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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of Capital Finance Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Monday, 24 August 2015 at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 14 July 2015 (the “**Agreement**”) and entered into between Star Coal International Development Company Limited, an indirect wholly-owned subsidiary of the Company, as vendor, and Pinnacle MediCapital Limited as purchaser (the “**Purchaser**”), in respect of the sale and purchase of the entire equity interest and shareholder’s loan in Star Coal International Investment Company Limited at a consideration of HK\$54,000,000 (a copy of the Agreement has been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to, the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 6 August 2015

<i>Registered office:</i>	<i>Head office and principal place of business in Hong Kong:</i>
Clarendon House	Suites 3509-10, 35/F.
2 Church Street	Tower 6, The Gateway
Hamilton HM 11	Harbour City
Bermuda	Kowloon, Hong Kong

Notes:

- (i) All resolution at the meeting shall be taken by poll pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange Hong Kong Limited and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
- (ii) Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares (the “**Share(s)**”) of the Company may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (iv) To be valid, the instrument appointing a proxy and (if required by the board of the directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (v) No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within 12 months from such date.

- (vi) Where there are joint holders of any Shares, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (vii) Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting if the member so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (viii) If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the SGM, the SGM will be postponed. Members may visit the website of the Company at www.capitalfinance.hk for details of the postponement and alternative meeting arrangement.

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. Chen Yihua and Mr. Du Hui.

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>.