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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an special general meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of Capital Finance Holdings Limited (the “**Company**”) will be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshaitui, Kowloon, Hong Kong on 7 May 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the execution of the Amendment Deeds (the “**Amendment Deeds**”) dated 20 February 2019 by the Company in relation to the extension of the maturity date of the zero coupon convertible bonds due on 24 June 2019 in an aggregate principal amount of HK\$420,200,000 issued by the Company on 25 June 2014 by 3 years to 24 June 2022 and the zero coupon convertible bonds due on 5 February 2020 in an aggregate principal amount of HK\$236,000,000 issued by the Company on 6 February 2015 by 3 years to 5 February 2023 (the “**Convertible Bonds**”) pursuant to the Amendment Deeds (the “**Alteration**”) (copies of the Amendment Deeds having been produced to the SGM and marked “A” and “B” respectively and initialed by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the Alteration) be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the “**Directors**”) be and is hereby granted a specific mandate to allot and issue of the conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds as altered by the Amendment Deeds; and

- (c) any one or more Directors be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry out and implement the Amendment Deeds and the transactions contemplated thereunder into full effect and to agree to such variation, amendment or waiver as are in the reasonable opinion of the Directors in the interests of the Company and its Shareholders as a whole provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Amendment Deeds.”

By order of the Board
Capital Finance Holdings Limited
Zhang Wei
Chairman

Hong Kong, 30 March 2019

Registered Office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong
Unit 2613A, 26/F.
Mira Place Tower A
132 Nathan Road, Tsimshatsui
Kowloon
Hong Kong

As at the date of this announcement, the executive Directors are Mr. Zhang Wei and Mr. Yang Bo, the Non-executive Director is Mr. Zang Wei, and the independent non-executive Directors are Mr. Chen Yihua, Mr. Du Hui and Dr. Wong Wing Kuen, Albert.

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>.