

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

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**Company name** : **Capital Finance Holdings Limited (the “Company”)**

**Stock code (ordinary shares)** : 8239

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 8 December 2014.

**A. General**

**Place of incorporation** : Incorporated in the Cayman Islands and continued in Bermuda

**Date of initial listing on GEM** : 15 November 2002

**Name of Sponsor(s)** : N/A

**Names of directors** : *Executive Directors*  
*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)*  
 Mr. Wong Wai Sing - Chairman  
 Mr. Han Jianli – Chief Executive Officer

Non-executive director  
 Mr. Tsang Ho Ka, Eugene

*Independent Non-Executive Directors*  
 Mr. Kwok Kam Tim  
 Mr. Du Hui  
 Mr. Chen Yihua

**Name(s) of substantial shareholder(s)**

(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

<b>Names</b>	<b>Number of Shares</b>	<b>Approximate percentage of shareholding in the Company</b>
Exuberant Global Limited (“Exuberant Global”) (Note 1)	1,507,428,571	155.66
Mr. Dai Di (Note 1)	1,507,428,571	155.66
Time Prestige Holdings Limited (“Time Prestige”) (Note 2)	161,142,857	16.64
Mr. Dai Hao (Notes 2 and 3)	563,999,999	58.24
Bustling Capital (Note 3)	402,857,142	41.60
Ms. Jin Yu (Notes 2 and 3)	563,999,999	58.24
Silver Palm Limited (Note 4)	71,428,571	7.38
Mr. Wang Jia Sheng (Note 4)	71,428,571	7.38

**Notes:**

1. The 1,507,428,571 Shares held by Exuberant Global represent the 174,200,000 Shares and 658,942,857 Conversion Shares to be issued upon full conversion of the convertible bonds, and a maximum of 674,285,714 Conversion Shares to be issued upon full conversion of the convertible bonds to be issued to Exuberant Global subject to the fulfilment of the profit achievement. Exuberant Global is wholly and beneficially owned by Mr. Dai Di. Accordingly, Mr. Dai Di is deemed to be interested in the 1,507,428,571 Shares.
2. The 161,142,857 Shares held by Time Prestige represent the 26,800,000 Shares and 134,342,857 Conversion Shares to be issued upon full conversion of the convertible bonds. Time Prestige is wholly and beneficially owned by Mr. Dai Hao. Accordingly, Mr. Dai Hao is deemed to be interested in the 161,142,857 Shares. In addition, by virtue of being the spouse of Ms. Jin, Mr. Dai Hao is also deemed to be interested in 402,857,142 Shares held by Bustling Capital.
3. The 402,857,142 Shares held by Bustling Capital represent the 67,000,000 Shares and 335,857,142 Conversion Shares to be issued upon full conversion of the convertible bonds. Bustling Capital is wholly and beneficially owned by Ms. Jin. Accordingly, Ms. Jin is deemed to be interested in the 402,857,142 Shares. In addition, by virtue of being the spouse of Mr. Dai Hao, Ms. Jin is also deemed to be interested in the 161,142,857 Shares held by Time Prestige.
4. The 71,428,571 Shares held by Silver Palm Limited (the “Silver Palm”) represents the 71,428,571 conversion Shares to be issued upon full conversion of the convertible bonds. Silver Palm is wholly and beneficially owned by Mr. Wang Jia Sheng (“Mr. Wang”). Accordingly, Mr. Wang is deemed to be interested in the 71,428,571 Shares. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, Mr. Wang is an independent third parties, parties which are not connected persons of the Company (as defined in the GEM Listing Rules) and are independent of and not connected with the Company and its connected persons.
5. The percentage represents the number of Shares interested divided by the number of the issued Shares as at 8 December 2014.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: N/A
Financial year end date	: 31 <sup>st</sup> March
Registered address	: Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Head office and principal	: Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon
Web-site address (if applicable)	: <a href="http://www.capitalfinance.hk">www.capitalfinance.hk</a>
Share registrar	: <b><i>Principal share registrar and transfer office</i></b> Codan Services Limited Clarendon House 2 Church Street Hamilton HM11 Bermuda  <b><i>Hong Kong branch share registrar and transfer office</i></b> Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong
Auditors	: Mazars CPA Limited Certified Public Accountants

## **B. Business activities**

The Company and its subsidiaries are principally engaged in (i) short-term financing services in the People's Republic of China (the "PRC"); (ii) property investments; and (iii) business of coal trading between the PRC and Indonesia.

## **C. Ordinary shares**

Number of ordinary shares in issue	: 968,380,284 shares
Par value of ordinary shares in issue	: HK\$0.01 each
Board lot size (in number of shares)	: 2,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	: N/A

**D. Warrants**

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio:	N/A
<i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

**E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).  
(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

**Convertible Bonds**

As at the date hereof, there is outstanding principal amount of HK\$420,200,000 of non-interest bearing convertible bonds (the “Convertible Bonds”) with conversion price of HK\$0.35 per Share which are convertible into a maximum of 1,200,571,427 Shares upon full conversion of the Convertible Bonds.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor: N/A

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Mr. Wong Wai Sing

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Mr. Han Jianli

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Mr. Tsang Ho Ka, Eugene

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Mr. Kwok Kam Tim

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Mr. Chen Yihua

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Mr. Du Hui