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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)**

**APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE OF  
CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER AND  
MEMBER OF NOMINATION COMMITTEE**

The Board announces that Mr. Han has resigned as the chairman of the Board, chief executive officer and member of the nomination committee of the Company and shall remain as an executive Director and compliance officer of the Company with effect from 1 December 2015.

The Board also announces that Mr. Zhang has been appointed as an executive Director, chairman of the Board, chief executive officer and member of the nomination committee of the Company with effect from 1 December 2015.

**Resignation of Mr. Han Jianli as the chairman of the Board, chief executive officer and member of the nomination committee (“Mr. Han”)**

The board of directors (the “**Board**” or “**Director(s)**”) of Capital Finance Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Han has resigned as the chairman of the Board, chief executive officer and member of the nomination committee of the Company and shall remain as an executive Director and compliance officer of the Company with effect from 1 December 2015.

Mr. Han confirmed that he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, 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.

## **Appointment of Mr. Zhang Wei (“Mr. Zhang”)**

The Board further announces that Mr. Zhang has been appointed as an executive Director with effect from 1 December 2015. Following the resignation of Mr. Han, Mr. Zhang will replace Mr. Han as the chairman of the Board, chief executive officer and member of the nomination committee of the Company, all the above with effect from 1 December 2015.

Mr. Zhang, aged 47, currently is an executive director of Prima Finance Holdings Limited (“**Prima Finance**”) and executive director and general manager of Beijing Wanchi Technology Company Limited\* (“**Beijing Wanchi**”), both of which are subsidiaries of the Company which were acquired by the Group in June 2014. Mr. Zhang joined Beijing Wanchi in November 2012 and was appointed as an executive director of Prima Finance in November 2012. Mr. Zhang has taken up the management role as an executive director of a number of subsidiaries of the Company. Mr. Zhang holds a Diploma in Banking Management from Harbin University of Finance and studied the subject of Law and graduated from the People’s Republic of China Communist Party Beijing City Committee Party School\*. Mr. Zhang has over 23 years of experience in the financial management field. Prior to joining Prima Finance and Beijing Wanchi in 2012, he held various managerial positions in banking and investment management corporations.

Save as disclosed above, Mr. Zhang does not hold any other positions in the Company or any members of the Company and its subsidiaries 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 Growth Enterprise Market (the “**GEM**”) of the Stock Exchange (the “**GEM Listing Rules**”). As at the date of this announcement, Mr. Zhang 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.

Save as disclosed in this announcement and as at the date hereof, Mr. Zhang 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. Zhang has entered into a letter of appointment with the Company as an executive Director and a chief executive officer of the Company for an initial term of one year commencing from 1 December 2015 subject to termination by either party with one month’s written notice. Mr. Zhang 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. Mr. Zhang is entitled to a Director’s fee of HK\$960,000 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. Zhang that needs to be brought to the attention of the Shareholders and there was no information relating to Mr. Zhang 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 Mr. Han for his valuable contribution to the Company during his tenure of offices and continuous support and welcome Mr. Zhang in joining the Board.

By order of the Board  
**Capital Finance Holdings Limited**  
**Mr. Han Jianli**  
*Executive Director*

Hong Kong, 1 December 2015

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

*As at the date of this announcement, the executive Directors are Mr. Zhang Wei, Mr. Wong Wai Sing and Mr. Han Jianli, 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>.*