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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS  
AND ADOPTION OF  
THE SECOND AMENDED AND RESTATED BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Wednesday, 28 June 2023 at 3:00 p.m. is set out on pages 40 to 45 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on Monday, 26 June 2023) 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.

24 May 2023

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## CHARACTERISTICS OF GEM

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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

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*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 Wednesday, 28 June 2023 at 3:00 p.m., notice of which is set out on pages 40 to 45 of this circular;                                       |
| “Board”  | the board of Directors from time to time;   |
| “Bye-law(s)”                                       | the bye-laws of the Company as amended from time to time;   |
| “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 zero coupon convertible bonds due on 24 December 2023 in the aggregate principal amount of HK\$99,840,000 and the zero coupon convertible bonds due on 5 August 2024 in the aggregate principal amount of HK\$185,400,000 issued by the Company on 21 July 2022;  |
| “Director(s)”                                      | the director(s) of the Company from time to time;   |
| “Exchange”   | The Stock Exchange of Hong Kong Limited;  |
| “Existing Bye-laws”                                | the bye-laws of the Company currently in force;   |
| “Extension Mandate”                                | the 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; |

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## DEFINITIONS

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| “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”              | 18 May 2023, 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;  |
| “PRC”                                  | the People’s Republic of China and for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan  |
| “Proposed Amendments”                  | the proposed amendments to the Existing Bye-laws as set out in the Appendix III to this circular;   |
| “Repurchase Mandate”                   | the general 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; |
| “Second Amended and Restated Bye-laws” | the second amended and restated Bye-laws, incorporating the Proposed Amendments to be adopted by the Company, subject to Shareholders’ approval at the AGM;   |

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## DEFINITIONS

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|------------------|--|
| “SFO”            | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)”       | ordinary share(s) of HK\$0.01 each in the share capital of the Company;      |
| “Shareholder(s)” | holder(s) of the Share(s);   |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers; and                             |
| “%”              | per cent.  |

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zhang Wei  
*(Chairman and Chief Executive Officer)*  
Mr. Mang Sheung Lok  
*(Vice Chairman)*  
Ms. Li Wei

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Mr. Chen Yihua  
Mr. Lee Zak Yuen  
Mr. Chan Ngai Fan

*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

24 May 2023

*To the Shareholders and the holders of the Convertible Bonds*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS  
AND ADOPTION OF  
THE SECOND AMENDED AND RESTATED BYE-LAWS  
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 re-election of Directors; and (iii) the Proposed Amendments to the Existing Bye-laws and adoption of the Second Amended and Restated Bye-laws.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 6 May 2022, 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 general 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 a general meeting of the Company, 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 13,618,292 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 a general meeting of the Company, whichever is the earliest.

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## LETTER FROM THE BOARD

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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 6,809,146 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).

### RE-ELECTION OF DIRECTORS

Mr. Mang Sheung Lok has been appointed as an executive Director with effect from 25 April 2023. 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. Mang Sheung Lok 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 and Mr. Chen Yihua shall retire from office by rotation. Mr. Zhang Wei and Mr. Chen Yihua, 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.

Code provision B.2.3 of Appendix 15 to the GEM Listing Rules provides that the further appointment of an independent non-executive director should be subject to a separate resolution to be approved by shareholders if such independent non-executive director has been serving the company for more than nine years. Notwithstanding Mr. Chen Yihua (“**Mr. Chen**”) as the independent non-executive Director for more than nine years, there are no circumstances which are likely to affect independence of Mr. Chen as an independent non-executive Director. As at the Latest Practicable Date, Mr. Chen has been serving as the independent non-executive Directors more than nine years for the Company since July 2013.

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## LETTER FROM THE BOARD

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Mr. Chen Yihua, being the independent non-executive Director, has provided the confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules and confirmed his commitment in devoting sufficient time as required to discharge his responsibility as an independent non-executive Director. The Nomination Committee has reviewed his respective skills, knowledge, experience and independence having regard to the director nomination policy and board diversity policy of the Company. It is considered that Mr. Chen Yihua has extensive experience in his own fields, which will continue to bring valuable contributions to the Board for its efficient and effective functioning.

