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JF Wealth Holdings Ltd

九方财富控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9636)

**CHANGE OF JOINT COMPANY SECRETARY
AND AUTHORISED REPRESENTATIVE
AND WAIVER FROM STRICT COMPLIANCE
WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The board (the “**Board**”) of directors (the “**Directors**”) of JF Wealth Holdings Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that, due to personal reasons, Mr. QIAN Di (“**Mr. Qian**”) has tendered his resignation as (i) the joint company secretary of the Company (the “**Joint Company Secretary**”); (ii) the authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (iii) the chief financial officer of the Company, all with effect from November 10, 2023.

Mr. Qian has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board is pleased to announce that, following the resignation of Mr. Qian, Mr. TAO Qitao (“**Mr. Tao**”) has been appointed as the Joint Company Secretary with effect from November 10, 2023. Mr. Tao will act as the Joint Company Secretary together with Ms. LEUNG Wing Han Sharon (“**Ms. Leung**”), another Joint Company Secretary. Mr. Tao has also been appointed as the Authorised Representative with effect from November 10, 2023.

The biographical details of Mr. Tao and Ms. Leung are set out below:

Mr. Tao, aged 34, has over 12 years of experience in legal profession and corporate governance, and has developed a good understanding of the Listing Rules and the relevant Hong Kong regulatory requirements.

Prior to joining the Company in June 2023, Mr. Tao served as a legal specialist or head of risk control and compliance department respectively in several companies from July 2011 to July 2017. He served as a comprehensive legal specialist of Yintech Investment Holdings Limited from July 2017 to June 2023. He has served as a comprehensive legal specialist of the Company since June 2023.

During his prior experience, Mr. Tao was deeply involved in many regulatory matters of listed companies' compliance. Mr. Tao passed the National Judicial Examination and has obtained legal qualification, fund qualification and futures qualification in the People's Republic of China (the "PRC"). Mr. Tao obtained his bachelor's degree in law from Shanghai University of Political Science and Law (上海政法學院) in July 2011 in the PRC and his master's degree in law from East China University of Political Science and Law (華東政法大學) in December 2016 in the PRC.

Ms. Leung has been appointed as one of our Joint Company Secretaries since October 25, 2023. She is a director of Corporate Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Leung is a Chartered Secretary, a Chartered Governance Professional and a Fellow Member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, and has over 15 years' experience in company secretarial practice. Ms. Leung possesses the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, an issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that an issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of a company secretary.

Mr. Tao currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules. Taking into account that (i) the main operation of the Company is in the PRC and (ii) Mr. Tao has gained a thorough understanding of the legal profession and corporate governance of the Company through his experience as mentioned above and has the necessary nexus to the Board and close working relationship with the management of the Company in order to perform the functions of a Joint Company Secretary and to take the necessary actions in the most effective and efficient manner, the Company believes that it would be in the best interests of the Company and its corporate governance to have Mr. Tao as its Joint Company Secretary. Although Mr. Tao does not possess the specific qualifications that are usually considered to be acceptable under Note 1 to Rule 3.28 of the Listing Rules, the Company considers that Mr. Tao is capable of discharging his duty as the Joint Company Secretary and is a suitable person to act as the Joint Company Secretary by virtue of his background, experience and familiarity with the Company. Therefore, the Company has applied for, and the Stock Exchange has granted a waiver (the "Waiver") to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of appointment of Mr. Tao as a Joint Company Secretary (i.e. November 10, 2023 to November 9, 2026) (the "Waiver Period") on the conditions that:

- (i) Mr. Tao must be assisted by Ms. Leung throughout the Waiver Period; and
- (ii) The Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

The Company should announce the reasons, details and conditions of the Waiver, and the qualification and experience of both Mr. Tao and Ms. Leung.

Before the end of the Waiver Period, the Company must demonstrate and seek the confirmation from the Stock Exchange that Mr. Tao, having had the benefit of Ms. Leung's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Qian for his contribution to the Company during his tenure of services, and extend its warmest welcome to Mr. Tao on his new appointments.

By order of the Board
JF Wealth Holdings Ltd
CHEN Wenbin
Chairman of the Board

Shanghai, China, November 10, 2023

As of the date of this announcement, the non-executive directors are Mr. CHEN Wenbin, Mr. YAN Ming, Ms. CHEN Ningfeng and Mr. CHEN Jigeng, the executive director is Mr. CAI Zi and the independent non-executive directors are Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu.