

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in Capital Finance Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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The logo for Capital Finance Holdings Limited, consisting of the letters 'CFHL' in a bold, gold-colored, sans-serif font.

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)

**PROPOSAL FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Capital Finance Holdings Limited to be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon on Friday, 31 July 2015 at 11:30 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

The Chinese translation of this circular is for reference only, and in case of any inconsistency, the English version shall prevail.

11 June 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company convened to be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon on Friday, 31 July 2015 at 11:30 a.m., notice of which is set out on pages 13 to 16 of this circular;
“associate(s)” or “connected person(s)”	has the meaning ascribed to this term under the GEM Listing Rules;
“Board”	the board of Directors from time to time;
“Bye-law(s)”	the bye-laws of the Company;
“Company”	Capital Finance Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on GEM;
“Director(s)”	the director(s) of the Company from time to time;
“GEM”	Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders;
“Latest Practicable Date”	8 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein;

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.



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)

Executive Directors:

Mr. Han Jianli (*Chairman and Chief Executive Officer*)
Mr. Wong Wai Sing (*Vice-Chairman*)

Independent non-executive Directors:

Mr. Kwok Kam Tim
Mr. Chen Yihua
Mr. Du Hui

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Suites 3509-10
35/F., Tower 6,
The Gateway,
Harbour City,
Kowloon, Hong Kong

11 June 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 84(1) of the Bye-laws, Mr. Wong Wai Sing (“**Mr. Wong**”) and Mr. Han Jianli (“**Mr. Han**”) shall retire from office by rotation. Being eligible, Mr. Wong and Mr. Han will offer themselves for re-election, and ordinary resolution as set out in resolutions no. 2a and no. 2b will be put forward to the Shareholders at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 2 August 2013, the Directors were granted a general mandate (the “**2014 Issue Mandate**”) to allot, issue and deal with new Shares and to exercise the powers of the Company to repurchase issued Shares. The 2014 Issue Mandate was revoked and replaced by another mandate granted to Directors to allot and deal with up to 112,533,556 new shares at the Company’s special general meeting held on 28 May 2015 (the “**Old Issue Mandate**”). The Old Issue Mandate will lapse at the conclusion of the AGM. The Directors therefore propose to seek your approval of the ordinary resolutions to be proposed at the AGM to grant the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution as set out in resolution no. 4 will be proposed such that the Directors be given an unconditional Issue Mandate to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the Issue Mandate.

In addition, an ordinary resolution as set out in resolution no. 6 will be proposed to extend the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

Repurchase Mandate

At the AGM, an ordinary resolution as set out in resolution no. 5 will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

LETTER FROM THE BOARD

Subject to the passing of the resolution no. 5 for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 112,533,556 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the reasonably necessary information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution.

AGM

A notice convening the AGM to be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon on Friday, 31 July 2015 at 11:30 a.m. is set out on pages 13 to 16 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate (including the extension of Issue Mandate) and the Repurchase Mandate, and the re-election of Directors.

A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 17.47 of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

LETTER FROM THE BOARD

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

RECOMMENDATION

The Board consider the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully
By Order of the Board
Capital Finance Holdings Limited
Han Jianli
Chairman and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix I serves as an explanatory statement required to be sent to all Shareholders pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules in connection with the Repurchase Mandate.

THE REPURCHASE MANDATE

Resolution no. 5 set out in the notice of the AGM will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of up to 10% of the Shares in issue at the date of the AGM at any time from the passing of the Resolution until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held, or at any time when the aforementioned mandate is revoked, varied, or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the number of Shares in issue was 1,125,335,562. Subject to the passing of the relevant ordinary resolution as set out in resolution no. 5 to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 112,533,556 Shares, representing not more than 10% of the Shares in issue of the Company as at the date of passing of the resolution No. 5, during the Relevant Period (as defined in the Notice of AGM which is set out on pages 13 to 16 of this circular).

REASONS FOR THE REPURCHASE MANDATE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders.

SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or gearing level which, in the opinion of the Directors, is from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have a present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

No core connected persons has notified the Company of a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons obliged to make a mandatory general offer under the Takeovers Code.

REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE
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SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
June	0.870	0.480
July	0.960	0.690
August	0.810	0.690
September	0.740	0.600
October	0.700	0.580
November	0.700	0.590
December	0.610	0.520
2015		
January	0.660	0.465
February	0.660	0.530
March	0.620	0.495
April	0.540	0.405
May	0.560	0.415
June (up to the Latest Practicable Date)	0.530	0.455

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

MR. HAN JIANLI

Particular of Mr. Han Jianli (“Mr. Han”)

Mr. Han, aged 50, the Chairman and Chief Executive Officer of the Company, has over 20 years of experience in money lending business in the People’s Republic of China. During May 2013 to May 2014, Mr. Han was the risk controller of Zhong Wei (Beijing) Credit Management Company Limited Weijinsuo Platform[#] (中微(北京)信用管理有限公司微金所平台). Prior to that, Mr. Han was an Intermediate Account Manager in the Industrial and Commercial Bank of China Limited, Haidian branch’s Credit Department[#] (中國工商銀行海澱支行信貸部) from 1992 to 2006, was a vice president in Zhong Hui Guarantee Company Limited[#] (中慧擔保有限公司) from 2006 to 2010, and was a vice general manager in Beijing Shi Guo Xu Microfinance Company Limited[#] (北京市國旭小額貸款有限公司) from 2010 to May 2013. Mr. Han graduated in 1987 from the Military Institute of Physical Education of The People’s Liberation Army[#] (中國人民解放軍軍事體育學院), with three academic years of physical education instructor (staff) training[#] (體育專業體育教員(參謀)培訓三年學制大專修業).