Accordingly, the Nomination Committee has recommended Mr. Mang Sheung Lok, Mr. Zhang Wei and Mr. Chen Yihua to the Board for re-election and the Board has endorsed recommendation of the Nomination Committee that Mr. Mang Sheung Lok, Mr. Zhang Wei and Mr. Chen Yihua 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.

### **PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE SECOND AMENDED AND RESTATED BYE-LAWS**

Reference is made to the announcement of the Company dated 18 May 2023 in relation to the proposed amendments to the Existing Bye-laws and the adoption of the Second Amended and Restated Bye-laws.

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers.

For the purposes of (i) bringing the Existing Bye-laws in line with the amendments made to the GEM Listing Rules (in particular to conform to the core shareholder protection standards as set out in Appendix 3 to the GEM Listing Rules) and applicable laws of Bermuda; and (ii) making certain other consequential or minor housekeeping amendments to the Existing Bye-laws, the Board proposes to seek approval of the Shareholders by special resolution at the AGM to amend the Existing Bye-laws by way of adopting the Second Amended and Restated Bye-laws in substitution for and to the exclusion of the Existing Bye-laws.

A summary of the major changes brought about by the proposed adoption of the Second Amended and Restated Bye-laws is set out below:

1. to reflect the change of the name of the Company to “Capital Finance Holdings Limited”;

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## LETTER FROM THE BOARD

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2. to update certain definitions in the Existing Bye-laws, to add the definition of “close associate” and “extraordinary resolution”;
3. to update the share capital reference with the current par value of shares of the Company;
4. to remove the prohibition on the Company providing financial assistance to any person to purchase Shares;
5. to enable the Board to issue convertible securities or securities of similar nature;
6. to remove the restriction that the record date for determining entitlement to receive any dividend, distribution, allotment or issue cannot be more than thirty days before or after date on which such dividend, distribution, allotment or issue is declared, paid or made;
7. to enable transfer of Shares in any manner permitted by and in accordance with the rules of the designated stock exchange;
8. to provide that the Company must hold an annual general meeting in each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the GEM Listing Rules, if any);
9. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings (including an special general meeting) must be called by notice of not less than fourteen (14) clear days but if permitted by the GEM Listing Rules, a general meeting may be called by shorter notice, if it is so agreed under the circumstances set out in the Second Amended and Restated Bye-laws;
10. to enable meetings of members or any class thereof to be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously with participation in such a meeting constituting presence at such meeting;
11. to clarify that the right to requisition a special general meeting by any Shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company includes the right for such Shareholder to specify the resolution to be transacted in its requisition;

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## LETTER FROM THE BOARD

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12. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
13. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election;
14. to enable the Board to resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account);
15. to provide that the Shareholders may by extraordinary resolution remove the auditor of the Company at any time before the expiration of his term of office;
16. to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
17. to provide that the signature to any notice or document to be given by the Company may be written, printed or made electronically; and
18. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

Details of the Proposed Amendments are set out in Appendix III of this circular.

The Company has been advised by its legal advisers that the Proposed Amendments conform with the requirements of the GEM Listing Rules, where applicable, and do not violate Bermuda laws, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Exchange.

The Proposed Amendments and adoption of the Second Amended and Restated Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the AGM.

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## LETTER FROM THE BOARD

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### 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 Wednesday, 28 June 2023 at 3:00 p.m. is set out on pages 40 to 45 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, and the re-election of Directors. Special resolution will be proposed at the AGM to approve the Proposed Amendments to the Existing Bye-laws and adoption of the Second Amended and Restated Bye-laws.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 3:00 p.m. on Monday, 26 June 2023) 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 Friday, 23 June 2023 to Wednesday, 28 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 21 June 2023.

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## LETTER FROM THE BOARD

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### 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.

