

IMPORTANT
重要提示

Reference is made to the prospectus issued by Capital Finance Holdings Limited (the “**Company**”) dated 9 February 2021 in relation to the Rights Issue (the “**Prospectus**”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述首都金融控股有限公司(「**本公司**»)所刊發日期為二零二一年二月九日有關供股的章程(「**供股章程**»)。除文義另有所指外，本文件所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON THURSDAY, 25 FEBRUARY 2021 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER” BELOW).

本暫定配額通知書(「**暫定配額通知書**»)具有價值及可轉讓，並請即處理。本暫定配額通知書所載的要約將於二零二一年二月二十五日(星期四)下午四時正(或下文「**惡劣天氣的影響**」一節所述的有關較後時間及/或日期)屆滿。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR OTHER REGISTERED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書或將採取的行動有任何疑問，或閣下如已將名下之本公司股份全部或部分售出或轉讓，應諮詢閣下的持牌證券交易商或其他註冊證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed “16. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission, the Stock Exchange and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書副本連同供股章程以及供股章程附錄三中「16.送呈公司註冊處處長文件」一段所述的其他文件的副本，已依據公司(清盤及雜項條文)條例第342C條規定向香港公司註冊處處長登記。香港證券及期貨事務監察委員會、聯交所及香港公司註冊處處長概不對任何此等文件的內容承擔任何責任。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representations 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Dealings in the Shares, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份、未繳股款及繳足股款的供股股份的買賣可透過中央結算系統進行交收，閣下應諮詢閣下的持牌證券交易商或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排的詳情，以及有關安排對閣下的權利及權益可能構成的影響。

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待供股股份(以未繳股款及繳足股款形式)獲准在聯交所上市及買賣以及遵守香港結算之股份收納規定後，供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，可由供股股份(以未繳股款及繳足股款形式)於聯交所開始買賣當日或香港結算決定之其他日期起在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個結算日在中央結算系統內交收。所有在中央結算系統內進行的活動，均須依據不時生效的《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。

The Rights Issue will proceed on a non-underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

供股將按非包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區的適用證券法例進行登記或存檔。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company's branch share registrar and transfer office in Hong Kong (the "Registrar"), Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Thursday, 25 February 2021. All remittances must be made by cheque or banker's cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "CAPITAL FINANCE HOLDINGS LTD — PAL" and crossed "ACCOUNT PAYEE ONLY".

閣下如欲行使閣下的權利認購本暫定配額通知書指定的全部供股股份，必須不遲於二零二一年二月二十五日(星期四)下午四時正，按照本暫定配額通知書印備的指示將本暫定配額通知書連同接納時須繳付的全數股款，送達本公司的香港股份過戶登記分處(「過戶處」)卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「CAPITAL FINANCE HOLDINGS LTD — PAL」及以「只准入抬頭人賬戶」方式劃線開出。



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)
(於開曼群島註冊成立及於百慕達存續之有限公司)

(Stock Code: 8239)

(股份代號：8239)

**RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES
FOR EVERY ONE EXISTING SHARE
HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS
AT A SUBSCRIPTION PRICE OF HK\$0.135 PER RIGHTS SHARE**

按於記錄日期每持有一股現有股份獲發兩股供股股份的基準
以非包銷方式以每股供股股份0.135港元的認購價進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M.
ON THURSDAY, 25 FEBRUARY 2021**

股款須於接納時

(不遲於二零二一年二月二十五日(星期四)下午四時正)繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

*Branch share registrar and
transfer office in Hong Kong:*

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處：

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

*Principal place of business in
Hong Kong:*

香港主要營業地點：
Unit 2613A, 26/F.
Mira Place Tower A
132 Nathan Road
Tsimshatsui
Kowloon, Hong Kong
香港九龍
尖沙咀
彌敦道132號
美麗華廣場A座
26樓2613A室

Registered office:

註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

9 February 2021

二零二一年二月九日

Form A
表格甲

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名／名稱及地址

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Number of Shares registered in your name(s) on Monday, 8 February 2021:
二零二一年二月八日(星期一)登記於閣下名下的股份數目:

