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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 CHAIRMAN,
CHANGE OF JOINT COMPANY SECRETARY AND
RESIGNATION OF CHIEF OPERATING OFFICER**

The Board (“**Board**”) of directors (the “**Directors**”) of Capital Finance Holdings Limited would like to announce the following change of Chairman, change of Joint Company Secretary and resignation of the Chief Operating Officer.

**RESIGNATION OF CHAIRMAN TO VICE CHAIRMAN AND APPOINTMENT OF
CHAIRMAN**

Mr. Wong Wai Sing (“**Mr. Wong**”) shall be re-designated from Chairman to Vice-Chairman of the Company with effect from 1 January 2015 due to Mr. Wong’s busy schedule and Mr. Wong would like to spend more time on his personal business. Mr. Wong shall remain holding the position as an Executive Director of the Company, and members of Remuneration Committee and Nomination Committee. Meanwhile, Mr. Han Jianli (“**Mr. Han**”), an Executive Director and the Chief Executive Officer of the Company is appointed the Chairman of the Company with effect from 1 January 2015. Mr. Han is also a member of the Nomination Committee.

Particulars of Mr. Wong Wai Sing

Mr. Wong Wai Sing, aged 29, is a member of the Hong Kong Institute of Directors. Mr. Wong holds a Bachelor of Science degree in international business from the Canterbury University, London, an international master degree of business administration from the Stratford University, Falls Church, Virginia, the United States of America (the “USA”) and a master of arts and a doctor of philosophy from the Universidad Empresarial De Costa Rica. He also obtained 三級煤礦安全技術綜合考試 (a certificate of three-tiers’ integrate coal mine’s safety[#]) from 中國新疆煤礦安全監察局 (the Bureau of Xinjiang Coal Mine Safety Supervision, the People’s Republic of China (the “PRC”). Mr. Wong is also the Trade Adviser of the Honorary Consulate of Equatorial Guinea to Bucharest Romania and the Diplomatic Adviser to the Special Representatives for the PRC of the Sovereign Order of Saint John of Jerusalem, Knights of Malta, Federation of the Autonomous Priorities. Mr. Wong has experience in a wide range of business, including the coal mining, natural resources industry, international coal trading, business consultation, property investment, provision of internet e-gaming, rendering of travel agent services, entertainment programme production, events organization, TV series production, operation of an artist training school, provision of motor vehicles beauty services and provision of underwriting services for general insurance and reinsurance business. He was the owner of Colors Securities Limited which is principally engaged in dealing in securities (Type 1), advising on securities (Type 4) and asset management (Type 9) and Colors Commodities Limited which is principally engaged in dealing in futures contracts (Type 2) and advising on futures contracts (Type 5).

Mr. Wong was a consultant of a Hong Kong-based medium-sized CPA firm for more than 1 year. He was also a chairman and an executive director of TLT Lottotainment Group Limited, a company incorporated in Hong Kong and the issued shares of which are listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8022), from 17 April 2009 to 31 May 2011. Mr. Wong is currently an Executive Director and the Chairman of Newtree Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange (stock code: 1323).

There is no specified length of service period of Mr. Wong and his appointment is continuous unless and until terminated by either party giving to the other not less than one month notice in writing. Mr. Wong is entitled to a monthly director’s fee of HK\$15,750 plus discretionary bonus subject to recommendation of the Remuneration Committee of the Company.

Mr. Wong has taken up the management role as an executive director of a number of subsidiaries of the Company.

Mr. Wong does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) of the Company.

As at the date of this announcement, Mr. Wong holds 36,400 Shares and Ming Kei International Holding Company Limited (“**MKIH**”) holds 75,676 shares of the Company (the “**Shares**”). As MKIH is a company wholly owned by Mr. Wong, Mr. Wong is deemed to be interested in such 75,676 Shares held by MKIH. Together with the deemed interest held by MKIH, Mr. Wong is interested in 112,076 Shares, representing approximately 0.01% of the issued share capital of the Company Shares of the Company. Save as disclosed above, Mr. 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 Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) (the “**SFO**”).