### 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, and the re-election of Directors; and the special resolution in respect of the Proposed Amendments to the Existing Bye-laws and adoption of the Second Amended and Restated Bye-laws 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 an unconditional general 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 a general meeting of the Company, whichever is the earliest.

As at the Latest Practicable Date, the number of Shares in issue was 68,091,461. 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 6,809,146 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 40 to 45 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 2022) 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 (as defined the GEM Listing Rules) of the Company 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.

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**APPENDIX I                      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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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:

|   | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|---|-------------------------------|------------------------------|
| <b>2022</b>   |                               |                              |
| May   | 0.82 <i>(Note)</i>            | 0.52 <i>(Note)</i>           |
| June  | 1.20 <i>(Note)</i>            | 0.72 <i>(Note)</i>           |
| July  | 0.92 <i>(Note)</i>            | 0.70 <i>(Note)</i>           |
| August  | 0.76 <i>(Note)</i>            | 0.64 <i>(Note)</i>           |
| September   | 0.82 <i>(Note)</i>            | 0.44 <i>(Note)</i>           |
| October   | 0.60 <i>(Note)</i>            | 0.40 <i>(Note)</i>           |
| November  | 0.44 <i>(Note)</i>            | 0.34 <i>(Note)</i>           |
| December  | 0.66 <i>(Note)</i>            | 0.40 <i>(Note)</i>           |
| <b>2023</b>   |                               |                              |
| January   | 0.66 <i>(Note)</i>            | 0.44 <i>(Note)</i>           |
| February  | 0.66 <i>(Note)</i>            | 0.38 <i>(Note)</i>           |
| March   | 0.58                          | 0.40                         |
| April   | 0.69                          | 0.43                         |
| May (up to and including the Latest Practicable Date) | 0.69                          | 0.46                         |

*Note:* Adjusted retrospectively to take into account of the capital reorganisation with effect from 23 February 2023.

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. MANG SHEUNG LOK**

#### **Particulars of Mr. Mang Sheung Lok**

Mr. Mang Sheung Lok (“**Mr. Mang**”), aged 35, is the executive Director, Vice Chairman and a member of the Nomination Committee since 25 April 2023. Mr. Mang has extensive experience in the fields of real estate, financial market and personal healthcare and hygiene industry. He is currently a managing director and the founder of a private company incorporated in Hong Kong with limited liability which is principally engaged in anti-bacterial and anti-viral coating solution for residential and commercial building, shopping mall and government building in Hong Kong. He was also the vice president of a private equity fund in the PRC. Mr. Mang has participated in community services in China and Hong Kong to promote interaction and communication between China and Hong Kong young business talents in recent years and he is currently a director of Hong Kong United Youth Association Limited.

Mr. Mang has entered into a letter of appointment with the Company as an executive Director for a term of three years commencing on 25 April 2023, which may be terminated by either the Company or Mr. Mang by giving not less than one month’s written notice in advance or otherwise in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Mang is entitled to receive a director’s fee of HK\$180,000 per annum with discretionary bonus 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 and shall be reviewed annually by the remuneration committee of the Company.

Save as disclosed above, Mr. Mang does not hold any other positions with 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 of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed above, Mr. Mang 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. Mang is interested in 13,000,000 Shares, representing approximately 19.09% of the entire issued share of the Company. Save as disclosed above, Mr. Mang 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.

## MR. ZHANG WEI

### Particulars of Mr. Zhang Wei

Mr. Zhang Wei (“**Mr. Zhang**”), aged 54, 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 2022, 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 year with an annual bonus of HK\$900,000 and discretionary bonus until 30 June 2022 and an annual Director’s fee of HK\$917,652 per year with an annual bonus of HK\$352,941 and discretionary bonus with effect from 1 July 2022, 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 and shall be reviewed annually by the remuneration committee of the Company.

\* *English name is for identification purpose only*

Save as disclosed above, Mr. Zhang does not hold any other positions with 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 of the Company (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 6,368,896 Shares, representing approximately 9.35% of the entire issued share of the Company. 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.

