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金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1160)

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND CHAIRMAN AND NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND CHAIRMAN

The board (the "**Board**") of directors (the "**Director(s)**") of Goldstone Capital Group Limited (the "**Company**") is pleased to announce that with effect from 26 January 2026, Mr. Jin Qingjun ("**Mr. Jin**") has been appointed as a non-executive Director and the Chairman of the Board.

The biographical details of Mr. Jin are as follows:

Mr. Jin, aged 68, graduated from the Foreign Language Department of Anhui University with a bachelor's degree in English and American literature in 1982. He graduated from the Graduate School of China University of Political Science and Law with a master's degree in international law in 1987. In 2009, he received a completion certificate for a research programme from the John F. Kennedy School of Government at Harvard University.

He is currently a senior partner of King & Wood Mallesons. His major areas of practice include securities, finance, investment, financing, real estate, corporate, maritime commerce, insolvency, litigation as well as foreign-related legal affairs. He has a solid legal theory foundation and extensive legal practise experience. In 2012, he was named one of the Top 10 PRC lawyers of the Year and PRC Securities Lawyer of the Year. In the past 30 years, he has been adhering to the front line of project hosting work, enjoying a high reputation in the industry and among peers. Mr. Jin is one of the first lawyers who were granted Security Qualification Certificate in the PRC, focusing on securities-related legal affairs for more than 30 years. He was the general legal counsel of the Shenzhen Stock Exchange and a member of the Listing Regulatory Council. He is currently a legal counsel of various financial institutions, securities companies and listed companies at home and abroad.

Mr. Jin is currently an independent non-executive director of Times China Holdings Limited (a company listed on the Stock Exchange, stock code: 1233) since October 2015, Central Development Holdings Limited (a company listed on the Stock Exchange, stock code: 475) since October 2017, Goldstream Investment Limited (a company listed on the Stock Exchange, stock code: 1328) since December 2019 and Prinx Chengshan Holdings Limited (a company listed on the Stock Exchange, stock code: 1809) since September 2023, a director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000048) since September 2018, an independent director of Zhongtai Securities Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 600918) since April 2024 and an independent director of Invesco Great Wall Fund Management Co., Ltd.

From September 2014 to February 2024, Mr. Jin was an independent director of Shenzhen Cheng Chung Design Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002811). From January 2013 to June 2021, Mr. Jin served as an independent non-executive director of Guotai Junan Securities Co., Ltd. (a company listed on the Stock Exchange, stock code: 2611 and the Shanghai Stock Exchange, stock code: 601211). From March 2017 to January 2025, Mr. Jin served as an independent non-executive director of Bank of Tianjin Co., Ltd. (a company listed on the Stock Exchange, stock code: 1578). From March 2016 to August 2024, Mr. Jin served as an independent non-executive director of Sino-Ocean Group Holding Limited (a company listed on the Stock Exchange, stock code: 3377).

Mr. Jin was also a part-time professor of the Chinese Academy of Governance, a part-time professor of the Lawyers School of Renmin University of China, an arbitrator of the Shenzhen Court of International Arbitration, a mediator of the Shenzhen Securities and Futures Dispute Resolution Centre, an arbitrator of the Arbitration Foundation of Southern Africa, a member of the Inter-Pacific Bar Association, a PRC legal counsel of the US Court of Appeals for the Washington D.C. Circuit and a member of the National Equities Exchange and Quotations Review Committee.

Mr. Jin shall hold office until the next following annual general meeting of the Company subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Mr. Jin has entered into a letter of appointment with the Company for an initial term of three years with effect from 26 January 2026 until terminated by either party by serving not less than three-month's written notice to the other party. Mr. Jin is entitled to an annual remuneration of HK$360,000 for his role as non-executive Director and may receive discretionary bonus as determined by the Board. The remuneration terms have been determined by arm's length negotiation between Mr. Jin and the Company after considering the recommendation of the remuneration committee of the Company with reference to Mr. Jin's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Saved as disclosed above, as at the date of this announcement, (i) Mr. Jin does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) Mr. Jin did not hold any directorship in any public listed company in Hong Kong or overseas in the last three years preceding the date of this announcement; (iii) Mr. Jin does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; (iv) Mr. Jin does not hold other positions with the Company; (v) Mr. Jin does not have any other major appointments and professional qualifications; (vi) there is no further information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vii) there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Jin to join the Board as non-executive Director and Chairman of the Board.

NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

Reference is made to the announcement of the Company dated 26 January 2026 regarding the passing of Mr. Lu Zhicheng and the Company's non-compliance with Rules 3.10(1), 3.21 and 3.25 of the Listing Rules as a result.

Additionally, following the appointment of Mr. Jin, the Company would also not be in compliance with the requirement of the Company appointing independent non-executive Directors representing at least one-third of the Board under Rule 3.10A of the Listing Rules.

The Company will endeavour to identify a suitable candidate to fill the vacancy of independent non-executive Director, a member of the Audit Committee and the chairman of the Remuneration Committee as soon as practicable, and in any event, within three months from 24 January 2026, being the date of Mr. Lu's passing, to ensure compliance by the Company with the requirements under the Listing Rules. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director.

By Order of the Board
Goldstone Capital Group Limited
Chan Cheong Yee
Executive Director

Hong Kong, 26 January 2026

As at the date of this announcement, the Board comprises Mr. Chan Cheong Yee as executive Director; Mr. Jin Qingjun (Chairman), Mr. Chen Huaiyuan, Mr. Lam King and Mr. Wang Guozhen as non-executive Directors; and Mr. Hung Hoi Ming Raymond and Ms. Wan Yuk Ling as independent non-executive Directors.