Box A
甲欄

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Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Thursday, 25 February 2021:

暫定配發予閣下的供股股份數目，股款須於接納時(不遲於二零二一年二月二十五日(星期四)下午四時正)繳足:

Box B
乙欄

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Total subscription money payable:
(rounding up to the nearest cent)

應繳認購款項總額:
(上調至最接近仙位)

Box C
丙欄

HK\$ 港元

Name of bank on which cheque/cashier's order is drawn:

支票／銀行本票的
付款銀行名稱:

Contact telephone no.
聯絡電話號碼

Cheque/cashier's order number:

支票／銀行本票號碼:

Provisional Allotment Letter No.

暫定配額通知書編號

It should be noted that the Rights Shares will be dealt in their nil-paid form from Thursday, 11 February 2021 to Monday, 22 February 2021, both days inclusive. Shareholders should note that dealings in such Rights Shares in their nil-paid form and dealings in the Shares may take place while certain conditions to which the Rights Issue (as specified in the paragraph headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" of the Prospectus) are subject remain unfulfilled. Any Shareholder or other person dealing in the Rights Shares in their nil-paid form or dealing in the Shares up to the date on which all conditions to which the Rights Issue are subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any Shareholder or other person contemplating selling or purchasing or dealing in the Shares and/or the Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

謹請注意，供股股份將從二零二一年二月十一日(星期四)至二零二一年二月二十二日(星期一)(包括首尾兩日)期間以未繳股款方式買賣。股東應注意，該等未繳股款供股股份及股份可能會在供股的某些條件(即供股章程內「董事會函件」一節「供股之條件」一段所述的條件)尚未達成的情況下進行買賣。因此，於供股的所有條件達成當日以前買賣未繳股款供股股份或股份的任何股東或其他人士，均須承擔供股可能無法成為無條件及／或未必會進行的風險。任何有意買賣或交易股份及／或未繳股款供股股份的股東或其他人士，如對本身的狀況有任何疑問，應諮詢其專業顧問。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR TENGIS LIMITED, AT LEVEL 54, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NO LATER THAN 4:00 P.M. ON THURSDAY, 25 FEBRUARY 2021 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE SECTION HEADED "EFFECT OF BAD WEATHER" OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR BANK CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "CAPITAL FINANCE HOLDINGS LTD — PAL" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納全部供股股份的本暫定配額，必須將本暫定配額通知書整份連同以港元繳付的上文丙欄所示的全數股款，不遲於二零二一年二月二十五日(星期四)下午四時正(或於惡劣天氣情況下，則於背頁「惡劣天氣的影響」一節所述的有關較後時間及/或日期)送達過戶處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)並獲過戶處收訖。所有股款須以港元繳付，並以在香港持牌銀行戶口開出的支票或以香港持牌銀行發出的銀行本票支付。支票或銀行本票均須註明抬頭人為「CAPITAL FINANCE HOLDINGS LTD — PAL」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆的指示載於背頁。本公司將不就有關股款另發收據。

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" in the Prospectus.

供股須待供股章程內「董事會函件」一節「供股之條件」一段所載條件達成後，方可作實。

A SEPARATE CHEQUE OR BANK CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE
每份接納須隨附一張獨立開出的支票或銀行本票

NO RECEIPT WILL BE GIVEN
本公司將不另發收據

樣版

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IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM HONG KONG STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTERESTS OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM HONG KONG STAMP DUTY.

如轉讓供股股份的認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有的權益亦須繳付香港從價印花稅。

EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在登記轉讓本文件所代表的供股股份的認購權前，須出示已繳付香港從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(僅供擬將其／彼等認購本表格所列供股股份的權利全數轉讓的合資格股東填寫及簽署)

To: The Directors
Capital Finance Holdings Limited

致： 首都金融控股有限公司
列位董事 台照

Dear Sirs and Madams,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份的權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)的人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date: _____ 2021

日期：二零二一年 _____

Note: Ad valorem Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

附註： 閣下轉讓供股股份的認購權須繳付香港從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to
subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權的人士填寫及簽署)

To: The Directors
Capital Finance Holdings Limited

致：首都金融控股有限公司
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of continuance and bye-laws of the Company.

