

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS TO THE EXSITNG BYE-LAWS AND ADOPTION OF THE SECOND AMENDED AND RESTATED BYE-LAWS

This announcement is made by Capital Finance Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Exchange (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that for the purposes of (i) bringing the existing amended and restated bye-laws (the “**Existing Bye-laws**”) in line with the amendments made to the GEM Listing Rules (in particular to conform to the core shareholder protection standards as set out in Appendix 3 to the GEM Listing Rules) and applicable laws of Bermuda; and (ii) making certain other consequential or minor house-keeping amendments to the Existing Bye-laws, the Board proposes to seek approval of the shareholders of the Company (the “**Shareholders**”) by special resolution at the forthcoming annual general meeting to amend the Existing Bye-laws by way of adopting a new set of bye-laws of the Company (the “**Second Amended and Restated Bye-laws**”) in substitution for and to the exclusion of the Existing Bye-laws.

A summary of the major changes brought about by the proposed adoption of the Second Amended and Restated Bye-laws is set out below:

1. to reflect the change of the name of the Company to “Capital Finance Holdings Limited”;
2. to update certain definitions in the Existing Bye-laws, to add the definition of “close associate” and “extraordinary resolution”;

3. to update the share capital reference with the current par value of shares of the Company;
4. to remove the prohibition on the Company providing financial assistance to any person to purchase Shares;
5. to enable the Board to issue convertible securities or securities of similar nature;
6. to remove the restriction that the record date for determining entitlement to receive any dividend, distribution, allotment or issue cannot be more than thirty days before or after date on which such dividend, distribution, allotment or issue is declared, paid or made;
7. to enable transfer of Shares in any manner permitted by and in accordance with the rules of the designated stock exchange;
8. to provide that the Company must hold an annual general meeting in each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the GEM Listing Rules, if any);
9. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings (including an special general meeting) must be called by notice of not less than fourteen (14) clear days but if permitted by the GEM Listing Rules, a general meeting may be called by shorter notice, if it is so agreed under the circumstances set out in the Second Amended and Restated Bye-laws;
10. to enable meetings of members or any class thereof to be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously with participation in such a meeting constituting presence at such meeting;
11. to clarify that the right to requisition a special general meeting by any Shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company includes the right for such Shareholder to specify the resolution to be transacted in its requisition;

12. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
13. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election;
14. to enable the Board to resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account);
15. to provide that the Shareholders may by extraordinary resolution remove the auditor of the Company at any time before the expiration of his term of office;
16. to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
17. to provide that the signature to any notice or document to be given by the Company may be written, printed or made electronically; and
18. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

A circular containing, among other things, details of the proposed amendments to the Existing Bye-laws and the adoption of the Second Amended and Restated Bye-laws, together with a notice convening the annual general meeting will be despatched to the Shareholders as soon as practicable. As no Shareholder has a material interest in the proposed adoption of the Second Amended and Restated Bye-laws, no Shareholder is required to abstain from voting on the resolutions proposed to consider and approve the proposed adoption of the Second Amended and Restated Bye-laws.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the annual general meeting and the effective date of the proposed adoption of the Second Amended and Restated Bye-laws as and when appropriate.

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

Hong Kong, 18 May 2023

As at the date of this announcement, the executive Directors are Mr. Zhang Wei, Ms. Li Wei and Mr. Mang Sheung Lok; and the independent non-executive Directors are Mr. Chen Yihua, Mr. Lee Zak Yuen and Mr. Chan Ngai Fan.

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 “Latest Listed Company Information” page of the website of the Exchange at <http://www.hkewnews.hk> for at least 7 days from the date of its posting and the Company’s website at <http://www.capitalfinance.hk>.