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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)

(1) POLL RESULT OF THE SPECIAL GENERAL MEETING; (2) CAPITAL REORGANISATION; AND (3) ADJUSTMENTS TO THE CONVERTIBLE BONDS

Reference is made to the notice (the “**Notice**”) of special general meeting (the “**SGM**”) and the circular (the “**Circular**”) of Capital Finance Holdings Limited (the “**Company**”) dated 20 January 2023. Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular unless otherwise specified herein.

POLL RESULT OF THE SGM

At the SGM held on 21 February 2023, the proposed special resolution (the “**Resolution**”) as set out in the Notice was taken by poll. The Board is pleased to announce that the Resolution was duly passed by the Shareholders as special resolution by way of poll at the SGM. The poll result in respect of the Resolution was as follows:

Special Resolution ^{Note 1}	Number of votes ^{Note 2} (Approximate percentage (%))	
	For	Against
To approve the Capital Reorganisation and the transactions contemplated thereunder.	825,791,350 (88.57%)	106,530,390 (11.43%)

Note 1: Please refer to the Notice for full version of the Resolution.

Note 2: The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the SGM in person or by proxy.

The branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. All Directors attended the SGM either physically or by electronic means.

As more than 75% of the votes were cast in favour of the Resolution, the Resolution was duly passed as special resolution of the Company.

As at the date of SGM, the total number of issued shares of the Company was 1,261,829,233 Existing Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the SGM. No Shareholders were required under the GEM Listing Rules to abstain from voting on the Resolution at the SGM and there was no share entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the SGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the SGM.

CAPITAL REORGANISATION

The Board is also pleased to announce that the Capital Reorganisation will become effective from Thursday, 23 February 2023. Dealings in the New Shares will commence at 9:00 a.m. on Thursday, 23 February 2023. Please refer to the Circular for the details, including the trading arrangement, the board lot size, the exchange and replacement of share certificates and matching services for odd lots in connection with the Capital Reorganisation.

ADJUSTMENTS TO THE CONVERTIBLE BONDS

Pursuant to the terms of the instrument of the outstanding Convertible Bonds, the conversion prices of the Convertible Bonds and the number of New Shares to be issued upon exercise of the conversion rights attached to the outstanding Convertible Bonds will be adjusted in the following manner with effect from 23 February 2023 upon the Capital Reorganisation becoming effective:

	<u>Immediately before the Capital Reorganisation becoming effective</u>		<u>Immediately after the Capital Reorganisation becoming effective</u>	
	Number of Existing Shares to be allotted and issued upon exercise of all the conversion rights under the Convertible Bonds	Existing conversion price per Share	Number of New Shares to be allotted and issued upon exercise of all the conversion rights under the Convertible Bonds	Adjusted conversion price per New Share
Unsecured convertible bonds due on 24 December 2023	966,680,000	HK\$0.05	48,334,000	HK\$1.0
Unsecured convertible bonds due on 5 August 2024	2,784,700,000	HK\$0.05	139,235,000	HK\$1.0

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

The Company has engaged the Company's auditor, Mazars CPA Limited, to perform agreed-upon procedures with respect to the computation of the adjustments that will be made to the conversion prices of the Convertible Bonds and the number of New Shares to be issued upon exercise of the conversion rights attached to the outstanding Convertible Bonds as a result of the Capital Reorganisation.

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

Hong Kong, 21 February 2023

As at the date of this announcement, the executive Directors are Mr. Zhang Wei and Ms. Li Wei; and the independent non-executive Directors are Mr. Chen Yihua, Mr. Lee Zak Yuen and Mr. Chan Ngai Fan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and the Company’s website at <http://www.capitalfinance.hk>.