



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)

PROXY FORM

Proxy form for use by the shareholders of Capital Finance Holdings Limited (the “Company”) at the special general meeting (the “SGM”) to be convened at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon on Tuesday, 7 May 2019 at 11:00 a.m. (or any adjournment thereof).

I/We ^(note a) _____
 of _____
 being the holder(s) of ^(note b) _____ shares (the “Shares”) of HK\$0.01 each of the Company hereby appoint the chairman (the “Chairman”) of the SGM or _____
 of _____
 to act as my/our proxy ^(note c) at the SGM to be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon on Tuesday, 7 May 2019 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS ^(note d)	FOR ^(note e)	AGAINST ^(note e)
1. Conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the ordinary shares of the Company (the “Shares”) to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds (as defined in the notice of the SGM): to approve, confirm and ratify the Amendment Deeds, and to grant a specific mandate to the Directors to issue the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds as amended by the Amendment Deeds and authorize the Directors to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Amendment Deeds and the transactions contemplated thereunder.		

Dated the _____ day of _____ 2019

Shareholder’s signature X _____ X ^(notes f, g, h, i and j)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the SGM as your proxy, please delete the words “the chairman (the “Chairman”) of the SGM or” and insert the name and address of the person appointed proxy in the space provided.
- The descriptions of these resolutions are by way of summary only. The full text appears in the notice convening the SGM.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolution, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than those set out in the notice convening the SGM.
- In the case of a joint holding, this proxy form may be signed by any joint holder, but if more than one joint holder is present at the SGM, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The proxy form must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited 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 not later than 48 hours before the time of the SGM or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of a proxy form shall not preclude you from attending and voting in person at the SGM or any adjournment thereof and in such event, this form appointing a proxy shall be deemed to be revoked.