
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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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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
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 Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon on Thursday, 23 May 2019 at 11:00 a.m. is set out on pages 13 to 17 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.

30 March 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon on Thursday, 23 May 2019 at 11:00 a.m., notice of which is set out on pages 13 to 17 of this circular; |
| “Board” | the board of Directors from time to time; |
| “Bye-law(s)” | the bye-laws of the Company; |
| “close associate(s)” or “core connected person(s)” | has the meaning ascribed to this term under the GEM Listing Rules; |
| “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; |
| “Convertible Bond” | the convertible bonds to be issued by the Company to Exuberant Global Limited, Bustling Capital Limited and Time Prestige Holdings Limited, being the vendors, as part of the consideration under the Acquisition Agreement (as defined in the circular of the Company dated 30 May 2014); |
| “Director(s)” | the director(s) of the Company from time to time; |
| “Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Extension Mandate” | a general mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the refreshed Repurchase Mandate; |
| “GEM” | GEM operated by the Exchange; |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM; |
| “Group” | the Company and its subsidiaries from time to time; |

DEFINITIONS

| | |
|---------------------------|--|
| “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 the aggregate of 20% of the number of issued Shares as at the date of the resolution granting the general mandate by the Shareholders; |
| “Latest Practicable Date” | 28 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein; |
| “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 number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the 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); |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; and |
| “%” | per cent. |

LETTER FROM THE BOARD



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. Zhang Wei

(Chairman and Chief Executive Officer)

Mr. Yang Bo *(Chief Operating Officer)*

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Mr. Zang Wei

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

Independent non-executive Directors:

Mr. Chen Yihua

Mr. Du Hui

Dr. Wong Wing Kuen, Albert

Unit 2613A, 26th Floor

Mira Place Tower A

132 Nathan Road

Tsimshatsui

Kowloon, Hong Kong

30 March 2019

To the Shareholders and holders of Convertible Bonds

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
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, the Repurchase Mandate and Extension Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 24 May 2018, the Directors were granted a general mandate (the “**Existing Issue Mandate**”) to allot, issue and deal with new Shares and to exercise the powers of the Company to repurchase issued Shares. The Existing 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 a new Issue 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, not exceeding the aggregate of 20% of the number of issued Shares as at the date of the resolution granting the Issue Mandate.

Subject to the passing of the resolution no. 4 for the approval of Issue 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 Issue Mandate to allot and issue up to a maximum of 260,223,611 Shares.

Repurchase Mandate and Extension 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 Exchange up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the Repurchase Mandate.

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 130,111,805 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.

LETTER FROM THE BOARD

In addition, an ordinary resolution set out in resolution no. 6 regarding the Extension Mandate will be proposed to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate (if the grant of which is approved by the Shareholders at the AGM) by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (if the grant of which is approved by the Shareholders at the AGM).

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 84(1) of the Bye-laws, Mr. Zhang Wei (“**Mr. Zhang**”) and Mr. Du Hui (“**Mr. Du**”) shall retire from office by rotation. Mr. Zhang and Mr. Du, being eligible, will offer themselves for re-election. An ordinary resolution as set out in resolution no. 2a and 2b will be put forward to the Shareholders at the AGM.

Mr. Du, being an independent non-executive director of the Company, has provided an annual confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules and confirmed his commitment in devoting sufficient time as required to discharge his responsibility as director of the Company. The nomination committee of the Company reviewed his respective skills, knowledge and experience having regard to the director nomination policy and board diversity policy of the Company. It is considered that Mr. Du has extensive experience in his own field, which will continue to bring valuable contributions to the Board for its efficient and effective functioning. The nomination committee has recommended him to the Board for re-election and the Board has endorsed recommendation of the nomination committee of the Company that Mr. Du be proposed to stand for re-election 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.

AGM

A notice convening the AGM to be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon on Thursday, 23 May 2019 at 11:00 a.m. is set out on pages 13 to 17 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate, the Repurchase Mandate and the Extension 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

LETTER FROM THE BOARD

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 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.

