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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in Capital Finance Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 June 2021 at 3:00 p.m. is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

The Chinese translation of this circular is for reference only, and in case of any inconsistency, the English version shall prevail.

PRECAUTIONARY MEASURES FOR THE AGM

In view of an ongoing pandemic of coronavirus disease 2019 ("COVID-19") and recent requirements for prevention and control of its spread by the HKSAR Government, the Company will implement the following prevention and control measures at the AGM against the COVID-19 pandemic to protect the Shareholders from the risk of infection:

- (i) every participant (including Shareholders or their proxies) at the AGM shall be subject to compulsory body temperature check at the entrance of the meeting venue and anyone with a body temperature higher than 37.3 degree Celsius will not be given access to the meeting venue;
- (ii) all participants (including Shareholders or their proxies) at the AGM are required to wear surgical face masks at all time during their attendance of the AGM; and
- (iii) no refreshment will be served, and there will be no corporate gifts.

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the AGM venue. Furthermore, the Company wishes to advise the Shareholders that they may appoint any person or the chairman of the AGM as a proxy to vote on the relevant resolutions, instead of attending the AGM in person.

25 May 2021

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company convened to be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 June 2021 at 3:00 p.m., notice of which is set out on pages 17 to 21 of this circular;
“Board”	the board of Directors from time to time;
“Bye-law(s)”	the bye-laws of the Company;
“close associate(s)” or “core connected person(s)”	has the meaning ascribed to this term under the GEM Listing Rules;
“Company”	Capital Finance Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on GEM;
“Convertible Bonds”	the convertible bonds to be issued by the Company to Exuberant Global Limited, Bustling Capital Limited and Time Prestige Holdings Limited, being the vendors, as part of the consideration under the Acquisition Agreement (as defined in the circulars of the Company dated 30 May 2014 and 30 March 2019);
“Director(s)”	the director(s) of the Company from time to time;
“Eligible Participant(s)”	any full time or part time employee of the Group, any Director (whether executive or non-executive and whether independent or not) of the Group and any adviser, consultant, supplier, distributor, contractor, agent, business partner, promoter, service provider or customer of the Group whom, in the sole discretion of the Board, has contributed or will contribute to the Group;
“Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the refreshed Repurchase Mandate;
“GEM”	GEM operated by the Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding the aggregate of 20% of the number of issued Shares as at the date of the resolution granting the general mandate by the Shareholders;
“Latest Practicable Date”	21 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein;
“Nomination Committee”	the nomination committee of the Company;
“Placing”	the placing of 105,264,000 new Shares under general mandate at the placing price of HK\$0.095 per Share completed on 17 February 2020;
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the repurchase mandate by the Shareholders;

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme which must not, in aggregate, exceed 10% of the total number of issued Shares as at the date of the adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the total number of issued Shares as at the date of the approval of the refreshed limit by the Shareholders;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Consolidation”	the consolidation of every five (5) issued and unissued Shares of HK\$0.01 each into one (1) Share of HK\$0.05 each with effect from 8 April 2020;
“Share Option Scheme”	the share option scheme of the Company as adopted by the Shareholders on 2 August 2012;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.



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)

Executive Directors:

Mr. Zhang Wei

(Chairman and Chief Executive Officer)

Ms. Li Wei

(Vice Chairlady and Deputy Chief Executive Officer)

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Mr. Chen Yihua

Mr. Lee Zak Yuen

Dr. Wong Wing Kuen Albert

Head office and principal place of

business in Hong Kong:

Unit 2613A, 26th Floor

Mira Place Tower A

132 Nathan Road

Tsimshatsui

Kowloon, Hong Kong

25 May 2021

To the Shareholders and holders of Convertible Bonds

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate, the Repurchase Mandate and Extension Mandate; (ii) the refreshment of Scheme Mandate Limit; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 23 June 2020, the Directors were granted a general mandate (the “**Existing Issue Mandate**”) to allot, issue and deal with new Shares and to exercise the powers of the Company to repurchase issued Shares. The Existing Issue Mandate will lapse at the conclusion of the AGM. The Directors therefore propose to seek your approval of the ordinary resolution to be proposed at the AGM to grant a new Issue Mandate.

Issue Mandate

At the AGM, an ordinary resolution as set out in resolution no. 4 will be proposed such that the Directors be given an unconditional Issue Mandate to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, not exceeding the aggregate of 20% of the number of issued Shares as at the date of the resolution granting the Issue Mandate. The Issue Mandate would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held; or (c) at any time when the aforementioned mandate is revoked, varied, or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

Subject to the passing of the resolution no. 4 for the approval of Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot and issue up to a maximum of 168,765,846 Shares.

Repurchase Mandate and Extension Mandate

At the AGM, an ordinary resolution as set out in resolution no. 5 will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Exchange up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the Repurchase Mandate. The Repurchase Mandate would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held; or (c) at any time when the aforementioned mandate is revoked, varied, or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

LETTER FROM THE BOARD

Subject to the passing of the resolution no. 5 for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 84,382,923 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the reasonably necessary information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution.

In addition, an ordinary resolution set out in resolution no. 6 regarding the Extension Mandate will be proposed to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate (if the grant of which is approved by the Shareholders at the AGM) by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate (if the grant of which is approved by the Shareholders at the AGM).

REFRESHMENT OF SCHEME MANDATE LIMIT

The Directors proposed to seek your approval to refresh the Scheme Mandate Limit. The Share Option Scheme was adopted by the Company on 2 August 2012 pursuant to an ordinary resolution passed at the annual general meeting held on the same date. Apart from the Share Option Scheme, the Company has no other share option scheme in place.

The Scheme Mandate Limit has been refreshed on 24 May 2018 in which the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the refreshed Scheme Mandate Limit was 130,111,805 Shares, being 10% of the Shares in issue as at 24 May 2018.

On 17 February 2020, the number of issued Shares was increased to 1,406,382,056 Shares after the completion of Placing. On 8 April 2020, the issued Shares have been consolidated into a total of 281,276,411 issued Shares and the Scheme Mandate Limit reduced to 26,022,361 Shares upon the Share Consolidated becoming effective.

As at the Latest Practicable Date, the issued Shares have been further adjusted to 843,829,233 Shares upon the completion of the rights issue on the basis of two (2) rights shares for every one (1) existing share on 16 March 2021 and the remaining Scheme Mandate Limit of 26,022,361 Shares represents approximately 3.08% of the total number of issued Shares.

Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, no options have been granted to the Eligible Participants, exercised, lapsed or cancelled under the Share Option Scheme.

The purpose of the Share Option Scheme is to enable the Company to grant options to selected Eligible Participants in order to recognise and motivate the contribution of the employees of the Group and to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct economics interest in attaining the long term business objectives of the Group.

LETTER FROM THE BOARD

Pursuant to the Share Option Scheme and in compliance with Chapter 23 of the GEM Listing Rules, the Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at a general meeting provided that the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of issued Shares as at the date of passing the relevant resolution at the general meeting. Any share options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or exercised options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, pursuant to the GEM Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of issued Shares from time to time. No options shall be granted under any share option scheme(s) of the Company if this will result in the 30% limit being exceeded.

On the basis of 843,829,233 issued Shares as at the Latest Practicable Date and assuming that no Shares are issued or repurchased prior to the AGM, the maximum number of Shares which may be issued upon exercise of all options that may be granted under the refreshed Scheme Mandate Limit is 84,382,923 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

Conditions of the Refreshment of Scheme Mandate Limit

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (b) the GEM Listing Committee of the Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit not exceeding 10% of the total number of issued Shares as at the date of the approval by the Shareholders.

