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DT CAPITAL LIMITED

鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

**CHANGE OF DIRECTORS AND
COMPOSITION OF REMUNERATION COMMITTEE,
AUDIT COMMITTEE AND NOMINATION COMMITTEE**

The Board announces the following changes with effect from 19 July 2019:

- (i) Mr. Chen has been appointed as an independent non-executive Director, a chairman of the Audit Committee and the Remuneration Committee respectively and a member of the Nomination Committee;
- (ii) Mr. Ruan has been appointed as an independent non-executive Director, a chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee respectively;
- (iii) Mr. Kwok has resigned from his office as an independent non-executive Director, a chairman of the Audit Committee and the Remuneration Committee respectively and a member of the Nomination Committee; and
- (iv) Mr. Lo has resigned from his office as an independent non-executive Director, a chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee respectively.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of DT Capital Limited (the “**Company**”) is pleased to announce that with effect from 19 July 2019:

- (i) Mr. Chen Yeung Tak (“**Mr. Chen**”) has been appointed as an independent non-executive Director, a chairman of the audit committee (the “**Audit Committee**”) of the Company and the remuneration committee (the “**Remuneration Committee**”) of the Company respectively and a member of the nomination committee (the “**Nomination Committee**”) of the Company; and
- (ii) Mr. Ruan Zhi (“**Mr. Ruan**”) has been appointed as an independent non-executive Director, a chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee respectively.

Biography of Mr. Chen Yeung Tak

Mr. Chen Yeung Tak (陳仰德先生), aged 35, was appointed as an independent non-executive Director and a chairman of the Audit Committee and the Remuneration Committee respectively and a member of the Nomination Committee with effect from 19 July 2019. Mr. Chen obtained a Bachelor of Arts in Accountancy from The Hong Kong Polytechnic University in December 2006. Mr. Chen has been a member of the Hong Kong Institute of Certified Public Accountants since January 2011.

Mr. Chen has over 12 years of experience in auditing, accounting and financial management, treasury, internal control, corporate governance and company secretarial matters. Mr. Chen worked in international accounting firms and PYI Corporation Limited (a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with stock code: 0498) from October 2012 to February 2015 with his last position as an accounting manager. Mr. Chen is currently the financial controller and company secretary of Kingland Group Holdings Limited (a company listed on the Stock Exchange with stock code 1751), which principally engaged in concrete demolition works in Hong Kong and Macau. Mr. Chen is also the independent non-executive director of Gain Plus Holdings Limited since 23 January 2018 (a company listed on the Stock Exchange with stock code: 8522), which principally engaged in the provision of building construction services and repair, maintenance, addition and alteration services, and the independent non-executive director of AV Promotions Holding Limited (a company listed on the Stock Exchange with stock code: 8419), which principally provides one-stop visual, lighting and audio solutions in the People’s Republic of China, Hong Kong and Macau.

Mr. Chen has entered into a letter of appointment with the Company for an initial term of three years and the appointment can be terminated by either the Company or Mr. Chen giving to the other party not less than one month's prior written notice or payment in lieu. The appointment is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association (the "**Articles**") of the Company. Mr. Chen is entitled to an annual director's fee of HK\$180,000, which is determined after arm's length negotiation between Mr. Chen and the Company with reference to his duties, responsibilities and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Mr. Chen did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange); nor had he held any directorship in any listed public companies in the last three years or any other positions with the Company and other members of the subsidiaries of the Company or other major appointments and professional qualifications.

Save as disclosed above, Mr. Chen has confirmed that there are no other matters that need to be brought to the attention of the Shareholders regarding his appointment and there is no other information that needed to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to the appointment of Mr. Chen.

Biography of Mr. Ruan Zhi

Mr. Ruan Zhi (阮智先生), aged 49, was appointed as an independent non-executive Director, a chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee respectively with effect from 19 July 2019. Mr. Ruan graduated from Chengdu University of Science and Technology in 1991 and obtained a Master's degree of Business Administration from University of Ballarat in 2003. He was one of the founders of Gemdale Corporation, a listed company (600383). He served as the general manager, deputy general manager of South China region, and operations director of East China region of 金地集團建材公司 (Gemdale Corporation Building Materials Company) from 1992 to 2006. He served as the general manager of 中信深圳集團房地產公司 (CITIC Shenzhen Group Real Estate Company), a subsidiary of CITIC which is the biggest central enterprise in PRC, and the general manager of 中信四川控股公司 (CITIC Sichuan Holding Company) in 2006. He served as managing director of Hong Kong Kun Tai International Investment Limited (香港坤泰國際投資有限公司) from 2007 to 2012. He is an independent investor and also the managing director of 深圳智澤東方商業管理有限公司 (Shenzhen Zhize Dongfang Commercial Management Company Limited) since 2012.

Mr. Ruan has entered into a letter of appointment with the Company for an initial term of three years and the appointment can be terminated by either the Company or Mr. Ruan giving to the other party not less than one month's prior written notice or payment in lieu. The appointment is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Ruan is entitled to an annual director's fee of HK\$120,000, which is determined after arm's length negotiation between Mr. Ruan and the Company with reference to his duties, responsibilities and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Mr. Ruan did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules); nor had he held any directorship in any listed public companies in the last three years or any other positions with the Company and other members of the subsidiaries of the Company or other major appointments and professional qualifications.

Save as disclosed above, Mr. Ruan has confirmed that there are no other matters that need to be brought to the attention of the Shareholders regarding his appointment and there is no other information that needed to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to the appointment of Mr. Ruan.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board further announces that with effect from 19 July 2019:

- (i) Mr. Kwok Ming Fai (“**Mr. Kwok**”) has resigned from his office as an independent non-executive Director, a chairman of the Audit Committee and the Remuneration Committee respectively and a member of the Nomination Committee due to his other personal commitment which requires more of his attention and dedication; and
- (ii) Mr. Lo Chi Ming (“**Mr. Lo**”) has resigned from his office as an independent non-executive Director, a chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee respectively due to his personal career development which requires more of his attention and dedication.

Each of Mr. Kwok and Mr. Lo confirmed that he has no disagreement with the Board and there is no other matter which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to his resignation.

The Board wishes to express its appreciation to Mr. Kwok and Mr. Lo for their valuable contributions to the Company during their tenure of office.

By order of the Board
DT Capital Limited
Chan Pui Kwan
Chairlady

Hong Kong, 19 July 2019

As at the date of this announcement, the Board comprises Mr. Leung King Yue, Alex, Mr. Leong Chi Wai and Mr. Lewis Chan as executive Directors; Ms. Chan Pui Kwan and Ms. Li Peng as non-executive Directors; Mr. Jochum Siebren Haakma; Mr. Chen Yeung Tak and Mr. Ruan Zhi as independent non-executive Directors.