## **MR. CHEN YIHUA**

### **Particular of Mr. Chen Yihua**

Mr. Chen Yihua (“**Mr. Chen**”), aged 49, is the independent non-executive Director, chairman of the Nomination Committee and a member of the remuneration committee and audit committee of the Company. Mr. Chen holds a bachelor’s degree in machinery manufacturing engineering from Tianjin University, the PRC. Mr. Chen has 22 years of experience in management in international express logistic industry. Mr. Chen is also familiar with import and export business in machinery and equipment. Mr. Chen held managerial position in different multinational companies, such as China National Overseas Engineering Corporation and FedEx Express-DTW Co. Ltd. Mr. Chen is currently the senior director of infrastructure and process engineering of DHL-Sinotrans International Air Courier Ltd.

Mr. Chen has entered into a letter of appointment with the Company came into effect on 1 July 2022, which shall continue for a period up to 30 June 2023 subject to the provisions of retirement and rotation of directors under the Bye-laws. Pursuant to the terms of the letter of appointment, Mr. Chen is entitled to a director’s fee of HK\$120,000 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 and shall be reviewed annually by the remuneration committee of the Company.

Save as disclosed above, Mr. Chen does not hold any other positions with 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 of the Company (within the meaning of GEM Listing Rules).

Save as disclosed above, Mr. Chen 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. Chen 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.

*The following are the Proposed Amendments to the Existing Bye-laws brought about by the adoption of the Second Amended and Restated Bye-laws. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and article numbers of the Existing Bye-laws. The English version shall always prevail in the case of any discrepancy or inconsistency between the English version and its Chinese translation.*

**Bye-Laws No. Proposed Amendments**

Cover SECOND AMENDED AND RESTATED BYE-LAWS  
OF  
Ming Kei Capital Finance Holdings Limited

(Adopted by special resolution passed at a Special General Meeting general meeting held on 28 June 5 March 2013)

|                |                          |   |
|----------------|--------------------------|---|
| Interpretation | “associate”              | <del>the meaning attributed to it in the rules of the Designated Stock Exchange.</del>  |
|                | “business day”           | <del>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.</del> |
|                | <u>“close associate”</u> | <u>in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Bye-law 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u>  |
|                | “Company”                | <u>Ming Kei Capital Finance Holdings Limited.</u>   |

**Bye-Laws No. Proposed Amendments**

- “substantial shareholder” the meaning attributed to it in a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.
2. (k) a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;
2. (l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.
3. (3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other competent regulatory authority, the Company may give financial assistance to a person who is acquiring or proposing to acquire for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company for the purpose of that acquisition whether before or at the same time as the acquisition takes place or afterwards PROVIDED that nothing in this Bye-law shall prohibit transactions permitted by the Act.
6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its ~~authorised or~~ issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.

**Bye-Laws No. Proposed Amendments**

9. Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. ~~Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~
10. Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
- (a) ~~the necessary quorum (other than including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at; and any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and~~

**Bye-Laws No.      Proposed Amendments**

12. (1)            Subject to the Act, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
12. (2)            The Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.

**Bye-Laws No. Proposed Amendments**

16. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued and representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.
44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon ~~on every~~ during business ~~day~~ hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.
45. ~~Notwithstanding~~ Subject to the rules of any Designated Stock Exchange, ~~notwithstanding~~ any other provision of these Bye-laws the Company or the Directors may fix any date as the record date for:
- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue ~~and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;~~

**Bye-Laws No. Proposed Amendments**

46. Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.
51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.
56. Subject to the Act, an~~An~~ annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened ~~at~~and such time ~~(within a period of not more than fifteen~~annual general meeting must be held within six (4~~5~~6) months after the ~~holding~~end of the ~~last preceding annual general meeting~~ Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.