敬啟者：

本人/吾等謹請閣下將表格甲內乙欄所列數目的供股股份以本人/吾等名義登記。本人/吾等同意按照本暫定配額通知書及供股章程所載的條款，並在貴公司的存續章程及細則限制下接納該等供股股份。

Existing Shareholder(s)
Please mark "X" in this box
現有股東請在本欄內填上「X」號

To be completed in block letters in **ENGLISH**. Joint applicants should give one address of the first-named applicant only.
請用英文大楷填寫。聯名申請人只須填報一個排名首位的申請人地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
中國籍申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/ Company name 姓氏/公司名稱	Other name(s) 其他名字	Name in Chinese 中文姓名
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)			
Address in English 英文地址 (Joint applicants should give the address of the first-named applicant only) (聯名申請人只須 填報排名首位的 申請人的地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account no. 銀行賬戶號碼	

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicant(s) must sign)

申請人簽署(所有聯名申請人均須簽署)

Date: _____ 2021

日期：二零二一年 _____

**Note: Ad valorem Hong Kong stamp duty is payable in connection with the acceptance
of the rights to subscribe for the Rights Shares.**

附註：接納供股股份的認購權須繳付香港從價印花稅。



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)

9 February 2021

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms and conditions of this PAL and those set out in the Prospectus and subject to the memorandum of continuance and bye-laws of the Company, the Directors have provisionally allotted to you, Rights Shares on the basis of two (2) Rights Shares for every one (1) existing Share held and registered in your name(s) as at Monday, 8 February 2021 at the subscription price of HK\$0.135 per Rights Share. Your holding of the Shares as at the Record Date is set out in Box A of Form A and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

Any Rights Shares provisionally allotted, but not accepted by the Qualifying Shareholders or the transferees of nil-paid Rights Shares, will be placed to independent places by the Placing Agent under the Compensatory Arrangements pursuant to Rule 10.31(1)(b) of the GEM Listing Rules as set out under the paragraph headed "Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements" in the section headed "Letter from the Board" in the Prospectus.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. Save as described under the paragraph headed "Rights of Overseas Shareholder(s) and Non-Qualifying Shareholder(s) (if any)" in the section headed "Letter from the Board" in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant jurisdiction including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such territory or jurisdiction in connection therewith. No application for Rights Shares will be accepted from the Non-Qualifying Shareholder(s) (if any). The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu with the then existing Shares in issue on the date of allotment of the Rights Shares in all respects. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares in their fully-paid form.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Right Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.



Capital Finance Holdings Limited

首都金融控股有限公司

(於開曼群島註冊成立及於百慕達存續之有限公司)

(股份代號：8239)

敬啟者：

緒言

根據本暫定配額通知書及供股章程所載的條款及條件，並在本公司存續章程及細則的規限下，董事已向閣下暫定配發供股股份，基準為於二零二一年二月八日(星期一)以閣下名義持有及登記的每一(1)股現有股份可獲發兩(2)股供股股份，認購價為每股供股股份0.135港元。閣下於記錄日期持有的股份列於表格甲的甲欄，而閣下所獲暫定配發的供股股份數目則列於表格甲的乙欄。除文義另有所指外，本文件所用詞彙與供股章程所界定者具有相同涵義。

誠如供股章程「董事會函件」一節「有關不獲認購供股股份及不合資格股東未售供股股份之程序及補償安排」一段所述，任何暫定配發而未獲合資格股東或未繳足股款供股股份承讓人接納之供股股份，將由補償安排下的配售代理根據GEM上市規則第10.31(1)(b)條配售予獨立承配人。

章程文件並無亦不會根據香港以外的任何司法權區的適用證券法例登記。除供股章程內「董事會函件」一節「海外股東及不合資格股東(如有)之權利」一段所述外，本公司概無採取任何行動以批准於香港以外任何地區或司法權區提呈供股股份或派發供股章程或暫定配額通知書。

於香港以外任何地區或司法權區接獲供股章程或暫定配額通知書副本的人士，不得視之為申請供股股份的要約或邀請，除非有關要約或邀請可於有關司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定則除外。任何擬在香港以外地區為其自身利益申請供股項下供股股份的人士，須自行遵守所有相關司法權區的法例及規例(包括取得任何政府或其他同意)，並繳付有關地區或司法權區就此而規定須繳付的任何稅項及徵稅。本公司將不會接納不合資格股東(如有)的供股股份認購申請。倘本公司相信接納任何供股股份認購申請會觸犯香港以外任何司法權區的適用證券或其他法例或規例，則本公司保留拒絕接納有關申請的權利。

供股股份

供股股份一經配發、發行及繳足，將與於配發供股股份當日已發行的當時現有股份在所有方面享有同等地位。繳足股款供股股份的持有人將有權收取於繳足股款供股股份配發日期或以後可能宣派、作出或派付的所有未來股息及分派。

待供股股份(以未繳股款及繳足股款形式)獲准在聯交所上市及買賣以及遵守香港結算之股份收納規定後，供股股份(以未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，可由供股股份(以未繳股款及繳足股款形式)於聯交所開始買賣當日或香港結算決定之其他日期起在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個交易日在中央結算系統內交收。所有在中央結算系統內進行的活動，均須依據不時有效的《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。就交收安排詳情及該等安排將如何影響彼等的權利及利益，股東應向彼等的持牌證券交易商或其他專業顧問尋求意見。

PROCEDURE FOR APPLICATION AND PAYMENT

If the Qualifying Shareholders wish to accept all Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed hereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than the Latest Time for Acceptance (or, under bad weather conditions, such later time and/or date as mentioned in the section headed "Expected timetable — Effect of bad weather and/or extreme conditions on the latest time for acceptance of and payment for the Rights Shares" in the Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "CAPITAL FINANCE HOLDINGS LTD — PAL" and crossed "ACCOUNT PAYEE ONLY".

It should be noted that unless the PAL, together with the appropriate remittance (rounding up to the nearest cent), have been lodged with the Registrar by no later than the Latest Time for Acceptance, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage.

Completion and return of this PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of Form A with the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by no later than 4:00 p.m. on Thursday, 25 February 2021 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed "Effect of Bad Weather" below). It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights. If you are an Overseas Shareholder, please refer to the paragraph headed "Rights of Overseas Shareholder(s) and Non-Qualifying Shareholder(s) (if any)" in the section headed "Letter from the Board" in the Prospectus for details of the restrictions which may be applicable to you.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer part or all of their rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Wednesday, 17 February 2021 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, after 9:00 a.m. on the second Business Day following the surrender of the original PAL. This process is commonly referred to as splitting of nil-paid Rights Shares. It should be noted that Hong Kong stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares.

申請及繳付股款的手續

合資格股東如欲接納暫定配額通知書上所列獲暫定配發的所有供股股份，必須將暫定配額通知書(根據其所印列的指示)連同在接受時須繳付的全部股款，在不遲於最後接納時限前(或於惡劣天氣情況下，則於供股章程「預期時間表—惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限之影響」一節所述的有關較後時間及／或日期)送達過戶處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)。所有股款須透過香港持牌銀行戶口開出的支票，或由香港持牌銀行發出的銀行本票以港元繳付，當中註明抬頭人為「**CAPITAL FINANCE HOLDINGS LTD — PAL**」，並劃線註明「只准入抬頭人賬戶」。

務請注意，除非暫定配額通知書連同適當股款(上調至最接近仙位)，由原獲配發人或任何獲有效轉讓權利的人士在不遲於最後接納時限前送交過戶處，否則暫定配額及就此而獲賦予的所有權利將被視為已放棄並將予以註銷。本公司可全權酌情決定視暫定配額通知書為有效，並對親身或由代表遞交暫定配額通知書的人士具約束力(即使其並未依照有關指示填妥暫定配額通知書)。本公司可於較後階段要求相關人士完成未填妥的暫定配額通知書。

