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AMBER HILL FINANCIAL HOLDINGS LIMITED

安山金控股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 33)

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULES 3.10, 3.21, 3.25 AND 3.27A OF THE RULES GOVERNING THE LISTING OF SECURITIES

Reference is made to (i) the announcement of the Company dated 10 February 2022 in relation to the passing away of Mr. Anthony Espina (“**Mr. Espina**”) on 6 February 2022; and (ii) the announcement of the Company dated 17 May 2022 in relation to the appointment of Mr. Yip Tze Wai Albert (“**Mr. Yip**”) as an independent non-executive director (an “**INED**”) of the Company (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings defined under the Announcements.

As stated in the Announcements, for the period since the passing away of Mr. Espina on 6 February 2022 and up to the appointment of Mr. Yip as an INED on 17 May 2022, the Board only had two INEDs and did not comply with the requirements prescribed under Rule 3.10, Rule 3.21, Rule 3.25 and Rule 3.27A of the Listing Rules for more than three months, hence resulting in non-compliances with Rule 3.11, Rule 3.23 and Rule 3.27 of the Listing Rules for the period from 6 May 2022 to 17 May 2022.

Since the passing away of Mr. Espina, the Company had been endeavouring to identify suitable candidates with appropriate qualifications or accounting or related financial management expertise and based on the Company’s selection criteria for INED. However, due to the impact of the fifth wave of the COVID-19 outbreak since early 2022, the process of recruitment took longer than the Company originally expected, and thus additional time was required by the Company to secure a suitable candidate for INED.

As the Company was not able to appoint an INED to fill the vacancy of Mr. Espina within three months from his passing away, the Company had applied to the Stock Exchange for, and the Stock Exchange had granted to the Company, a waiver from strict compliance with Rules 3.10, 3.21, 3.25 and 3.27A of the Listing Rules for the period from 6 May 2022 to 17 May 2022.

Following the appointment of Mr. Yip as an INED, the chairman of the Audit Committee and a member of each of the Nomination Committee, Remuneration Committee and Risk Management Committee of the Board on 17 May 2022, the requirements prescribed under Rules 3.10, 3.21, 3.25 and 3.27A of the Listing Rules were fulfilled since 17 May 2022.

By order of the Board
Amber Hill Financial Holdings Limited
Mr. Cheung Ka Fai
Company Secretary

Hong Kong, 8 June 2022

As at the date of this announcement, (i) the executive Directors are Dr. Ng Yu and Mr. Lin Feng; (ii) the non-executive Director is Mr. Dai Chengyan; and (iii) the independent non-executive Directors are Mr. Wang Jun Sheng, Mr. Lo Hang Fong and Mr. Yip Tze Wai Albert.