

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULT OF THE SPECIAL GENERAL MEETING

Reference is made to the notice (the “**Notice**”) of special general meeting (the “**SGM**”) and the circular (the “**Circular**”) of Capital Finance Holdings Limited (the “**Company**”) dated 30 March 2019. Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular unless otherwise specified herein.

POLL RESULT OF THE SGM

At the SGM held on 7 May 2019, the proposed resolution (the “**Resolution**”) as set out in the Notice was taken by poll. The Board is pleased to announce that the Resolution was duly passed by the Independent Shareholders as ordinary resolution by way of poll at the SGM. The poll result in respect of the Resolution was as follows:

Ordinary Resolution <i>Note 1</i>	Number of votes (%) <i>Note 2</i>	
	For	Against
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 (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 authorise 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.	243,892,491 (100.00%)	0 (0.00%)

Note 1: Please refer to the Notice for full version of the Resolution.

Note 2: The number of votes and percentage of voting Shares are based on the total number of Shares held by the Independent Shareholders who voted at the SGM in person or by proxy.

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

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as the ordinary resolution of the Company.

As at the date of the SGM, the total number of issued Shares of the Company was 1,301,118,056 Shares.

As at the date of the SGM, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Time Prestige, Bustling Capital and Exuberant Global, and their respective associates, holding 26,800,000 Shares, 67,000,000 Shares and 294,200,000 Shares, respectively, representing approximately 2.06%, 5.15% and 22.61% of the total issued share capital of the Company, respectively, were required to abstain, and have abstained from voting on the proposed Resolution at the SGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the proposed Resolution at the SGM was 913,118,056 Shares, representing approximately 70.18% of the total issued share capital of the Company.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholders were required under the GEM Listing Rules to abstain from voting on the proposed Resolution at the SGM and there was no share entitling the Shareholders to attend the SGM but abstain from voting in favour of the proposed Resolution at the SGM as set out in rule 17.47A of the GEM Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the proposed Resolution at the SGM.

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

Hong Kong, 7 May 2019

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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange 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>.