填妥及交回本暫定配額通知書將構成有關人士向本公司作出聲明及保證，表示其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區的一切登記、法律及監管規定。倘本公司相信接納任何供股股份申請會違反任何司法權區的適用證券法例或其他法例或規例，則本公司保留拒絕接納有關申請的權利。為免生疑問，香港結算或香港中央結算(代理人)有限公司將概不受上述任何聲明或保證規限。

轉讓及分拆

閣下如欲轉讓根據本文件暫定配發予閣下的全部供股股份認購權，須填妥及簽署「轉讓及提名表格」(表格乙)並將本暫定配額通知書交予閣下欲轉讓權利的人士或經手轉讓權利的人士。然後，承讓人必須填妥及簽署「登記申請表格」(表格丙)，並將本暫定配額通知書整份連同表格甲丙欄所載於接納時應繳的全數股款，不遲於二零二一年二月二十五日(星期四)下午四時正(或於惡劣天氣情況下，則於下文「惡劣天氣的影響」一節所述的有關較後時間及／或日期)送達過戶處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓。謹請注意，閣下轉讓有關供股股份的認購權而承讓人接納該等權利須繳付香港印花稅。倘閣下為海外股東，敬請參閱供股章程內「董事會函件」一節的「海外股東及不合資格股東(如有)之權利」一段所述可能適用於閣下的限制的詳情。

合資格股東如僅欲接納部分暫定配額，或轉讓根據暫定配額通知書暫定配發予彼等的供股股份的部分認購權，或向超過一名人士轉讓部分或全部權利，則須在不遲於二零二一年二月十七日(星期三)下午四時三十分前，將整份暫定配額通知書交回及送達過戶處以供註銷，而過戶處將註銷原暫定配額通知書，並按所需數目發出新的暫定配額通知書，其將可於交出原暫定配額通知書當日後第二個營業日上午九時正後於過戶處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)領取。有關程序一般稱之為拆細未繳股款供股股份。謹請注意，轉讓供股股份認購權須繳付香港印花稅。

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon the fulfillment of the following conditions:

- (i) the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents each duly certified by the Directors (or by their agents duly authorised in writing) on or before Posting Date in compliance with the Companies Ordinance (and all other documents required to be attached thereto) and otherwise complying with the requirements of the Companies Ordinance and the GEM Listing Rules;
- (ii) the posting of copies of the Prospectus Documents to the Qualifying Shareholders;
- (iii) the Stock Exchange agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms;
- (iv) any subscription or purchase of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent and each of the subscribers or purchasers procured by the Placing Agent shall not trigger a mandatory offer obligation under Rule 26 of the Takeovers Code upon completion of the Rights Issue;
- (v) compliance with and performance of all undertakings and obligations of Mr. Zhang and Ms. Li respectively under the Irrevocable Undertakings in all material respects; and
- (vi) obtaining the Independent Shareholders' approval by way of resolution at the SGM in accordance with the GEM Listing Rules.

The Company shall use its reasonable endeavours to procure the fulfillment of the conditions above (to the extent it is within its power to do so), and shall do all the things required to be done by it pursuant to the Prospectus Documents or otherwise reasonably necessary to give effect to the Rights Issue. If any of the conditions referred to above are not fulfilled at or before the Latest Time for Termination, the Rights Issue will not proceed.

As the Rights Issue is subject to the above conditions, it may or may not proceed. Shareholders and public investors are advised to exercise caution in dealing in the securities of the Company.

CHEQUES AND BANKER'S CASHIER'S ORDER

All cheques and banker's cashier's orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a banker's cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by the applicant that the cheque or the banker's cashier's order will be honoured on first presentation. Without prejudice to its other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or banker's cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on or before Tuesday, 16 March 2021 to those Shareholders entitled thereto by ordinary post at their own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares, in fully-paid form, allotted and issued to you.

If the Rights Issue does not become unconditional or proceed, refund cheques, without interest, in respect of the application monies received are expected to be posted by ordinary post at your own risk to your registered addresses on Tuesday, 16 March 2021. Refund cheques (crossed "Account Payee Only") will be despatched by ordinary post to the registered addresses of the relevant applicants of the Rights Shares at the risk of such applicants.

