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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)

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Capital Finance Holdings Limited (the “**Company**”), together with its subsidiaries (the “**Group**”), announces the resignation of Mr. Kwok, as an independent non-executive Director, the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company and the appointment of Ms. Sze as an independent non-executive Director, chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company, both with effect from 4 September 2015.

The Board further announces the appointment of Mr. Du as the chairman of the remuneration committee with effect from 4 September 2015.

Resignation of Mr. Kwok Kam Tim (“Mr. Kwok”)

Mr. Kwok has resigned as an independent non-executive Director, the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company with effect from 4 September 2015 in order to pursue his career development.

Mr. Kwok confirmed that he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Appointment of Ms. Sze Sau Wan (“Ms. Sze”)

Ms. Sze has been appointed as an independent non-executive Director to fill the casual vacancy following the resignation of Mr. Kwok with effect from 4 September 2015. Ms. Sze was also appointed as the chairman of the audit committee of the Company, and a member of the nomination committee and the remuneration committee of the Company respectively.

Ms. Sze, aged 53, graduated from the Chinese University of Hong Kong, with a bachelor’s degree in accountancy and obtained a master degree of business administration from the University of Macau. Ms. Sze has over 28 years of experience in accounting, auditing and financial reporting.

Ms. Sze worked at an international accounting firm and she is currently a sole proprietor of an audit firm. Ms. Sze is a practicing member of the Hong Kong Institute of Certified Public Accountants.

Ms. Sze does not hold any other position in the Company or any members of the Company and its subsidiaries nor does she have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Ms. Sze does not have any interests in the 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.

Save as disclosed in this announcement and as at the date hereof, Ms. Sze 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.

Ms. Sze 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 4 September 2015 subject to termination by either party with one month’s written notice. Ms. Sze 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 articles of association of the Company. Ms. Sze is entitled to a Director’s fee of HK\$120,000 per annum which is determined with reference to the prevailing market conditions, the Company’s performance and her time, effort and expertise to be exercised on the Group’s affairs.

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 Ms. Sze's appointment that needs to be brought to the attention of the Shareholders and there was no information relating to Ms. Sze that is required to be disclosed pursuant to Rules 17.50(2)(h) to (w) of the Rules Governing the Listing of the Securities on the Growth Enterprise Market (the "GEM") of the Stock Exchange (the "GEM Listing Rules") of the date of this announcement.

Appointment of Mr. Du Hui ("Mr. Du")

Following the resignation of Mr. Kwok, Mr. Du, an independent non-executive Director, has been appointed as the chairman of the remuneration committee with effect from 4 September 2015. The biographical details of Mr. Du have been disclosed in the annual report of the Company dated 5 June 2015.

The Board would like to express its gratitude to Mr. Kwok for his valuable contribution to the Company during his tenure of office and also extend its welcome to Ms. Sze and Mr. Du on their appointments.

By Order of the Board
Capital Finance Holdings Limited
Mr. Han Jianli
Chairman and Executive Director

Hong Kong, 4 September 2015

As at the date of this announcement, the executive Directors are Mr. Han Jianli and Mr. Wong Wai Sing, 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 on the website of the Company at <http://www.capitalfinance.hk>.