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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING,
(2) RETIREMENT OF AN EXECUTIVE DIRECTOR
AND
(3) CHANGE OF AUDITORS

The board (“**Board**”) of directors (“**Directors**”) of Capital Finance Holdings Limited (the “**Company**”) announces that

- (i) all the Resolutions were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM;
- (ii) Mr. Wong Wai Sing has retired as an executive Director and ceased to be the vice chairman of the Company and members of remuneration committee and nomination committee of the Company at the conclusion of the AGM on 29 April 2016; and
- (iii) Mazars retired, and Moore Stephens CPA Limited has been appointed as the auditor of the Company with effect from the conclusion of the AGM.

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of the Company dated 29 March 2016. Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and Circular unless otherwise specified herein.

POLL RESULTS OF THE AGM

At the AGM held on 29 April 2016, all proposed resolutions (the “**Resolutions**”) as set out in the Notice were taken by poll. The Board is pleased to announce that all the Resolutions were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM. The poll results in respect of the Resolutions were as follows:

| Ordinary Resolutions ^{Note} | | Number of votes (%) | |
|---|---|-----------------------|-----------|
| | | For | Against |
| 1. | To receive and consider the audited financial statements and the reports of the Directors and auditor of the Company for the nine months ended 31 December 2015 | 268,026,990 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 2. | (a) To re-elect Mr. Zhang Wei as a Director | 268,026,990 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| | (b) To re-elect Ms. Sze Sau Wan as a Director | 268,026,990 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| | (c) To re-elect Mr. Chen Yihua as a Director | 268,026,990 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| | (d) To re-elect Mr. Du Hui as a Director | 268,026,990 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| | (e) To authorise the Board to fix the Directors’ remuneration | 268,026,990 (100%) | 0 (0%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |

| | | | |
|----|--|-----------------------|-----------|
| 3. | To appoint Moore Stephens CPA Limited as the auditor of the Company until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration | 268,026,990 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | |
| 4. | To grant the general mandate to issue additional Shares not exceeding 20% of the issued share capital of the Company | 268,026,990 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | |
| 5. | To grant the general mandate to repurchase Shares not exceeding 10% of the issued share capital of the Company | 268,026,990 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | |
| 6. | To add the nominal value of the Shares repurchased pursuant to resolution no. 5 to the general mandate granted to the Directors under resolution no. 4 | 268,026,990 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | |

Note: Please refer to the Notice for full version of the Resolutions.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of AGM, the total number of issued shares in the Company was 1,181,118,056 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM under the GEM Listing Rules. No parties were indicated in the Circular that they intended to vote against or to abstain from voting on any Resolutions at the AGM.

RETIREMENT OF AN EXECUTIVE DIRECTOR

As stated in the Circular, Mr. Wong Wai Sing (“**Mr. Wong**”), an executive Director and vice chairman of the Company, retired by rotation at the AGM and did not offer himself for re-election as he would like to devote more time for other business commitments which require more of his dedications. The Board announces that Mr. Wong has retired as an executive Director and ceased to be the vice chairman of the Company and members of the remuneration committee and nomination committee of the Company at the conclusion of the AGM on 29 April 2016.

Mr. Wong has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement as a Director that needs to be brought to the attention of the Stock Exchange or the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wong for his valuable contributions towards the Company during his tenure of service.

CHANGE OF AUDITORS

The Board announces that Mazars retired as the auditor of the Company from the conclusion of the AGM and did not seek for re-appointment since the Company and Mazars could not reach a consensus on the audit fee for the financial year ending 31 December 2016. The Company has received a confirmation from Mazars that there are no matters (including but not limited to, any occurrences that affect the relationship between the Company and Mazars) which Mazars needs to bring to the attention of holders of securities or creditors of the Company in relation to its retirement.

The Board would like to take this opportunity to express its gratitude for Mazars’s services rendered to the Company during its tenure of office.

The appointment of Moore Stephens CPA Limited as the auditor of the Company with effect from the conclusion of the AGM has been approved by the Shareholders at the AGM.

By Order of the Board
Capital Finance Holdings Limited
Mr. Zhang Wei
Chairman and Executive Director

Hong Kong, 29 April 2016

As at the date of this announcement, the executive Directors are Mr. Zhang Wei and Mr. Han Jianli, and the independent non-executive Directors are Mr. Chen Yihua, Mr. Du Hui and Ms. Sze Sau Wan.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the website of the Company at <http://www.capitalfinance.hk>.