

THE STOCK EXCHANGE OF HONG KONG LIMITED

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
GEM
COMPANY INFORMATION SHEET

Case Number: _____

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Company name : **Capital Finance Holdings Limited**

Stock code (ordinary shares) : **8239**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on GEM of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 25 October 2019.

A. General

Place of incorporation : Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM : 15 November 2002

Name of Sponsor(s) : N/A

Names of directors : ***Executive Directors***

(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)

Mr. Zhang Wei – Chairman and Chief Executive Officer
Mr. Li Wei – Vice Chairlady and Deputy Chief Executive Officer
Mr. Yang Bo – Chief Operating Officer

Non-executive Director

Mr. Zang Wei

Independent Non-executive Directors

Mr. Chen Yihua

Mr. Du Hui

Dr. Wong Wing Kuen, Albert

Name(s) of substantial shareholder(s)

(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Names	Number of Shares	Approximate percentage of shareholding in the Company (%)
Exuberant Global Limited (“Exuberant Global”) (<i>Note 1</i>)	1,384,571,429	106.41
Mr. Dai Di (<i>Note 1</i>)	1,384,571,429	106.41
Time Prestige Holdings Limited (<i>Note 2</i>)	161,142,857	12.38
Mr. Dai Hao (<i>Notes 2 and 3</i>)	563,999,999	43.34
Bustling Capital Limited (<i>Note 3</i>)	402,857,142	30.96
Ms. Jin Yu (<i>Notes 2 and 3</i>)	563,999,999	43.34

Notes:

1. The 1,384,571,429 Shares held by Exuberant Global Limited (“Exuberant Global”) represents (i) 294,200,000 Shares; and (ii) 1,090,371,429 Shares to be issued upon full conversion of the convertible bonds. Exuberant Global is wholly and beneficially owned by Mr. Dai Di. Accordingly, Mr. Dai Di is deemed to be interested in the 1,384,571,429 Shares held by Exuberant Global.
2. The 161,142,857 Shares held by Time Prestige Holdings Limited (“Time Prestige”) represents (i) 26,800,000 Shares; and (ii) 134,342,857 Shares to be issued upon full conversion of the convertible bonds. Time Prestige is wholly and beneficially owned by Mr. Dai Hao. Accordingly, Mr. Dai Hao is deemed to be interested in the 161,142,857 Shares. In addition, by virtue of being the spouse of Ms. Jin Yu, Mr. Dai Hao is also deemed to be interested in 402,857,142 Shares held by Bustling Capital Limited (“Bustling Capital”).
3. The 402,857,142 Shares held by Bustling Capital represents (i) 67,000,000 Shares; and (ii) 335,857,142 Shares to be issued upon full conversion of the convertible bonds. Bustling Capital is wholly and beneficially owned by Ms. Jin Yu. Accordingly, Ms. Jin Yu is deemed to be interested in the 402,857,142 Shares. In addition, by virtue of being the spouse of Mr. Dai Hao, Ms. Jin Yu is also deemed to be interested in the 161,142,857 Shares held by Time Prestige.
4. The percentage represents the number of Shares interested divided by the number of the issued Shares as at the date hereof.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31st December

Registered address : Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Web-site address (if applicable) : <http://www.capitalfinance.hk>

Share registrar : *Principal share registrar and transfer office*
Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Hong Kong branch share registrar and transfer office
Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors : Mazars CPA Limited
42nd Floor, Central Plaza
18 Harbour Road, Wanchai
Hong Kong

B. Business activities

The Company and its subsidiaries are principally engaged in short-term financing services in the People's Republic of China (the "PRC") and Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue : 1,301,118,056 shares

Par value of ordinary shares in issue : HK\$0.01 each

Board lot size (in number of shares) : 2,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Convertible Bonds

As at the date hereof, there are:

- (i) outstanding principal amount of HK\$387,200,000 of non-interest bearing convertible bonds due 2022 (the “Convertible Bonds I”) with conversion price of HK\$0.35 per Share which are convertible into a maximum of 1,106,285,714 Shares upon full conversion of the Convertible Bonds I; and
- (ii) outstanding principal amount of HK\$194,000,000 of non-interest bearing convertible bonds due 2023 (the “Convertible Bonds II”) with conversion price of HK\$0.35 per Share which are convertible into a maximum of 554,285,714 Shares upon full conversion of the Convertible Bonds II.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor:
N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Zhang Wei

Ms. Li Wei

Mr. Yang Bo

Mr. Zang Wei

Mr. Chen Yihua

Mr. Du Hui

Dr. Wong Wing Kuen, Albert