FURTHER INFORMATION

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

RECOMMENDATION

The Board considers that the ordinary resolutions in respect of the granting of the Issue Mandate, the Repurchase Mandate and Extension Mandate and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends 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
Zhang Wei
Chairman and Executive Director

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 a maximum number equivalent to 10% of the number of issued Shares as 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 1,301,118,056. 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 130,111,805 Shares, representing not more than 10% of the number of issued Shares 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 17 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 as a whole.

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 December 2018) 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 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, so far as the Directors are aware, the following Shareholders are interested in 10% or more of the Company's issued shares:

| Name of Shareholders | Number of Shares held (Direct interests) | Number of Shares held (Indirect interests) | Approximate percentage of shareholding as at Latest Practicable Date | Approximate percentage of shareholding if Repurchase Mandate is exercised in full |
|--|---|---|---|--|
| Exuberant Global Limited (<i>note</i>) | 294,200,000 | — | 22.61% | 25.12% |
| Mr. Dai Di (<i>note</i>) | — | 294,200,000 | 22.61% | 25.12% |

Note:

Exuberant Global Limited (“**Exuberant Global**”) held directly 294,200,000 Shares and Convertible Bonds which can be converted into 1,090,371,429 Shares upon conversion. Exuberant Global is wholly and beneficially owned by Mr. Dai Di. Accordingly, Mr. Dai Di is deemed to be interested in the 294,200,000 Shares and the abovementioned Convertible Bonds held by Exuberant Global.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in shareholdings of Exuberant Global and Mr. Dai Di in the Company may give rise to an obligation to make a mandatory offer under the Takeovers Code.

For the information that (i) Time Prestige Holdings Limited (“**Time Prestige**”) held directly 26,800,000 Shares and Convertible Bonds which can be converted into 134,342,857 Shares upon conversion and (ii) Bustling Capital Limited (“**Bustling Capital**”) held directly 67,000,000 Shares and Convertible Bonds which can be converted into 335,857,142 Shares upon conversion. (Time Prestige is wholly and beneficially owned by Mr. Dai Hao while Bustling Capital is wholly and beneficially owned by Ms. Jin Yu. As such, Mr. Dai Hao is deemed to be interested in the 26,800,000 Shares and Convertible Bonds held by Time Prestige and Ms. Jin Yu is deemed to be interested in 67,000,000 Shares and Convertible Bonds held by Bustling Capital. In addition, by virtue of being the spouse of Ms. Jin Yu, Mr. Dai Hao is deemed to be interested in 67,000,000 Shares and Convertible Bonds held by Bustling Capital and Ms. Jin Yu is deemed to be interested in 26,800,000 Shares and Convertible Bonds held by Time Prestige.)

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

In accordance with the terms of the Convertible Bonds, the holder(s) of the Convertible Bonds shall not have the right to convert the Convertible Bonds to the extent that immediately after such conversion (i) there will not be sufficient public float of the Shares as required under the GEM Listing Rules; or (ii) the holder of the Convertible Bonds together with parties acting in concert with it will, in aggregate, control or be interested in 30% or such percentage of the voting rights of the Company which the holder of the Convertible Bonds would be obliged to make a general offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases 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 Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

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> |
|---|-------------------------------|------------------------------|
| 2018 | | |
| March | 0.118 | 0.088 |
| April | 0.108 | 0.084 |
| May | 0.105 | 0.075 |
| June | 0.089 | 0.060 |
| July | 0.110 | 0.052 |
| August | 0.085 | 0.052 |
| September | 0.084 | 0.055 |
| October | 0.082 | 0.046 |
| November | 0.073 | 0.055 |
| December | 0.065 | 0.037 |
| 2019 | | |
| January | 0.063 | 0.032 |
| February | 0.066 | 0.038 |
| March (up to the Latest Practicable Date) | 0.060 | 0.041 |

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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. ZHANG WEI

Particular of Mr. Zhang Wei (“Mr. Zhang”)

