



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer CAPITAL FINANCE HOLDINGS LIMITED

Date Submitted 07/04/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>8239</u>	Description : <u>Ordinary Shares</u>		
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000</u>
(2) Stock code : <u>N/A</u>	Description : _____		
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : <u>  N/A  </u>	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>  N/A  </u>	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State  
currency*) :

HK\$100,000,000

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## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,154,605,562</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>26,512,494</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,181,118,056</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1.Share Option Scheme</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
<u>(02 /08 /2012 )</u>						
<u>shares</u>						
<u>(Note 1)</u>						
<u>2.N/A</u>						
<u>( / / )</u>						
<u>shares</u>						
<u>(Note 1)</u>						
<u>3.N/A</u>						
<u>( / / )</u>						
<u>shares</u>						
<u>(Note 1)</u>						
			<u>Total A. (Ordinary shares)</u>	<u>Nil</u>		
			<u>(Preference shares)</u>	<u>N/A</u>		
			<u>(Other class)</u>	<u>N/A</u>		
Total funds raised during the month from exercise of options (State currency)			<u>N/A</u>			

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
2.N/A _____ _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
3.N/A _____ _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
4.N/A _____ _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
				Total B.	(Ordinary shares) <u>N/A</u>	
					(Preference shares) <u>N/A</u>	
					(Other class) <u>N/A</u>	

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

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. HK\$420,200,000 Unsecured convertible bonds due 2019	HKD	387,200,000	0	387,200,000	0	1,106,285,714
Stock code (if listed)		N/A				
Class of shares issuable ( <i>Note 1</i> )		Ordinary				
Subscription price		HK\$0.35				
EGM approval date (if applicable) (dd/mm/yyyy)		( 18 /06 /2014 )				
2. HK\$236,000,000 Unsecured convertible bonds due 2020	HKD	236,000,000	0	236,000,000	0	674,285,714
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )		Ordinary				
Subscription price		HK\$0.35				
EGM approval date (if applicable) (dd/mm/yyyy)		( 18 /06 /2014 )				
3. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
				Total C. (Ordinary shares)	Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____ _____ ( / / ) _____ shares (Note 1)		
2. N/A _____ _____ _____ _____ ( / / ) _____ shares (Note 1)		
3. N/A _____ _____ _____ _____ ( / / ) _____ shares (Note 1)		
_____ Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class)	N/A N/A N/A	

## Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u> ( / / )		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)		_____	_____
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u> ( / / )		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)		_____	_____
3. Placing	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u> ( / / )		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )	_____	_____
4. Bonus issue		Class of shares issuable (Note 1)	<u>N/A</u> ( / / )		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )	_____	_____

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
6.	Repurchase of shares		Class of shares repurchased (Note 1) <u>N/A</u> Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
7.	Redemption of shares		Class of shares redeemed (Note 1) <u>N/A</u> Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
8.	Issuance of the Adjusted 2015 Earn Out Consideration Shares	At price : HK\$ 0.46 per consideration share	Class of shares issuable (Note 1) Ordinary Issue and allotment date : (dd/mm/yyyy) (16/03/2016) AGM approval date: (dd/mm/yyyy) Under the general mandate granted to the directors at the AGM held on 31 July 2015	26,512,494	N/A



For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation		Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )		
10. Other (Please specify)	At price : State currency _____	Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )		
			Total E. (Ordinary shares) <u>26,512,494</u>	
			(Preference shares) <u>N/A</u>	
			(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>26,512,494</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

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Submitted by: ZHANG WEI

Title: CHAIRMAN & EXECUTIVE DIRECTOR  
(Director, Secretary or other duly authorised officer)

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*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*