Application will be made to the Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the options that may be granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Mr. Lee Zak Yuen (“**Mr. Lee**”) has been appointed as an independent non-executive Director with effect from 1 April 2021. Pursuant to bye-law 83(2) of the Bye-laws, the Board shall have the power from time to time and at any time to appoint any person as a Director to fill a casual vacancy on the Board, and any Director so appointed shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting. As such, Mr. Lee shall hold office until the AGM, and, being eligible, will offer himself for re-election. An ordinary resolution as set out in resolution no. 2a will be put forward to the Shareholders at the AGM.

In accordance with bye-law 84(1) of the Bye-laws, Mr. Zhang Wei (“**Mr. Zhang**”) and Dr. Wong Wing Kuen Albert (“**Dr. Wong**”) shall retire from office by rotation. Mr. Zhang and Dr. Wong, being eligible, will offer themselves for re-election. Ordinary resolutions as set out in resolutions nos. 2b and 2c will be put forward to the Shareholders at the AGM.

Dr. Wong and Mr. Lee, being the independent non-executive Directors, have provided the confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules and confirmed their commitment in devoting sufficient time as required to discharge their responsibility as a Director. The Nomination Committee has reviewed their respective skills, knowledge and experience having regard to the director nomination policy and board diversity policy of the Company. It is considered that Dr. Wong and Mr. Lee have extensive experience in their own fields, which will continue to bring valuable contributions to the Board for its efficient and effective functioning. The Board also noted that Dr. Wong holds directorship with various listed companies in Hong Kong. However, the Board is of the view that Dr. Wong would still be able to devote sufficient time in fulfilling his role in the Company given:

- Dr. Wong is neither a full-time member nor involved in day-to-day operations or management of the listed companies which he holds directorship, and thus has no executive and management responsibility therein;
- Dr. Wong’s role in the Group is non-executive in nature and will not require his full-time participation in the daily management of the Group’s business;
- Dr. Wong has maintained a good attendance record and made valuable contribution at the meetings of the Board and the Board committees in the past years; and
- none of the listed companies that he holds directorship with has questioned or complained about his time devoted to such listed companies.

Accordingly, the Nomination Committee has recommended Mr. Zhang, Mr. Lee and Dr. Wong to the Board for re-election and the Board has endorsed recommendation of the Nomination Committee that Mr. Zhang, Mr. Lee and Dr. Wong be proposed to stand for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 June 2021 at 3:00 p.m. is set out on pages 17 to 21 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the refreshment of Scheme Mandate Limit and the re-election of Directors.

A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Exchange and the Company as soon as possible in accordance with Rule 17.47 of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 21 June 2021.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

LETTER FROM THE BOARD

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

RECOMMENDATION

The Board considers that the ordinary resolutions in respect of the granting of the Issue Mandate, the Repurchase Mandate and Extension Mandate, the refreshment of Scheme Mandate Limit and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

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

This Appendix I serves as an explanatory statement required to be sent to all Shareholders pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules in connection with the Repurchase Mandate.

THE REPURCHASE MANDATE

Resolution no. 5 set out in the notice of the AGM will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the AGM at any time from the passing of the resolution until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held, or at any time when the aforementioned mandate is revoked, varied, or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the number of Shares in issue was 843,829,233. Subject to the passing of the relevant ordinary resolution as set out in resolution no. 5 to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 84,382,923 Shares, representing not more than 10% of the number of issued Shares as at the date of passing of the resolution no. 5, during the Relevant Period (as defined in the Notice of AGM which is set out on pages 17 to 21 of this circular).

REASONS FOR THE REPURCHASE MANDATE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda. Such funds would be financed by the Company's available cash flow and/or working capital facilities.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or gearing level which, in the opinion of the Directors, is from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have a present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected persons has notified the Company of a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING

The Directors have undertaken to the Exchange that, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Bye-laws and any other applicable laws of Bermuda.