Mr. Zhang, aged 50, is the chairman, chief executive officer, executive director and a member of the nomination committee of the Company since 1 December 2015. Mr. Zhang currently is a director of Prima Finance Holdings Limited (“**Prima Finance**”) and the general manager of Beijing Wanchi Technology Company Limited* (“**Beijing Wanchi**”), both of which are subsidiaries of the Company which were acquired by the Group in June 2014. Mr. Zhang joined Beijing Wanchi in November 2012 and was appointed as a director of Prima Finance in November 2012. Mr. Zhang has taken up the management role as the chairman/director and general manager of a number of subsidiaries of the Company. Mr. Zhang holds a diploma in banking management from Harbin University of Finance and studied the subject of law and graduated from the People’s Republic of China Communist Party Beijing City Committee Party School*. Mr. Zhang has over 26 years of experience in the financial management field. Prior to joining Prima Finance and Beijing Wanchi in 2012, he held various managerial positions in banking and investment management corporations.

Mr. Zhang has entered into a letter of appointment with the Company came into effect on 1 December 2016, which shall continue for a period of three years from such date 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. Zhang is entitled to a Director’s fee of HK\$175,000 per month which is determined with reference to the prevailing market conditions, the Company’s performance and his time, effort and expertise to be exercised on the Group’s affairs and the Company’s remuneration policy. Mr. Zhang is also entitled to receive emolument of RMB35,000 per month from a subsidiary of the Company.

Save as disclosed above, Mr. Zhang does not hold any other positions with the Company or any members of the Company and its subsidiaries nor does he have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed above, Mr. Zhang does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the latest practicable date, Mr. Zhang 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.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the shareholders of the Company, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

* *For identification purpose only*

MR. DU HUI**Particular of Mr. Du Hui (“Mr. Du”)**

Mr. Du, aged 45, is the independent non-executive director of the Company. Mr. Du is also a chairman of the remuneration committee, and a member of the audit committee and nomination committee of the Company. Mr. Du has over 15 years of experience in financial management in the People’s Republic of China. Mr. Du has been the sales controller of Beijing Lanxum Technology Company Limited (“**Beijing Lanxum**”), a company listed on the Chinext of Shenzhen Stock Exchange (stock code: SHE: 300010), since December 2010. Prior to that, Mr. Du had been a financial controller in Beijing Lanxum from 2002 to November 2010. Mr. Du graduated in 1998 from Sun Yat-sen University with a bachelor’s degree of laws and graduated in 2002 from Renmin University of China, with an undergraduate degree in Accounting.

Mr. Du has entered into a letter of appointment with the Company came into effect on 1 July 2018, which shall continue for a period up to 30 June 2019 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. Du is entitled to an annual Director’s fee of HK\$180,000 which is determined with reference to the prevailing market conditions, the Company’s performance and his time, effort and expertise to be exercised on the Company and its subsidiaries’ affairs and the Company’s remuneration policy.

Save as disclosed above, Mr. Du does not hold any other positions with the Company or any members of the Company and its subsidiaries nor does he have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed above, Mr. Du does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the latest practicable date, Mr. Du 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.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the shareholders of the Company, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF AGM



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 Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon on Thursday, 23 May 2019 at 11:00 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 December 2018;
2.
 - (a) to re-elect Mr. Zhang Wei as a Director;
 - (b) to re-elect Mr. Du Hui as a Director;
 - (c) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint Moore Stephens CPA Limited as auditor of the Company and authorize 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 GEM of The Stock Exchange of Hong Kong Limited (the “**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,

NOTICE OF AGM

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;

- (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 number of Shares 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 securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent of the number of issued Shares as 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 number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum number equivalent to 10 per cent of the number of issued Shares as at 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;

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 1981 of Bermuda (as amended) (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;

“**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 Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the 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 number 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 number of the issued Shares 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

NOTICE OF AGM

- (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;
 - (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
Zhang Wei
Chairman and Executive Director

Hong Kong, 30 March 2019

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.

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3. For ascertaining the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 17 May 2019 to Thursday, 23 May 2019, 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, 21 May 2019.
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.