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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)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(2) NON-COMPLIANCE WITH GEM LISTING RULES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Capital Finance Holdings Limited (the “**Company**”) announces that, Mr. Chen Yihua (“**Mr. Chen**”) has tendered his resignation as the independent non-executive Director, chairman of the nomination committee (the “**Nomination Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Company, with effect from 1 April 2025, as he wishes to devote more time to his personal commitments.

Mr. Chen confirms that he has no disagreement with the Board and that there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Exchange.

The Board would like to express its sincere gratitude and appreciation to Mr. Chen for his valuable contribution to the Board during his term of office with the Company.

NON-COMPLIANCE WITH GEM LISTING RULES REQUIREMENTS

According to Rules 5.05(1) and 5.05A of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Exchange, the Board must include at least three independent non-executive Directors. Following the resignation of Mr. Chen, the Company will have only two independent non-executive Directors, thus the number of the independent non-executive Directors will fall below the minimum number required under Rules 5.05(1) of the GEM Listing Rules.

As a result of the insufficient number of independent non-executive Directors, the Company will also fail to comply with the requirements set out in Rule 5.28 of the GEM Listing Rules and the terms of reference of the Audit Committee with regard to the minimum number of members of the Audit Committee.

Pursuant to Rule 5.36A of the GEM Listing Rules, the Nomination Committee shall comprise a majority of independent non-executive directors and chair by the chairman of the board or an independent non-executive director. Immediately following the resignation of Mr. Chen, there will be a vacancy for the chairman of the Nomination Committee, and the ratio of independent non-executive directors of the Nomination Committee will fall below majority, resulting in non-compliance with the requirement prescribed by Rule 5.36A of the GEM Listing Rules.

The Company considers that its failure of meeting the requirements of Rules 5.05(1), 5.28 and 5.36A of the GEM Listing Rules is temporary in nature and the Company will use its best endeavors to identify a suitable candidate to be an additional independent non-executive Director within three months from the date of resignation of Mr. Chen pursuant to Rules 5.06(1) and 5.33 of the GEM Listing Rules.

The Company will make further announcement as soon as practicable upon the appointment of the new independent non-executive Director.

By Order of the Board
Capital Finance Holdings Limited
Li Wei
Executive Director

Hong Kong, 31 March 2025

As at the date of this announcement, the executive Directors are Mr. Zhang Wei, Ms. Li Wei and Mr. Wong Ming Fair Victor; and the independent non-executive Directors are Mr. Chen Yihua, Mr. Chan Ngai Fan and Ms. Cheung Yin Man Monica.

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 “Latest Listed Company Information” page of the website of the Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the Company’s website at <http://www.capitalfinance.hk>.