**Bye-Laws No.      Proposed Amendments**

58.                    The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition or to add resolutions to the agenda of such meeting; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.
59. (1)              An annual general meeting shall be called by Notice of not less than twenty-one (21) ~~clear days and not less than twenty (20) clear business 3 days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days.~~ All other ~~special~~ general meetings ~~may (including a special general meeting) must~~ be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:
- (a)    in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b)    in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding representing not less than ninety-five per cent. (95%) ~~in nominal value~~ of the total voting rights at the meeting of all the issued shares giving that right Members.

**Bye-Laws No.      Proposed Amendments**

61. (2)            No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.
63.                The ~~president~~ chairman of the Company or ~~the~~ if there is more than one chairman, if any one is appointed, of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at every a general meeting. If at any meeting ~~the president or the~~ no chairman, ~~as the case may be,~~ is not present within fifteen (15) minutes after the time appointed for holding the meeting, or ~~if neither of them~~ is willing to act as chairman, ~~or if no such officer is appointed~~ the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.

**Bye-Laws No. Proposed Amendments**

64. Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the chairman may; (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or the postponement not taken place. Notice of a postponement must be given to all Members by any means as the Board may determine. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.
66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative),<sup>2</sup> or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its ~~m~~Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all ~~m~~Members a reasonable opportunity to express their views.

**Bye-Laws No.      Proposed Amendments**

- 66A7.                      Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. ~~67~~. The result of the poll shall be deemed to be the resolution of the meeting ~~at which the poll was required or demanded~~. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.
70.                              All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Bye-laws or by the Act. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
72. (1)                      A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote ~~on a poll~~ by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.
72. (2)                      All Members shall have the right to
- (a) speak at a general meeting; and
- (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

| <b>Bye-Laws No.</b> | <b>Proposed Amendments</b>  |
|---------------------|---|
| 72. (3)             | Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.  |
| 81. (2)             | Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye- law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, <u>including the right to speak and vote</u> , and where a show of hands is allowed, the right to vote individually on a show of hands. |
| 82. (2)             | Notwithstanding any provisions contained in these Bye-laws, a resolution in writing shall not be passed for the purpose of removing a Director before the expiration of his term of office under Bye-law 86 <u>3</u> (4) or for the purposes set out in Bye-law 150 <u>2</u> (3) relating to the removal and appointment of the Auditor.  |
| 83. (2)             | The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director <del>appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director so appointed by the Board as an addition to the existing Board shall hold office only until the next following first</del> <u>annual general meeting of the Company and shall then be eligible for re-election.</u>   |

**Bye-Laws No.      Proposed Amendments**

83. (4)            The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his ~~period~~term of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

86.                The office of a Director shall be vacated if the Director:

- (1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;
- (2) becomes of unsound mind or dies;
- (3) without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated;
- (4) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
- (5) is prohibited by law from being a Director; or
- (6) ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Bye-laws.

No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Directors, by reason only of his having attained any particular age.

**Bye-Laws No. Proposed Amendments**

89. Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the person or body which appointed him and, subject thereto, the office of alternate Director shall continue until the ~~next annual election of Directors or, if earlier, the date on happening of any event which the relevant~~, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-laws shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.
100. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) ~~any contract or arrangement for~~ the giving of any security or indemnity either:-
- (a) to ~~such~~the Director or his close associate(s) ~~any security or indemnity~~ in respect of money lent ~~by him or any of his associate(s)~~ or obligations incurred or undertaken by him or any of ~~his associate(s)~~them at the request of or for the benefit of the Company or any of its subsidiaries; or

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- (ii) ~~any contract or arrangement for the giving of any security or indemnity~~
- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- ~~(iii)~~ any contract or arrangement proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase; where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- ~~(iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;~~
- ~~(v) INTENTIONALLY DELETED; or~~
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme; under which the Director or his close associate(s) may benefit; or
- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or the Director, his close associate(s) and to employees/employee(s) of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally accorded to the class of persons to which such scheme or fund relates;

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(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