TAKEOVERS CODE IMPLICATIONS

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons obliged to make a mandatory general offer under the Takeovers Code.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
May	0.670	0.174
June	0.229	0.184
July	0.239	0.184
August	0.275	0.184
September	0.194	0.143
October	0.170	0.133
November	0.137	0.117
December	0.144	0.118
2021		
January	0.148	0.119
February	0.169	0.139
March	0.169	0.129
April	0.178	0.135
May (up to the Latest Practicable Date)	0.175	0.145

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

MR. LEE ZAK YUEN

Particular of Mr. Lee Zak Yuen

Mr. Lee, aged 32, is the independent non-executive Director, the chairman of the remuneration committee of the Company and a member of each of the Nomination Committee and the audit committee of the Company since 1 April 2021. Mr. Lee graduated from Syracuse University with a master's degree in science in 2017. He is currently an executive director, the general manager and the authorised representative of Kawo Automobile Co., Ltd.* (凱沃汽車有限公司) and European and American Smart Cold Chain Logistics Industrial (Hainan) Co. Ltd.* (歐美智慧冷鏈物流產業園(海南)有限公司) respectively. He is also the vice chairman of the US-Hainan Business Consortium USA. Mr. Lee has extensive experience in international trade and business management.

Mr. Lee has entered into a letter of appointment with the Company as an independent non-executive Director for an initial term of one year commencing from 1 April 2021 subject to provisions of retirement and rotation of Directors under the Bye-laws. Mr. Lee is entitled to receive a Director's fee of HK\$120,000 per annum which is determined with reference to the prevailing market conditions, the Company's performance, his time, effort and expertise to be exercised on the Group's affairs and the Company's remuneration policy.

Save as disclosed above, Mr. Lee does not hold any other positions in the Company or any members of the Group nor does he have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules).

Save as disclosed above, Mr. Lee does not hold any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Lee does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

* *English name is for identification purpose only*

MR. ZHANG WEI**Particular of Mr. Zhang Wei**

Mr. Zhang, aged 52, is the chairman, chief executive officer, executive Director and a member of the Nomination Committee since 1 December 2015. Mr. Zhang currently is a general manager of Beijing Wanchi Technology Company Limited* (“**Beijing Wanchi**”), a subsidiary of the Company which was acquired by the Group in June 2014. Mr. Zhang joined Beijing Wanchi in November 2012. Mr. Zhang has taken up the management role as the chairman/director and general manager of a number of subsidiaries of the Company. Mr. Zhang holds a diploma in banking management from Harbin University of Finance and studied the subject of law and graduated from the People’s Republic of China Communist Party Beijing City Committee Party School*. Mr. Zhang has over 26 years of experience in the financial management field. Prior to joining Beijing Wanchi in 2012, he held various managerial positions in banking and investment management corporations.

Mr. Zhang has entered into a letter of appointment with the Company came into effect on 1 December 2019, which shall continue for a period of three years from such date subject to the provisions of retirement and rotation of Directors under the Bye-laws. Pursuant to the terms of the letter of appointment, Mr. Zhang is entitled to an annual Director’s fee of HK\$2,100,000 per annum with an annual bonus of HK\$900,000 and discretionary bonus, which is determined with reference to the prevailing market conditions, the Company’s performance and his time, effort and expertise to be exercised on the Group’s affairs and the Company’s remuneration policy. Mr. Zhang is also entitled to receive emolument of RMB35,000 per month as the general manager of Beijing Wanchi.

Save as disclosed above, Mr. Zhang does not hold any other positions with the Company or any members of the Company and its subsidiaries nor does he have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules).

Save as disclosed above, Mr. Zhang does not hold any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Zhang is interested in 68,257,920 Shares, representing approximately 8.09% of the entire issued Share. Save as disclosed above, Mr. Zhang does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

* *English name is for identification purpose only*

DR. WONG WING KUEN ALBERT**Particular of Dr. Wong Wing Kuen Albert**

Dr. Wong, aged 69, is the independent non-executive Director, chairman of the audit committee and member of the Nomination Committee and remuneration committee of the Company since 1 January 2018. Dr. Wong holds a Doctor of Philosophy in Business Administration degree from the Bulacan State University, Republic of the Philippines. He is a fellow member of The Chartered Governance Institute, The Hong Kong Institute of Chartered Secretaries, The Taxation Institute of Hong Kong, Association of International Accountants and Society of Registered Financial Planners. He is a member of Hong Kong Securities Institute, The Chartered Institute of Arbitrators and The Chartered Institute of Bankers in Scotland and a full member of Macau Society of Certified Practising Accountants.

