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金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1160)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHAIRMAN OF THE AUDIT COMMITTEE**

The Board hereby announces that with effect from 31 December 2022:

- (1) Ms. Ma Yin Fan resigned as an independent non-executive Director and the chairman of the Audit Committee; and
- (2) Ms. Wan Yuk Ling has been appointed as an independent non-executive Director and the chairman of the Audit Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement (the “**Announcement**”) of Goldstone Capital Group Limited (the “**Company**”) dated 1 December 2022.

As disclosed in the Announcement, on 1 December 2022, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company received a resignation letter dated 1 December 2022 from Ms. Ma Yin Fan (“**Ms. Ma**”) that she intended to resign as an independent non-executive Director and the chairman of the audit committee of the Board (the “**Audit Committee**”) with effect from 31 December 2022.

The Board hereby announces that with effect from 31 December 2022, Ms. Ma resigned as an independent non-executive Director and the chairman of the Audit Committee.

As disclosed in the Announcement, the resignation of Ms. Ma was due to her other personal and business commitments, which require more of her time and dedication. Ms. Ma has confirmed that she has no disagreement with the Board and there are no matters relating to her resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere gratitude to Ms. Ma for her invaluable contribution to the Company during her tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 31 December 2022, Ms. Wan Yuk Ling (“**Ms. Wan**”) has been appointed as an independent non-executive Director and the chairman of the Audit Committee.

The biographical details of Ms. Wan are as follows:

Ms. Wan, aged 50, is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Ms. Wan has around 15 years of experience in investment banking, asset management and equity capital markets. From June 2020 to November 2022, Ms. Wan held the positions as the chief operating officer and a responsible officer at Theia Securities Limited (previously known as GuanHong Securities Limited), a company incorporated in Hong Kong with limited liability and a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); and was primarily responsible for overseeing the operations, settlement and finance department, credit risk management of margin financing business and managing securities portfolio workflow.

From October 2002 to May 2020, Ms. Wan worked at various corporations which are licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and/or Type 9 (asset management) regulated activities under the SFO.

Ms. Wan has entered into a letter of appointment with the Company for an initial term of three years with effect from 31 December 2022 subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. The appointment of Ms. Wan can be terminated by either party by serving not less than three month’s written notice to the other party. Ms. Wan is entitled to an annual remuneration of HK\$120,000 for her role as an independent non-executive Director and the chairman of the Audit Committee and may receive discretionary bonus or other form of remuneration as determined by the Board. The remuneration terms have been determined by arm’s length negotiation between Ms. Wan and the Company with reference to her past experience, duties and responsibilities in the Company, the prevailing market conditions and the Company’s remuneration policy.

As at the date of this announcement, (i) Ms. Wan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) Ms. Wan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange) of the Company; (iii) Ms. Wan did not hold any directorship in any other listed company in Hong Kong or overseas in the past three years; (iv) Ms. Wan did not hold other positions with other members of the Company; (v) there is no further information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Ms. Wan to join the Board.

By Order of the Board
Goldstone Capital Group Limited
Huang Bin
Chairman

Hong Kong, 3 January 2023

As at the date of this announcement, the Board comprises Ms. Chan Mei Yan as executive Director; Mr. Huang Bin (Chairman), Mr. Chen Huaiyuan, Mr. Lam King and Mr. Xu Lin as non-executive Directors; and Mr. Hung Hoi Ming Raymond, Mr. Ning Fong and Ms. Wan Yuk Ling as independent non-executive Directors.