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GOLDIN FINANCIAL HOLDINGS LIMITED

高銀金融（集團）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

CHANGES OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from 1 May 2019:

- (i) Professor Huang Xiaojian has resigned as executive Director;
- (ii) Mr. Huang Rui has been appointed as an executive Director;
- (iii) Ms. Hui Wai Man, Shirley has been re-designated from independent non-executive Director to executive Director, and accordingly ceased to be the chairman of the audit committee, but remains as member of each of the remuneration committee and nomination committee of the Company; and
- (iv) Mr. Wong Wai Leung, Joseph has been appointed as the independent non-executive Director, chairman of the audit committee, member of each of the remuneration committee and nomination committee of the Company respectively.

The board (the “**Board**”) of directors (“**Director(s)**”) of Goldin Financial Holdings Limited (the “**Company**”) announces that with effect from 1 May 2019:

1. Professor Huang Xiaojian has resigned as executive Director.

He confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders (“**Shareholders**”) of the Company.

2. Mr. Huang Rui (“**Mr. Huang**”) has been appointed as an executive Director (“**New Director**”);

3. Ms. Hui Wai Man, Shirley (“**Ms. Hui**”) has been re-designated from independent non-executive Director to executive Director (the “**Re-designation**”). Following the Re-designation, Ms. Hui ceased to be the chairman of the audit committee, but remains as member of the remuneration committee and nomination committee of the Company respectively. Ms Hui also ceased to be a member of the independent committee of the Board in relation to the acquisition of a 40% equity interest in Golden Sphere Developments Limited and relevant shareholder’s loan; and
4. Mr. Wong Wai Leung, Joseph (“**Mr. Wong**”) has been appointed the independent non-executive Director, the chairman of the audit committee, member of each of the remuneration committee and nomination committee of the Company respectively (the “**New INED**”).

RE-DESIGNATION

Ms. Hui had served the Board as an independent non-executive Director since 2006, and continually provided independent opinions and objective views to the Company. Going forward, Ms. Hui will devote more time and increase her commitment and involvement in the daily management and development of the Company and its subsidiaries (together, the “**Group**”) and the Re-designation will accordingly be valuable and beneficial to the Company and the Group as a whole.

Ms. Hui, aged 51, was appointed as an independent non-executive Director, the chairman of the audit committee, and a member of the remuneration committee of the Company in June 2006 respectively. She was appointed as a member of the nomination committee of the Company in March 2012. She was re-designated from independent non-executive Director to executive Director on 1 May 2019. Ms. Hui is a practising accountant in Hong Kong. She has over 25 years of experience in public accounting and corporate finance. She is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

Ms. Hui was (i) the non-executive director and chairman of Eco-Tek Holdings Limited (ceased on 27 April 2017), which was listed on the GEM Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and (ii) an independent non-executive director of Fresh Express Delivery Holdings Group Co., Limited (ceased on 1 December 2016) and Mingyuan Medicare Development Company Limited (ceased on 18 August 2017), companies listed on the Main Board of the Stock Exchange, respectively.

Ms. Hui has not entered into any service contract with the Company but is subject to retirement and re-election at the next following annual general meeting of the Company in accordance with the bye-laws of the Company. She is entitled to receive salaries of HK\$5,964,000 per annum and other benefits and a discretionary bonus, which was determined with reference to her duties and responsibilities, as well as remuneration benchmark in the industry and the prevailing market conditions. As at the date of this announcement, Ms. Hui has no 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) (“SFO”). She does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Ms. Hui to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (“Listing Rules”) on the Stock Exchange and there is no other matter which needs to be brought to the attention of the Shareholders.

NEW DIRECTOR

Mr. Huang, aged 50, has joined the Company in May 2017. He is in charge of the corporate financing activities of the Group. He had served at various financial institutions and accumulated extensive practical experience in the financial industry.

Prior to joining the Company, Mr. Huang was the executive director and the chief executive officer of Huarong International Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange. From June 2009 to June 2016, Mr. Huang was the assistant general manager of CMB Wing Lung Bank Ltd, a director of Wing Lung Bank (Nominees) Limited and a director of Yantai Bank Co., Ltd. From June 2005 to May 2009, he was an executive director and the senior executive vice president of Chinese Mercantile Bank. Prior to this, Mr. Huang had served as the deputy head of the corporate banking department of Industrial and Commercial Bank of China (Asia) Limited, and various department managers of Industrial and Commercial Bank of China (ICBC), Yunnan Province Branch.

Mr. Huang holds a Master Degree of Business Administration from University of South Australia and a Bachelor Degree of Science from Tianjin University.

Mr. Huang has not entered into any service contract with the Company but is subject to retirement and re-election at the next following annual general meeting of the Company in accordance with the bye-laws of the Company. He is entitled to receive salaries of HK\$3,744,000 per annum and other benefits and a discretionary bonus, which was determined with reference to his duties and responsibilities, as well as remuneration benchmark in the industry and the prevailing market conditions. As at the date of this announcement, Mr. Huang has no interests in the shares of the Company within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Huang has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years. There is no other information relating to Mr. Huang to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

NEW INED

Mr. Wong, aged 63, has been appointed the independent non-executive Director, the chairman of the audit committee, member of each of the remuneration committee and nomination committee of the Company respectively with effect from 1 May 2019. Mr. Wong has a wealth of experience in the financial services industry. He started his career at Big Four auditing firms, PricewaterhouseCoopers and Deloitte Touche Tohmatsu, Hong Kong (“**Deloitte**”). At Deloitte, he was engaged in a wide spectrum of business domains, including initial public offerings, taxation, and asset protection plans for high net worth individuals. Subsequently, he worked at Credit Agricole (Suisse), Hong Kong, where he advised clients on wealth management. Mr. Wong holds a Bachelor of Commerce from the University of Calgary in Alberta, Canada. He is a member of the Hong Kong Independent Non-Executive Director Association and Singapore Institute of Directors.

Ms. Wong is currently an Independent Director of Cordlife Group Limited, a company listed on the Main Board of Singapore Stock Exchange. He was an Independent Director of BORQS Technologies Inc, a company listed on NASDAQ Stock Exchange of the United States (ceased on 2 January 2019). Save as disclosed, Mr. Wong did not hold directorships in any other public listed companies in Hong Kong or overseas in the past three years nor did he hold any other major appointments.

Mr. Wong has not entered into any service contract with the Company but is subject to retirement and re-election at the next following annual general meeting of the Company in accordance with the bye-laws of the Company. He is entitled to receive from the Company emoluments of HK\$240,000 per annum which was determined with reference to his duties and responsibilities, as well as remuneration benchmark in the industry and the prevailing market conditions. As at the date of this announcement, Mr. Wong has no interests in the shares of the Company within the meaning of Part XV of SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Wong to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Professor Huang Xiaojian for his valuable contribution to the Company during his long tenure of office.

By Order of the Board
Goldin Financial Holdings Limited
高銀金融（集團）有限公司*

Pan Sutong
Chairman

Hong Kong, 30 April 2019

As at the date of this announcement, the Board comprises Mr. Pan Sutong (Chairman), Professor Huang Xiaojian and Mr. Zhou Xiaojun as the Executive Directors; and Hon. Shek Lai Him Abraham (GBS, JP), Ms. Hui Wai Man, Shirley, Mr. Tang Yiu Wing and Ms. Gao Min as the Independent Non-executive Directors respectively.

* *For identification purpose only*