

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 any 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)

COMPLETION OF THE ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

References are made to (i) the announcements of Capital Finance Holdings Limited (the “**Company**”) dated 4 April 2022, 29 April 2022 and 31 May 2022; (ii) the supplemental announcement of the Company dated 3 May 2022; (iii) the announcement of the Company dated 13 June 2022; (iv) the circular of the Company dated 13 June 2022 (the “**Circular**”) 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; and (v) the announcement of the Company dated 28 June 2022 in relation to the poll results of the SGM. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

COMPLETION OF THE ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that all conditions precedent set out in each of the 2022 CB Subscription Agreements and the 2023 CB Subscription Agreements have been fulfilled and the completion of the issue of the 2022 Convertible Bonds and the 2023 Convertible Bonds in the aggregate principal amount of HK\$99,840,000 and HK\$185,400,000 respectively to each of the 2022 CB Subscribers and 2023 CB Subscribers took place on 21 July 2022 in accordance with the terms and conditions of the Subscription Agreements.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purposes only and on the assumption that there is no other change in the shareholding structure, set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after full conversion of the 2022 Convertible Bonds (assuming no conversion of the 2023 Convertible Bonds); (iii) immediately after full conversion of the 2023 Convertible Bonds (assuming no conversion of the 2022 Convertible Bonds); and (iv) immediately after full conversion of the 2022 Convertible Bonds and the 2023 Convertible Bonds:

	(i) As at the date of this announcement		(ii) immediately after full conversion of the 2022 Convertible Bonds (assuming no conversion of the 2023 Convertible Bonds)		(iii) immediately after full conversion of the 2023 Convertible Bonds (assuming no conversion of the 2022 Convertible Bonds)		(iv) immediately after full conversion of the 2022 Convertible Bonds and the 2023 Convertible Bonds	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Mr. Zhang Wei (Note 1)	127,377,920	12.59	127,377,920	4.23	127,377,920	2.70	127,377,920	1.90
Ms. Li Wei (Note 1)	72,652,800	7.18	72,652,800	2.42	72,652,800	1.54	72,652,800	1.08
Exuberant Global (Note 2)	—	—	—	—	3,580,000,000	75.85	3,580,000,000	53.30
Bustling Capital (Note 3)	10,000,000	0.99	1,806,800,000	60.05	10,000,000	0.21	1,806,800,000	26.90
Ms. Yip Sze Pui Fione and Mr. Hui Kwan Wah Hugo	155,330,000	15.35	155,330,000	5.16	155,330,000	3.29	155,330,000	2.31
Public Shareholders								
Choice Magic	—	—	200,000,000	6.65	—	—	200,000,000	2.98
Mr. Liu	—	—	—	—	128,000,000	2.71	128,000,000	1.90
Other public Shareholders	646,468,513	63.89	646,468,513	21.49	646,468,513	13.70	646,468,513	9.63
Subtotal of public Shareholders	646,468,513	63.89	846,468,513	28.14	774,468,513	16.41	974,468,513	14.51
Total	1,011,829,233	100.00	3,008,629,233	100.00	4,719,829,233	100.00	6,716,629,233	100.00

Note 1: Mr. Zhang Wei and Ms. Li Wei are executive Directors.

Note 2: Exuberant Global is wholly and beneficially owned by Mr. Dai Di. Accordingly, Mr. Dai Di is deemed to be interested in the Shares held by Exuberant Global. Mr. Dai Di is the brother of Mr. Dai Hao.

Note 3: Bustling Capital is wholly and beneficially owned by Ms. Jin Yu, the spouse of Mr. Dai Hao. Accordingly, Ms. Jin Yu is deemed to be interested in the Shares held by Bustling Capital.

Note 4: In addition, by virtue of being the spouse of Ms. Jin Yu, Mr. Dai Hao is also deemed to be interested in the Shares held by Bustling Capital.

Note 5: These scenarios are for illustrative purpose only. Pursuant to the terms of the Convertible Bonds, the holder(s) of the Convertible Bonds shall not have the right to convert the Convertible Bonds to the extent that immediately after such conversion (i) there will not be sufficient public float of the Shares as required under the GEM Listing Rules; or (ii) the holder(s) of the Convertible Bonds together with parties acting in concert with it will, in aggregate, control or be interested in 30% or such percentage of the voting rights of the Company which the holder(s) of the Convertible Bonds would be obliged to make a general offer under the Takeovers Code.

Note 6: Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

USE OF PROCEEDS

As the consideration payable by the Subscribers under the Subscription Agreements has been satisfied by setting off the aggregate outstanding principal amounts of the Existing CBs, there were no proceeds arising from the issue of the Convertible Bonds.

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

Hong Kong, 21 July 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 website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the Company’s website at <http://www.capitalfinance.hk>.