort and expertise to be exercised on the Group's affairs and the Company's remuneration policy.

Save as disclosed herein, to the best of knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matters with respect to the appointment of Mr. Zang that needs to be brought to the attention of the Shareholders and there was no information relating to Mr. Zang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (w) of the GEM Listing Rules as of the date of this announcement.

The Board would like to take this opportunity to thank Ms. Sze for her valuable contribution to the Company during her tenure of office and continuous support and welcome Dr. Wong and Mr. Zang in joining the Board.

By order of the Board
Capital Finance Holdings Limited
Zhang Wei
Chairman and Executive Director

Hong Kong, 29 December 2017

As at the date of this announcement, the executive Directors are Mr. Zhang Wei and Mr. Yang Bo, and the independent non-executive Directors are Mr. Chen Yihua, Mr. Du Hui and Ms. Sze Sau Wan.

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 GEM website on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.capitalfinance.hk>.