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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of Capital Finance Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Unit 2613A, 26th Floor, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. on Tuesday, 28 June 2022 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the authorised share capital of the Company be increased from HK\$100,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.05 each (each a “**Share**”) to HK\$1,000,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,000,000,000 Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the directors of the Company (the “**Director**”) be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”

2. “THAT

- (a) the conditional subscription agreements (the “**2022 CB Subscription Agreements**”) dated 4 April 2022 (as amended and supplemented on 6 June 2022) and entered into between the Company as issuer and each of Bustling Capital Limited and Choice Magic Limited as subscribers respectively in relation to the issue of unlisted convertible bonds (the “**2022 Convertible Bonds**”) in the

principal amount of HK\$99,840,000 by the Company (a copy of the 2022 CB Subscription Agreements and the supplemental agreements having been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the issue of the 2022 Convertible Bonds and the allotment and issue of the conversion Shares (the “**2022 CB Conversion Shares**”) upon exercise of conversion rights attaching to the 2022 Convertible Bonds) be and are hereby approved, confirmed and ratified;

- (b) the board of Directors be and is hereby granted a specific mandate to allot and issue the 2022 CB Conversion Shares upon exercise of the conversion rights attached to the 2022 Convertible Bonds in accordance with the terms and conditions of the 2022 Convertible Bonds; and
- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the 2022 CB Subscription Agreements and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

3. “THAT

- (a) the conditional subscription agreements (the “**2023 CB Subscription Agreements**”) dated 4 April 2022 (as amended and supplemented on 6 June 2022) and entered into between the Company as issuer and each of Exuberant Global Limited and Mr. Liu Yongli as subscribers respectively in relation to the issue of unlisted convertible bonds (the “**2023 Convertible Bonds**”) in the principal amount of HK\$185,400,000 by the Company (a copy of the 2023 CB Subscription Agreements and the supplemental agreements having been produced to the SGM and marked “B” and initialed by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the issue of the 2023 Convertible Bonds and the allotment and issue of the conversion Shares (the “**2023 CB Conversion Shares**”) upon exercise of conversion rights attaching to the 2023 Convertible Bonds) be and are hereby approved, confirmed and ratified;

- (b) the board of Directors be and is hereby granted a specific mandate to allot and issue the 2023 CB Conversion Shares upon exercise of the conversion rights attached to the 2023 Convertible Bonds in accordance with the terms and conditions of the 2023 Convertible Bonds; and
- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the 2023 CB Subscription Agreements and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 13 June 2022

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Notes:

1. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll vote may be given either personally or by proxy. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of 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 appointed for holding the SGM (i.e. Sunday, 26 June 2022 at 3:00 p.m.) or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the SGM was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The Company's register of members will be closed during the period from Thursday, 23 June 2022 to Tuesday, 28 June 2022, both days inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited located at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 22 June 2022.
8. The voting at the SGM (or any adjournment thereof) shall be taken by way of poll.

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 Mr. Chan Ngai Fan.