Dr. Wong is currently the principal consultant of KND Associates CPA Limited.

Dr. Wong is currently an independent non-executive director of each of Solargiga Energy Holdings Limited (Stock Code: 757), China Merchants Land Limited (Stock Code: 978), China VAST Industrial Urban Development Company Limited (Stock Code: 6166), China Medical & HealthCare Group Limited (Stock Code: 383), China Wan Tong Yuan (Holdings) Limited (Stock Code: 6966) (previously listed on the GEM of the Exchange (Stock Code: 8199)), APAC Resources Limited (Stock Code: 1104) and Dexin China Holdings Company Limited (Stock Code: 2019), all companies listed on the Main Board of the Exchange.

Dr. Wong has entered into a letter of appointment with the Company as an independent non-executive Director for a term of one year commencing from 1 January 2021 subject to the provisions of retirement and rotation of directors under the Bye-laws. Dr. Wong is entitled to a Director's fee of HK\$180,000 per annum which is determined with reference to the prevailing market conditions, the Company's performance and his time, effort and expertise to be exercised on the Group's affairs and the Company's remuneration policy.

Save as disclosed above, Dr. Wong does not hold any other positions in the Company or any members of the Group nor does he have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules).

Save as disclosed herein, Dr. Wong does not hold any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Dr. Wong does not have, and is not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Capital Finance Holdings Limited (the “Company”) will be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 25 June 2021 at 3:00 p.m., to transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2020;
2.
 - (a) to re-elect Mr. Lee Zak Yuen as a Director;
 - (b) to re-elect Mr. Zhang Wei as a Director;
 - (c) to re-elect Dr. Wong Wing Kuen Albert as a Director;
 - (d) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint Mazars CPA Limited as auditor of the Company and authorise the Board to fix its remuneration;
4. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent of the number of issued Shares as at the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum number equivalent to 10 per cent of the number of issued Shares as at the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution;

NOTICE OF AGM

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

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6. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon the passing of the resolution nos. 4 and 5, the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the Share referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

7. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** subject to and conditional upon the granting by the GEM Listing Committee of the Exchange of, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted by an ordinary resolution of the shareholders of the Company passed on 2 August 2012 in the manner as set out in paragraph (a) of this resolution below:

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the total number of issued Shares as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 25 May 2021

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof (as the case may be), should he/she/it so wish.

NOTICE OF AGM

3. For ascertaining the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 21 June 2021.
4. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all above resolutions will be put to vote at the AGM by way of poll.
5. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force any time after 8:00 a.m. on Friday, 25 June 2021, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
6. In view of an ongoing pandemic of coronavirus disease 2019 ("COVID-19") and recent requirements for prevention and control of its spread by the HKSAR Government, the Company will implement the following prevention and control measures at the AGM against the COVID-19 pandemic to protect the shareholders of the Company from the risk of infection:
 - (i) every participant (including shareholders of the Company or their proxies) in the AGM shall be subject to compulsory body temperature check at the entrance of the meeting venue and anyone with a body temperature higher than 37.3 degree Celsius will not be given access to the meeting venue;
 - (ii) all participants (including shareholders of the Company or their proxies) in the AGM are required to wear surgical face masks at all time during their attendance of the AGM; and
 - (iii) no refreshment will be served, and there will be no corporate gifts.

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the AGM venue. Furthermore, the Company wishes to advise the shareholders of the Company that they may appoint any person or the chairman of the AGM as a proxy to vote on the relevant resolutions, instead of attending the AGM in person.

As at the date of this notice, 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 Dr. Wong Wing Kuen Albert.