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**Capital Finance Holdings Limited**  
**首都金融控股有限公司**

*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8239)**

**COMPLETION OF DISCLOSEABLE TRANSACTION IN RELATION TO  
THE ACQUISITION OF (I) THE ENTIRE EQUITY INTEREST IN  
BEIJING AUTO-SERVE SOFTWARE COMPANY LIMITED\*  
AND (II) THE ENTIRE ISSUED SHARE CAPITAL OF  
VIBRANT YOUTH LIMITED INVOLVING ISSUE OF  
CONSIDERATION SHARES UNDER GENERAL MANDATE**

Reference is made to the announcements of Capital Finance Holdings Limited (the “**Company**”) dated 13 January 2015 and 23 January 2015 (the “**Announcements**”) in relation to, among other things, the acquisition of Sale Equity and Sale Shares, which involves the issue of the Consideration Shares under General Mandate. Capitalised terms used herein shall have the same meanings as those in the Announcements unless the context otherwise requires.

The Board is pleased to announce that all the conditions precedent under the Agreement (as amended and supplemented by the Supplemental Agreement) have been fulfilled and Completion took place on 13 March 2015. Pursuant to the said Agreement, an amount of RMB5,000,000 (equivalent to approximately HK\$6,250,000) has been paid in cash to Vendor A and Vendor B, and 10,869,565 Lock-up Consideration Shares have been issued to Vendor C and Vendor D on 13 March 2015, each at the Issue Price (being RMB0.368, equivalent to HK\$0.46). Immediately after the Completion, each of Target Company A and Target Company B has become a wholly-owned subsidiary of the Company. The financial results and positions of the Target Companies will be consolidated into the financial statements of the Group.

Pursuant to the said Agreement, an additional of a maximum 125,000,000 Earn Out Consideration Shares, each at the Issue Price (being RMB0.368, equivalent to HK\$0.46), will be allotted and issued to Vendor C and Vendor D (or their nominee(s)) after the fulfillment of the Total Guaranteed Profit.

The following table sets out the shareholding structure of the Company (i) immediately before Completion; (ii) immediately after the allotment and issue of 10,869,565 Lock-up Consideration Shares upon Completion; and (iii) assuming the allotment and issue of the maximum 125,000,000 Earn Out Consideration Shares upon fulfillment of the Total Guaranteed Profit:

	Immediately before		Immediately after		Assuming the allotment and issue	
	Completion		the allotment and issue of		of the maximum 125,000,000	
			10,869,565 Lock-up		Earn Out Consideration Shares	
	Completion		Consideration Shares upon		after fulfillment of	
	Completion		Completion		the Total Guaranteed Profit	
	Number of		Number of		Number of	
	Shares	Approx. %	Shares	Approx. %	Shares	Approx. %
Mr. Wong (Note 1)	112,076	0.01	112,076	0.01	112,076	0.01
Mr. Dai Di (Note 2)	174,200,000	17.99	174,200,000	17.79	174,200,000	15.78
Mr. Dai Hao & Ms. Jin Yu (Notes 3 and 4)	93,800,000	9.69	93,800,000	9.58	93,800,000	8.49
The Vendors	–	–	10,869,565	1.11	135,869,565	12.30
Public Shareholders	700,268,208	72.31	700,268,208	71.51	700,268,208	63.42
<b>Total</b>	<b>968,380,284</b>	<b>100.00</b>	<b>979,249,849</b>	<b>100.00</b>	<b>1,104,249,849</b>	<b>100.00</b>

*Notes:*

1. Mr. Wong is the vice chairman of the Company and an executive Director and is also the beneficial owner of 36,400 Shares. 75,676 Shares are held by MKIH, a company which is beneficially and wholly-owned by Mr. Wong, the sole director of MKIH. Accordingly, Mr. Wong is deemed to be interested in the 75,676 Shares held by MKIH.
2. Mr. Dai Di is interested in 174,200,000 Shares, through Exuberant Global Limited, a company wholly and beneficially owned by him.
3. Mr. Dai Hao is interested in 26,800,000 Shares, through Time Prestige, a company wholly and beneficially owned by him. In addition, by virtue of being the spouse of Ms. Jin Yu, Mr. Dai Hao is also deemed to be interested in the 67,000,000 Shares held by Bustling Capital.

4. Ms. Jin Yu is interested in 67,000,000 Shares, through Bustling Capital, a company wholly and beneficially owned by her. In addition, by virtue of being the spouse of Mr. Dai Hao, Ms. Jin Yu is also deemed to be interested in the 26,800,000 Shares held by Time Prestige.

By Order of the Board of  
**Capital Finance Holdings Limited**  
**Mr. Han Jianli**  
*Chairman and Executive Director*

Hong Kong, 13 March 2015

*As at the date of this announcement, the executive Directors are Mr. Han Jianli and Mr. Wong Wai Sing and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Du Hui and Mr. Chen Yihua.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the website of the Company at <http://www.capitalfinance.hk>.*

\* *For identification purpose only*