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**CAPITAL  
VC LIMITED**

首都創投有限公司

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*(Incorporated in the Cayman Islands with limited liability  
and carrying on business in Hong Kong as CNI VC Limited)*  
**(Stock Code: 02324)**

**CHANGE OF DIRECTORS  
AND  
CHANGE IN BOARD COMMITTEES**

The Board is pleased to announce that, with effect from 27 June 2017, Ms. Lai Fun Yin has been appointed as an independent non-executive Director and a member of each of Nomination committee, Remuneration committee and Audit committee.

The Board also announces that Mr. Lam Kwan has resigned as an independent non-executive Director and ceased to be a member of each of Nomination Committee and Remuneration Committee, and the chairman and a member of Audit Committee with effect from 30 June 2017.

Following the cessation of Mr. Lam Kwan as the chairman and a member of Audit Committee, Mr. Lee Ming Gin, an independent non-executive Director and a member of Audit Committee, was appointed as the chairman of Audit Committee with effect from 30 June 2017.

**APPOINTMENT OF DIRECTOR AND CHANGES IN BOARD COMMITTEES**

The board (the “Board”) of directors (the “Directors”) of Capital VC Limited (the “Company”) is pleased to announce that Ms. Lai Fun Yin (“Ms. Lai”) has been appointed as an independent non-executive Director and a member of each of the nomination committee (“Nomination Committee”), remuneration committee (“Remuneration Committee”) and audit committee (“Audit Committee”) of the Board with effect from 27 June 2017.

Ms. Lai, aged 33, has 6 years solid sales and marketing experience in travel industry. Ms. Lai has entered into a service contract as an independent non-executive Director with the Company and she is not appointed for a fixed term but will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Company's articles of association.

Ms. Lai is entitled to director's fee of HK\$120,000 per annum, which is determined based on her duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company.

Save for the appointment of independent non-executive Director, Ms. Lai has not held any appointment and qualification or directorship in other listed company in the last three years, nor does she have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange")) of the Company as at the date of this announcement. Save as mentioned above, Ms. Lai does not hold any other position in the Company or any of its subsidiaries.

As at the date of this announcement, Ms. Lai does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Furthermore, she has confirmed that there is no information relating to her appointment that is required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, or need to be brought to the attention of the shareholders (the "Shareholders") of the Company.

The Company would like to take this opportunity to welcome Ms. Lai for joining the Board.

## **RESIGNATION OF DIRECTOR AND CHANGES IN BOARD COMMITTEES**

The Board announces that Mr. Lam Kwan ("Mr. Lam") has resigned as an independent non-executive Director and ceased to be a member of each of Nomination Committee and Remuneration Committee, and the chairman and a member of Audit Committee with effect from 30 June 2017.

Following the cessation of Mr. Lam as the chairman and a member of Audit Committee, Mr. Lee Ming Gin, an independent non-executive Director and a member of Audit Committee, has been appointed as the chairman of Audit Committee with effect from 30 June 2017.

The resignation of Mr. Lam as an independent non-executive Director is due to his personal engagements which requires more of his time and attention. Mr. Lam has confirmed that he has no disagreement with the Board and is not aware of any matter in connection with his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Following the resignation of Mr. Lam, the Company has two independent non-executive Directors and Audit Committee members. As such, the number of independent non-executive Directors falls below the minimum number as required under Rule 3.10(1) of the Listing Rules and the number of the Audit Committee members also falls below the minimum number as required under Rule 3.21 of the Listing Rules. Further, the remaining two independent non-executive Directors have neither appropriate professional qualifications nor accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The Company is identifying a right candidate to fill the vacancy of independent non-executive Director and Audit Committee member resulting from the resignation of Mr. Lam as soon as practicable. Further announcement will be made as and when appropriate.

The Board would like to extend its gratitude to Mr. Lam for his invaluable efforts and contributions to the Company during his terms of appointment and offers its best wishes to him.

By Order of the Board  
**Capital VC Limited**  
**Chan Cheong Yee**  
*Executive Director*

Hong Kong, 27 June 2017

*As at the date of this announcement, the Board comprises Mr. Kong Fanpeng and Mr. Chan Cheong Yee as executive directors; and Mr. Lam Kwan, Mr. Lee Ming Gin and Ms. Lai Fun Yin as independent non-executive directors.*