

*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 the 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 is 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)**

### **(1) POLL RESULT OF SPECIAL GENERAL MEETING HELD ON 6 APRIL 2020; (2) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE; AND (3) ADJUSTMENTS RELATING TO THE CONVERTIBLE BONDS AND SHARE OPTIONS**

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 28 February 2020. 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 6 April 2020, 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 Shareholders as ordinary resolution by way of poll at the SGM. The poll result in respect of the Resolution was as follows:

<b>Ordinary Resolution</b> <sup>Note 1</sup>	<b>Number of votes (%)</b> <sup>Note 2</sup>	
	<b>For</b>	<b>Against</b>
To approve the Share Consolidation.	388,000,600 (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 Shareholders who voted at the SGM in person or by proxy.

The branch share registrar and transfer office of the Company 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 SGM, the total number of issued shares of the Company was 1,406,382,056 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the SGM. No Shareholders were required under the GEM Listing Rules to abstain from voting on the Resolution at the SGM and there was no share entitling the Shareholders to attend and abstain from voting in favour of the 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 Resolution at the SGM.

### **SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

The Board is also pleased to announce that all the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective from Wednesday, 8 April 2020. Dealings in the Consolidated Shares will commence at 9:00 a.m. on Wednesday, 8 April 2020. Please refer to the Circular for the details, including the trading arrangement, the Change in Board Lot Size and the exchange and replacement of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares in the colour of yellow will be issued to the Shareholders.

## ADJUSTMENTS RELATING TO THE CONVERTIBLE BONDS

Pursuant to the terms of the instrument of the outstanding Convertible Bonds, the conversion prices of the Convertible Bonds and the number of Consolidated Shares to be issued upon exercise of the conversion rights attached to the outstanding Convertible Bonds will be adjusted in the following manner with effect from 8 April 2020 upon the Share Consolidation becoming effective:

Date of issue	Immediately before the Share Consolidation becoming effective	Existing conversion price per Share	Immediately after the Share Consolidation becoming effective	Adjusted conversion price per Consolidated Share
	Number of Shares to be allotted and issued upon exercise of all the conversion rights under the Convertible Bonds		Adjusted number of Consolidated Shares to be allotted and issued upon exercise of all the conversion rights under the Convertible Bonds	
25 June 2014 (due in 2022)	1,106,285,714	HK\$0.35	221,257,142	HK\$1.75
6 February 2015 (due in 2023)	554,285,714	HK\$0.35	110,857,142	HK\$1.75

Save for the above adjustments, all other terms and conditions of the outstanding Convertible Bonds remain unchanged.

The Company's auditor, Mazars CPA Limited, has checked the calculations with respect to the adjustments that will be made to the conversion prices of the Convertible Bonds and the number of Consolidated Shares to be issued upon exercise of the conversion rights attached to the outstanding Convertible Bonds as a result of the Share Consolidation.

## **ADJUSTMENTS RELATING TO THE SHARE OPTIONS**

As at the date of this announcement, no share option was granted, outstanding, lapsed, cancelled or exercised under the share option scheme of the Company adopted on 2 August 2012 (the “**Share Option Scheme**”) and there are 130,111,805 Shares available for issuance under the Share Option Scheme.

Subsequent to the Share Consolidation becoming effective, the maximum number of Consolidated Shares which may be issued upon exercise of all share options that may be granted under the Share Option Scheme will be 26,022,361 Consolidated Shares, representing 9.25% of the total issued share capital of the Company as at the effective date of the Share Consolidation on 8 April 2020 (assuming that no further Shares are allotted, issued or repurchased between the date of this announcement and the effective date of the Share Consolidation).

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

Hong Kong, 6 April 2020

*As at the date of this announcement, the executive Directors are Mr. Zhang Wei and Ms. Li Wei; 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 “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>.*