NO EXCESS APPLICATION IN RELATION TO THE RIGHTS SHARES

There will be no excess application arrangements in relation to the Rights Issue.

供股的條件

供股須待以下各項條件達成後，方為作實：

- (i) 根據公司條例，將一份由董事(或由彼等以書面正式授權之代理人)正式簽署證明之章程文件副本(及所有其他須附奉之文件)於寄發日期或之前分別送呈聯交所以及向香港公司註冊處處長存檔及登記，並另行遵守公司條例及GEM上市規則之規定；
- (ii) 向合資格股東寄發章程文件副本；
- (iii) 聯交所同意批准未繳股款及繳足股款的供股股份上市及買賣，且並無撤回或撤銷有關批准；
- (iv) 配售代理認購或購買任何不獲認購供股股份及不合資格股東未售供股股份，而配售代理促使之各認購人或買方於供股完成後不得觸發收購守則規則26項下之強制要約責任；
- (v) 張先生及李女士於所有重大方面遵守及履行彼等各自於不可撤銷承諾項下之所有承諾及責任；及
- (vi) 根據GEM上市規則於股東特別大會上以決議案方式取得獨立股東批准。

本公司將盡其合理努力促使上述條件得到履行(在其有權這樣做的範圍內)，並應章程文件或其他就供股而言屬合理必要的要求履行其要求的所有事項。若上述任何條件未能於最後終止時限或之前達成，供股將不會進行。

由於供股須待上述條件獲達成方可作實，其可能會或可能不會進行。股東及公眾投資者在買賣本公司證券時務須小心謹慎。

支票及銀行本票

所有支票及銀行本票將於收取後隨即過戶，而自有關款項產生的所有利息(如有)將撥歸本公司所有。填妥並交回暫定配額通知書連同繳付供股股份的支票或銀行本票(不論由合資格股東或任何指名承讓人交回)，將構成申請人作出保證，代表支票或銀行本票將於首次過戶時獲兌現。倘隨附的支票或銀行本票於首次過戶時未能兌現，在不影響本公司其他權利的情況下，本公司保留拒絕受理任何暫定配額通知書的權利，且於該情況下，供股股份的有關暫定配額及其項下一切權利及配額將視作已遭放棄而被註銷。閣下必須於申請供股股份時繳付實際應繳的金額，任何未繳足股款的申請將不獲受理。倘繳付過多款額，則在款額為100港元或以上時方會向閣下發出退款支票(不計利息)。概不會就所接獲的任何暫定配額通知書及/或相關股款發出收據。

供股股份的股票及退款支票

待供股條件達成後，繳足股款供股股份的股票預期將於二零二一年三月十六日(星期二)或之前以平郵方式寄發予該等股東，郵誤風險概由彼等自行承擔。閣下(不包括香港中央結算(代理人)有限公司)，將會就配發及發行予閣下的所有繳足股款供股股份獲發一張股票。

倘供股未能成為無條件或未能進行，則已收取的申請股款(不計利息)的退款支票預期將於二零二一年三月十六日(星期二)以平郵方式寄發至閣下的登記地址，郵誤風險概由閣下自行承擔。退款支票(劃線註明「只准入抬頭人賬戶」)將以平郵方式寄發至有關供股股份申請人的登記地址，郵誤風險概由有關申請人自行承擔。

概無有關供股股份的額外申請

概無有關供股股份的額外申請安排。

FRACTIONAL ENTITLEMENTS

On the basis of the entitlement to subscribe two Rights Shares for every one existing Share, no fractional entitlements to the Rights Shares will arise from the Rights Issue.

EFFECT OF BAD WEATHER

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning or "extreme conditions" caused by super typhoons:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 25 February 2021. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 25 February 2021. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. If the latest time for acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Thursday, 25 February 2021, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

WARNING OF THE RISK OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

The Rights Issue is subject to the fulfillment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the paragraph headed "Conditions of the Rights Issue" above.

Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed. The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. Any dealings in the Shares from the date of the Announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed.

Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in nil-paid form are recommended to consult their professional advisers.

GENERAL

Lodgment of this PAL with, where relevant, the "Form of transfer and nomination" (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the share certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong during normal business hours from the date of the Prospectus up to and including 14 days after the date of the Prospectus.

All documents, including refund cheques (if any), will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar on Tuesday, 16 March 2021. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

零碎配額

按每持有一股現有股份可認購兩股供股股份之配額基準，供股將不會產生零碎供股股份配額。

惡劣天氣的影響

倘於下列時間懸掛八號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號生效或出現超級颱風導致之「極端情況」，則接納供股股份並繳付股款之最後時限將不會落實：

- (i) 於二零二一年二月二十五日(星期四)中午十二時正前任何本地時間在香港生效，並於中午十二時正後不再生效，則接納供股股份並繳付股款之最後時限將順延至同一營業日下午五時正；或
- (ii) 於二零二一年二月二十五日(星期四)中午十二時正至下午四時正期間任何本地時間在香港生效，則接納供股股份並繳付股款之最後時限將重訂為下一個於上午九時正至下午四時正任何時間並無該等警告在香港生效之營業日下午四時正。倘接納供股股份並繳付股款之最後時限並無於二零二一年二月二十五日(星期四)下午四時正或之前落實，則本節所述日期可能會受到影響。在該情況下，本公司將作出公佈。

有關買賣股份及未繳股款供股股份的風險警告

供股須待(其中包括)聯交所批准未繳股款及繳足股款的供股股份上市及買賣等條件達成後，方告作實。請參閱上文「供股的條件」一段。

股東及本公司潛在投資者務請注意，倘供股之條件未獲達成，供股將不會進行。不論暫定配發之供股股份之接納程度為何，供股將按非包銷基準進行。於自該公告日期起直至供股的所有條件獲達成當日止期間買賣任何股份，以及買賣未繳股款供股股份的任何股東，將相應承擔供股可能無法成為無條件及／或可能無法進行的風險。

擬買賣任何股份或未繳股款供股股份的任何股東或其他人士應諮詢彼等的專業顧問。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書的人士所簽署的「轉讓及提名表格」(表格乙)一經交回，即確證交回的人士有權處理本暫定配額通知書及收取分拆配額函件及／或供股股份的股票。

閣下如需要額外的供股章程副本，可於自供股章程日期起直至及包括供股章程日期後十四天之正常辦公時間內在過戶處卓佳登捷時有限公司索取，地址為香港皇后大道東183號合和中心54樓。

所有文件(包括退款支票(倘有))將由過戶處於二零二一年三月十六日(星期二)以普通郵遞方式寄至有關申請人或其他應得人士之登記地址，郵誤風險概由彼等自行承擔。任何退款支票均以本表格上填上之姓名作為抬頭人(或如屬聯名申請人，則以排名首位之申請人為抬頭人)。

本暫定配額通知書及其中所載的所有要約接納均須受香港法例監管，並按其詮釋。

PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Unit 2613A, 26/F., Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the attention of Privacy Compliance Officer.

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

Sample

收集個人資料—暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附的表格，即表示閣下同意向本公司、過戶處及／或彼等各自的顧問及代理披露個人資料及上述各方所要求有關閣下或閣下為其利益而接納暫定配發的供股股份的人士的任何資料。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利，可查證本公司或過戶處是否持有其個人資料、索取有關資料的副本及更正任何不準確的資料。根據《個人資料(私隱)條例》，本公司及過戶處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料的所有要求，或索取有關政策及常規以及所持資料類型的資料的所有要求，應當寄往本公司於香港的主要營業地點(地址為香港九龍尖沙咀彌敦道132號美麗華廣場A座26樓2613A室)或根據適用法律不時通知的地址，並以本公司公司秘書為收件人；或(視情況而定)寄往過戶處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)，並以私隱事務主任為收件人。

此 致

列位合資格股東 台照

承董事會命
首都金融控股有限公司
主席兼執行董事
張偉

二零二一年二月九日