Saved as disclosed above, Mr. Wong does not hold (i) any other position in the Group; (ii) any other directorship in listed public companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

Save as disclosed above, to the best of the knowledge, information and belief of the Board, having made all reasonable enquiries there are no other matters concerning Mr. Wong’s re-designation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) nor is there any information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.50(2)(h) to (w) of the GEM Listing Rules.

Particular of Mr. Han Jianli

Mr. Han, aged 49, has over 20 years of experience in money lending business in the People’s Republic of China (the “**PRC**”). During May 2013 to May 2014, Mr. Han was the risk controller of Zhong Wei (Beijing) Credit Management Company Limited Weijinsuo Platform[#] (中微(北京)信用管理有限公司微金所平台). Prior to that, Mr. Han was an Intermediate Account Manager in the Industrial and Commercial Bank of China Limited, Haidian branch’s Credit Department[#] (中國工商銀行海澱支行信貸部) from 1992 to 2006, was a vice president in Zhong Hui Guarantee Company Limited[#] (中慧擔保有限公司) from 2006 to 2010, and was a vice general manager in Beijing Shi Guo Xu Microfinance Company Limited[#] (北京市國旭小額貸款有限公司) from 2010 to May 2013. Mr. Han graduated in 1987 from the Military Institute of Physical Education of The People’s Liberation Army[#] (中國人民解放軍軍事體育學院), with three academic years of physical education instructor (staff) training[#] (體育專業體育教員(參謀)培訓三年學制大專修業).

Mr. Han has entered into a letter of appointment with the Company for an initial term of one year commencing on 9 October 2013 which was renewed for another 2 years until 8 October 2016, during which either party may terminate the appointment by giving not less than three months prior written notice or salary in lieu of such notice. His appointments is subject to the provisions of retirement and rotation of Directors under the bye-laws of the Company. Pursuant to the terms of the letter of appointment, Mr. Han is entitled to an annual director's fee of HK\$264,000 and discretionary bonus which is determined based on the Company's remuneration policy with reference to financial performance of the Company of the relevant year.

Mr. Han is a director of a subsidiary of the Company.

Mr. Han does not have any relationship with any other Director, senior management or Substantial or Controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

As of the date of this announcement, Mr. Han does not have any interest in the Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Han does not hold (i) any other position in the Group; (ii) any other directorship in listed companies in Hong Kong or overseas in the last three years; and (iii) other major appointment and professional qualifications.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matters with respect to the appointment of Mr. Han as Chairman that needs to be brought to the attention of the Shareholders and there was no information relating to Mr. Han 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.

CHANGE OF JOINT COMPANY SECRETARY

Ms. Sung Ting Yee ("**Ms. Sung**") resigned as a Joint Company Secretary of the Company with effect from 1 January 2015. Ms. Sung shall remain the Chief Financial Officer and Chief Investment Officer of the Company. Following Ms. Sung's resignation, Ms. Chan Sau Yee, a Joint Company Secretary will remain the Company Secretary of the Company.

Ms. Sung has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation which needs to be brought to the attention of the shareholders of the Company.

RESIGNATION OF CHIEF OPERATING OFFICER

Mr. Ho Pui Tin, Terence (“**Mr. Ho**”) resigned as the Chief Operating Officer of the Company with effect from 31 December 2014. Mr. Ho has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere appreciation to Mr. Ho for his invaluable contribution to the Company during the tenure of his service.

By Order of the Board
Capital Finance Holdings Limited
Mr. Wong Wai Sing
Chairman and Executive Director

Hong Kong, 31 December 2014

As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing and Mr. Han Jianli, the non-executive Director is Mr. Tsang Ho Ka, Eugene, and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Chen Yihua and Mr. Du Hui.

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 on the website of the Company at <http://www.capitalfinance.hk>.

The English translations of Chinese names in this announcement, where indicated, are included for information purpose only and should not be regarded as the official English translation names of such Chinese names or words.