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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 PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



KGI Asia Limited

Reference is made to the announcement of Capital Finance Holdings Limited (the “**Company**”) dated 30 January 2020 (the “**Announcement**”) in relation to the Placing. Unless the context requires otherwise, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been satisfied and completion of the Placing (the “**Completion**”) took place on 17 February 2020 in accordance with the terms of the Placing Agreement. An aggregate of 105,264,000 Placing Shares, representing approximately 7.48% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately after Completion, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.095 per Placing Share. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owner(s) are Independent Third Parties.

The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission and all relevant expenses) incidental to the Placing of approximately HK\$0.6 million, are estimated to be approximately HK\$9.4 million. The Company intends to apply the net proceeds from the Placing for settlement of outstanding short term liabilities of the Company.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The effect on the shareholding structure of the Company immediately before and after Completion is as follows:

	Immediately before Completion		Immediately after Completion	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Directors				
Mr. Zhang Wei (<i>Note 1</i>)	113,763,201	8.74	113,763,201	8.09
Ms. Li Wei (“ Ms. Li ”) (<i>Note 2</i>)	72,938,000	5.61	72,938,000	5.19
Substantial Shareholders				
Mr. Dai Di (<i>Note 3</i>)	294,200,000	22.61	294,200,000	20.92
Mr. Dai Hao & Ms. Jin Yu (<i>Note 4 and 5</i>)	93,800,000	7.21	93,800,000	6.67
Mr. Zhang Xiaoman (<i>Note 6</i>)	71,428,571	5.49	71,428,571	5.08
Public Shareholders				
The Places	–	–	105,264,000	7.48
Other public Shareholders	654,988,284	50.34	654,988,284	46.57
Total	1,301,118,056	100.00	1,406,382,056	100.00

Notes:

- Mr. Zhang Wei is the chairman and the executive Director of the Company and is also the beneficial owner of 113,763,201 Shares.
- Ms. Li is the vice chairlady and the executive Director of the Company and is also the beneficial owner of 72,938,000 Shares.
- Mr. Dai Di is interested in 294,200,000 Shares, through Exuberant Global Limited, a company wholly and beneficially owned by him.

4. Mr. Dai Hao is the brother of Mr. Dai Di. Mr. Dai Hao is interested in 26,800,000 Shares, through Time Prestige Holdings Limited (“**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 Limited (“**Bustling Capital**”).
5. 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.
6. Mr. Zhang Xiaoman is interested in 71,428,571 Shares, through Silver Palm Limited, a company wholly and beneficially owned by him.

By Order of the Board
Capital Finance Holdings Limited
Zhang Wei
Chairman and Executive Director

Hong Kong, 17 February 2020

As at the date of this announcement, the executive Directors are Mr. Zhang Wei and Ms. Li Wei; the non-executive Director is Mr. Zang Wei; and the independent non-executive Directors are Mr. Chen Yihua, Mr. Du Hui and Dr. Wong Wing Kuen Albert.

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 Listed Company Information” page for at least seven days from the date of its posting and on the website of the Company at <http://www.capitalfinance.hk>.