



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 28 February 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: CAPITAL FINANCE HOLDINGS LIMITED

Date Submitted: 03 March 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08239	Description				
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	20,000,000,000	HKD	0.05	HKD	1,000,000,000	
Increase / decrease (-)	80,000,000,000			HKD		
Balance at close of the month	100,000,000,000	HKD	0.01	HKD	1,000,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,000,000,000

Remarks:

Capital Reorganisation has become effective on 23 February 2023, involving:

- (i) the Share Consolidation whereby every twenty (20) Existing Shares be consolidated into one (1) Consolidated Share;
- (ii) the Capital Reduction whereby the issued share capital of the Company be reduced by cancelling paid up capital of the Company to the extent of HK\$0.99 on each of the then Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$1.0 to HK\$0.01; and
- (iii) the Sub-division whereby each authorized but unissued Consolidated Share of HK\$1.0 (including the unissued Shares arising from the Capital Reduction) be sub-divided into 100 New Shares of HK\$0.01 each.

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08239	Description				
Balance at close of preceding month		1,261,829,233				
Increase / decrease (-)		-1,198,737,772				
Balance at close of the month		63,091,461				

Remarks:

Share Consolidation (every twenty (20) issued and unissued existing ordinary share(s) of HK\$0.05 each in the share capital of the Company consolidated into consolidated share(s) of HK\$1.0 each), details of which are set out in the circular dated 20 January 2023 and the announcements of the Company dated 19 December 2022 and 21 February 2023.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)	08239						
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). HK\$99,840,000 Unsecured convertible bonds due on 24 December 2023	HKD	48,334,000			48,334,000	0	48,334,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	1					
General Meeting approval date (if applicable)	28 June 2022						
2). HK\$185,400,000 Unsecured convertible bonds due on 5 August 2024	HKD	139,235,000			139,235,000	0	139,235,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	1					
General Meeting approval date (if applicable)	28 June 2022						

Total C (Ordinary shares): 0

Remarks:

As a result of the Capital Reorganisation, the conversion price of convertible bonds due 24 December 2023 and 5 August 2024 have been adjusted from HK\$0.05 to HK\$1.0 accordingly. For details, please refer to the circular dated 20 January 2023 and the announcements of the Company dated 19 December 2022 and 21 February 2023.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		08239				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Capital reorganisation			23 February 2023	21 February 2023	-1,198,737,772	

Total E (Ordinary shares): -1,198,737,772

Remarks:

Share Consolidation (every twenty (20) issued and unissued existing ordinary share(s) of HK\$0.05 each in the share capital of the Company consolidated into consolidated share(s) of HK\$1.0 each), details of which are set out in the circular dated 20 January 2023 and the announcements of the Company dated 19 December 2022 and 21 February 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -1,198,737,772

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: ZHANG Wei

Title: Chairman & Executive Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"