100. ~~(2)~~ INTENTIONALLY DELETED

100. ~~(3)~~ INTENTIONALLY DELETED

100. ~~(4)~~(2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

112. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or ~~by telephone or~~ in such other manner as the Board may from time to time determine ~~whenever he shall be required so to do by any Director.~~

115. The Board may elect ~~a~~one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting ~~neither the~~no chairman ~~nor any~~or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

- | <b>Bye-Laws No.</b> | <b>Proposed Amendments</b>  |
|---------------------|---|
| 128. (3)            | The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon <del>on</del> <del>every</del> <u>during</u> <del>business</del> <del>day</del> <u>hours</u> .   |
| 134.                | No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than <del>the</del> <del>aggregate</del> <del>of</del> <del>its</del> <del>liabilities</del> <del>and</del> <del>its</del> <del>issued</del> <del>share</del> <del>capital</del> <del>and</del> <del>share</del> <del>premium</del> <del>accounts</del> .   |
| 142. (2) (a)        | The shares allotted pursuant to the provisions of paragraph (1) of this Bye-law shall rank pari passu in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub- <del>paragraph</del> (a) or (b) of paragraph <del>(21)</del> of this Bye-law in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this Bye-law shall rank for participation in such distribution, bonus or rights. |

**Bye-Laws No. Proposed Amendments**

144. (1) The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Bye-law, a share premium account and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Act.
144. (2) Notwithstanding any provisions in these Bye-laws, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.

- | <b>Bye-Laws No.</b> | <b>Proposed Amendments</b>   |
|---------------------|--|
| 149.                | Subject to Section 88 of the Act and Bye-law 1530, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures. |
| 152. (1)            | Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.  |
| 152. (3)            | The Members may, at any general meeting convened and held in accordance with these Bye-laws, by <del>special</del> <u>extraordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.   |
| 154.                | The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by ordinary resolution</u> or in such manner as the Members may <u>by ordinary resolution</u> determine.   |

**Bye-Laws No. Proposed Amendments**

155. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Bye-law may be fixed by the Board. Subject to Bye-law 152(3), an Auditor appointed under this Bye-law shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Bye-law 152(1) at such remuneration to be determined by the Members under Bye-law 154.

~~If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.~~

**Bye-Laws No. Proposed Amendments**

158. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
160. (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the ~~an~~ Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

**Bye-Laws No. Proposed Amendments**

161. For the purposes of these Bye-laws, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made electronically.
162. (1) ~~The~~ Subject to Bye-law 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
164. (1) The Directors, Secretary and other officers and every Auditor ~~for the time being~~ of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) ~~for the time being~~ acting or who have acted in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

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## NOTICE OF AGM

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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 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 Wednesday, 28 June 2023 at 3:00 p.m., to transact the following ordinary business:

### ORDINARY RESOLUTIONS

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 2022;
2.
  - (a) to re-elect Mr. Mang Sheung Lok as a Director;
  - (b) to re-elect Mr. Zhang Wei as a Director;
  - (c) to re-elect Mr. Chen Yihua 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;

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## NOTICE OF AGM

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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;
- (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),

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## NOTICE OF AGM

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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 a general meeting revoking, varying or renewing the authority given to the Directors by this resolution;

“**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

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## NOTICE OF AGM

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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 a general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
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.”

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## NOTICE OF AGM

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7. To consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company:

### SPECIAL RESOLUTION

“**THAT:**

- (a) the new set of bye-laws of the Company (the “**Second Amended and Restated Bye-laws**”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the new bye-laws of the Company, in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of this meeting; and
- (b) any Director or the company secretary of the Company be and is hereby authorised to do all such acts as he deems fit to effect the adoption of the Second Amended and Restated Bye-laws and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in Bermuda and Hong Kong.”

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

Hong Kong, 24 May 2023

*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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 3:00 p.m. on Monday, 26 June 2023) 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.

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## NOTICE OF AGM

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3. For ascertaining the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 21 June 2023.
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 Wednesday, 28 June 2023, 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.

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