

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*



**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) SUPPLEMENTAL AGREEMENTS  
IN RELATION TO THE PROPOSED ISSUE OF  
CONVERTIBLE BONDS UNDER SPECIFIC MANDATE;  
AND  
(2) DESPATCH OF CIRCULAR**

Reference is made to the announcements of the Company dated 4 April 2022, 29 April 2022, 31 May 2022, 9 June 2022 and the supplemental announcement of the Company dated 3 May 2022 (the “**Announcements**”) in relation to, among others, the proposed Increase in Authorised Share Capital and the entering into of the Subscription Agreements involving the issue of the Convertible Bonds, which constitutes a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. Unless otherwise defined, capitalised terms used herein shall have the same meanings ascribed to them in the Announcements.

**SUPPLEMENTAL AGREEMENTS IN RELATION TO THE PROPOSED  
ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE**

On 6 June 2022, the Company and the Subscribers entered into the respective supplemental agreements to the Subscription Agreements in relation to the amendments to certain Conversion Price adjustment provision. Details of the amended Conversion Price adjustment provision are disclosed in the Circular. Save for the above, all other terms and conditions of the Subscription Agreements as disclosed in the Announcements remain unchanged.

## DESPATCH OF CIRCULAR

The Board announces that the Circular containing, among other things, (i) the Increase in Authorised Share Capital; (ii) details of the Subscription Agreements and the Convertible Bonds; (iii) the letter of advice from Giraffe Capital; (iv) the recommendation of the Independent Board Committee; (v) other information as required under the GEM Listing Rules; and (vi) a notice convening the SGM, has been despatched to the Shareholders on 13 June 2022.

Shareholders are advised to read carefully the contents of the Circular, in particular, the letter of advice of Giraffe Capital, the recommendation of the Independent Board Committee, and the additional information set out in the Circular.

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

Hong Kong, 13 June 2022

*As at the date of this announcement, the executive Directors are Mr. Zhang Wei and Ms. Li Wei; and the independent non-executive Directors are Mr. Chen Yihua, Mr. Lee Zak Yuen and Mr. Chan Ngai Fan.*

*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 “Latest Listed Company Information” page of the GEM website for at least seven days from the date of its posting and the Company’s website at <http://www.capitalfinance.hk>.*