Mr. Han has entered into a letter of appointment with the Company for an initial term of one year commencing on 9 October 2013 which was renewed for another 2 years until 8 October 2016, during which either party may terminate the appointment by giving not less than three months prior written notice or salary in lieu of such notice. His appointments is subject to the provisions of retirement and rotation of Directors under the bye-laws of the Company. Pursuant to the terms of the letter of appointment, Mr. Han is entitled to an annual director’s fee of HK\$264,000 and discretionary bonus which is determined based on the Company’s remuneration policy with reference to financial performance of the Company of the relevant year.

Mr. Han is a director of a subsidiary of the Company.

Mr. Han does not have any relationship with any other Director, senior management or Substantial or Controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

As of the Latest Practicable Date, Mr. Han does not have any interest in the Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Han does not hold (i) any other position in the Group; (ii) any other directorship in listed companies in Hong Kong or overseas in the last three years; and (iii) other major appointment and professional qualifications.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matters with respect to the re-election of Mr. Han as a Director that needs to be brought to the attention of the Shareholders and there was no information relating to Mr. Han that is required to be disclosed pursuant to Rules 17.50(2)(h) to (w) of the GEM Listing Rules.

MR. WONG WAI SING**Particulars of Mr. Wong Wai Sing (“Mr. Wong”)**

Mr. Wong Wai Sing, aged 29, the Vice-Chairman of the Company is a member of the Hong Kong Institute of Directors. Mr. Wong holds a Bachelor of Science degree in international business from the Canterbury University, London, an international master degree of business administration from the Stratford University, Falls Church, Virginia, the United States of America and a master of arts and a doctor of philosophy from the Universidad Empresarial De Costa Rica. He also obtained 三級煤礦安全技術綜合考試 (a certificate of three-tiers’ integrate coal mine’s safety[#]) from 中國新疆煤礦安全監察局 (the Bureau of Xinjiang Coal Mine Safety Supervision, the People’s Republic of China. Mr. Wong is also the Trade Adviser of the Honorary Consulate of Equatorial Guinea to Bucharest Romania and the Diplomatic Adviser to the Special Representatives for the PRC of the Sovereign Order of Saint John of Jerusalem, Knights of Malta, Federation of the Autonomous Priorities. Mr. Wong has experience in a wide range of business, including the coal mining, natural resources industry, international coal trading, business consultation, property investment, provision of internet e-gaming, rendering of travel agent services, entertainment programme production, events organization, TV series production, operation of an artist training school, provision of motor vehicles beauty services and provision of underwriting services for general insurance and reinsurance business. He was the owner of Colors Securities Limited which is principally engaged in dealing in securities (Type 1), advising on securities (Type 4) and asset management (Type 9) and Colors Commodities Limited which is principally engaged in dealing in futures contracts (Type 2) and advising on futures contracts (Type 5).

Mr. Wong was a consultant of a Hong Kong-based medium-sized CPA firm for more than 1 year. He was also a chairman and an executive director of TLT Lottotainment Group Limited, a company incorporated in Hong Kong and the issued shares of which are listed on GEM (stock code: 8022), from 17 April 2009 to 31 May 2011. Mr. Wong is currently an executive Director and the Chairman of Newtree Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange (stock code: 1323).

There is no specified length of service period of Mr. Wong and his appointment is continuous unless and until terminated by either party giving to the other not less than one month notice in writing. Mr. Wong is entitled to a monthly director’s fee of HK\$15,750 plus discretionary bonus subject to recommendation of the Remuneration Committee of the Company.

Mr. Wong has taken up the management role as director of a number of subsidiaries of the Company.

Mr. Wong does not have any relationship with any other Directors, senior management or Substantial or Controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Wong holds 36,400 Shares and is deemed to be interest in 3,075,676 Shares held by corporations controlled by him. Out of the 3,075,676 Shares, Ming Kei International Holding Company Limited (“MKIH”), a company wholly owned by Mr. Wong holds 75,676 Shares and Twin Star Global Limited (“TWGL”), a company which is 50% owned by Mr. Wong holds 3,000,000 Shares. Accordingly, Mr. Wong is deemed to be interested in such 75,676 Shares held by MKIH and 3,000,000 Shares held by TWGL. Together with the deemed interest held by MKIH and TWGL, Mr. Wong is interested in 3,112,076 Shares, representing approximately 0.28% of the issued share capital of the Company. Save as disclosed above, Mr. Wong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, Mr. Wong does not hold (i) any other position in the Group; (ii) any other directorship in listed public companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

Save as disclosed above, to the best of the knowledge, information and belief of the Board, having made all reasonable enquiries there are no other matters concerning Mr. Wong’s re-election as a Director that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Wong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (w) of the GEM Listing Rules.

[#] *The English translation of Chinese name above, where indicated, are indicated for information purpose only and should not be regarded as official English translation names of such Chinese names or words.*



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Capital Finance Holdings Limited (the “Company”) will be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon on Friday, 31 July 2015 at 11:30 a.m., to transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 March 2015;
2. (a) to re-elect Mr. Han Jianli as a Director;
(b) to re-elect Mr. Wong Wai Sing as a Director; and
(c) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration;
4. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-laws**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal value of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; and

NOTICE OF AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

- 5. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
6. to consider as special business and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolution nos. 4 and 5, the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

By Order of the Board
Capital Finance Holdings Limited
Chan Sau Yee
Company Secretary

Hong Kong, 11 June 2015

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish.
3. For ascertaining the shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 July 2015 to Friday, 31 July 2015, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 28 July 2015.
4. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all above resolutions will be put to vote at the AGM by way of poll.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. Members may visit the website of the Company at www.capitalfinance.hk for details of the postponement and alternative meeting arrangement.