

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

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Company name : **Capital Finance Holdings Limited**

Stock code (ordinary shares) : **8239**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 1 December 2015.

A. General

Place of incorporation : Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM : 15 November 2002

Name of Sponsor(s) : N/A

Names of directors : ***Executive Directors***
(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)
Mr. Zhang Wei – Chairman and Chief Executive Officer
Mr. Wong Wai Sing – Vice Chairman
Mr. Han Jianlin

Independent Non- Executive Directors

Mr. Chen Yihua
Mr. Du Hui
Ms. Sze Sau Wan

Name(s) of substantial shareholder(s)

(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

| Names | Number of Shares | Approximate percentage of shareholding in the Company (%) |
|---|-------------------------|--|
| Exuberant Global Limited (“Exuberant Global”) (<i>Note 1</i>) | 1,384,571,429 | 119.92% |
| Mr. Dai Di (<i>Note 1</i>) | 1,384,571,429 | 119.92% |

Notes:

1. The 1,384,571,429 shares of the Company (the “Shares”) held by Exuberant Global represent the 174,200,000 Shares and 1,210,371,429 conversion Shares to be issued upon full conversion of the convertible bonds. Exuberant Global is wholly and beneficially owned by Mr. Dai Di. Accordingly, Mr. Dai Di is deemed to be interested in the 1,384,571,429 Shares.
2. The percentage represents the number of Shares interested divided by the number of the issued Shares as at 1 December 2015.

Name(s) of company(ies) listed on GEM : N/A
of the Main Board of the Stock Exchange
within the same group as the Company

Financial year end date : 31st December

Registered address : Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business : Suites 3509-10, 35/F., Tower 6, The Gateway,
Harbour City, Kowloon

Web-site address (if applicable) : www.capitalfinance.hk

| | |
|-----------------|--|
| Share registrar | : <i>Principal share registrar and transfer office</i> Coden Services Limited Clarendon House 2 Church Street Hamilton HM11 Bermuda |
| | <i>Hong Kong branch share registrar and transfer office</i> Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong |
| Auditors | : Mazars CPA Limited Certified Public Accountants |

B. Business activities

The Company and its subsidiaries are principally engaged in (i) short-term financing services in the People's Republic of China (the "PRC") and Hong Kong and (ii) business of development and sales of enterprises software and provision of software maintenance and support services for financial sectors in the PRC.

C. Ordinary shares

| | |
|--|------------------------|
| Number of ordinary shares in issue | : 1,154,605,562 shares |
| Par value of ordinary shares in issue | : HK\$0.01 each |
| Board lot size (in number of shares) | : 2,000 shares |
| Name of other stock exchange(s) on which ordinary shares are also listed | : N/A |

D. Warrants

| | |
|--|-----|
| Stock code: | N/A |
| Board lot size: | N/A |
| Expiry date: | N/A |
| Exercise price: | N/A |
| Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right) | N/A |
| No. of warrants outstanding: | N/A |
| No. of shares falling to be issued upon the exercise of outstanding warrants: | N/A |

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Convertible Bonds

As at the date hereof, there are:

- (i) outstanding principal amount of HK\$387,200,000 of non-interest bearing convertible bonds due 2019 (the “Convertible Bonds I”) with conversion price of HK\$0.35 per Share which are convertible into a maximum of 1,106,285,714 Shares upon full conversion of the Convertible Bonds I; and
- (ii) outstanding principal amount of HK\$236,000,000 of non-interest bearing convertible bonds due 2020 (the “Convertible Bonds II”) with conversion price of HK\$0.35 per Share which are convertible into a maximum of 674,285,714 Shares upon full conversion of the Convertible Bonds II.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor:
N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Zhang Wei

Mr. Wong Wai Sing

Mr. Han Jianli

Mr. Chen Yihua

Mr. Du Hui

Ms. Sze Sau Wan