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Capital Finance Holdings Limited
首都金融控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8239)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND
(2) CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVE

The board (“**Board**”) of directors (“**Directors**”) of Capital Finance Holdings Limited (the “**Company**”) announce that all the Resolutions were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM.

The Board further announces the following change of officer of the Company:

1. Ms. Chan Sau Yee has resigned as a Company Secretary and an authorised representative of the Company; and
2. Ms. Tsang Pui Yee has been appointed as a Company Secretary and an authorised representative of the Company, both take effect on 1 August 2015.

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of the Company dated 11 June 2015. Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and Circular unless otherwise specified herein.

POLL RESULTS OF THE AGM

At the AGM held on 31 July 2015, all proposed resolutions (the “**Resolutions**”) as set out in the Notice were taken by poll. The Board is pleased to announce that all the Resolutions were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM. The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions <i>Note 1</i>		Number of votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the Directors and auditor of the Company for the year ended 31 March 2015	268,036,600 (100.000%)	0 (0.000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	(a) To re-elect Mr. Han Jianli as a Director	268,036,600 (100.000%)	0 (0.000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(b) To re-elect Mr. Wong Wai Sing as a Director	268,036,600 (100.000%)	0 (0.000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(c) To authorise the Board to fix the Directors’ remuneration	268,036,600 (100.000%)	0 (0.000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3.	To re-appoint Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration	268,036,600 (100.000%)	0 (0.000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

4.	To grant the general mandate to issue additional Shares not exceeding 20% of the issued share capital of the Company	268,036,600 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5.	To grant the general mandate to repurchase Shares not exceeding 10% of the issued share capital of the Company	268,036,600 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6.	To add the nominal value of the Shares repurchased pursuant to resolution no. 5 to the general mandate granted to the Directors under resolution no. 4	268,036,600 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

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

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of AGM, the total number of issued shares in the Company was 1,154,605,562 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM under the GEM Listing Rules. No parties were indicated in the Circular that they intended to vote against or to abstain from voting on any Resolutions at the AGM.

Resignation of Ms. Chan Sau Yee

Ms. Chan Sau Yee ("**Ms. Chan**") has resigned as the Company Secretary due to other business engagements which require more of her attention. She will also cease to act as an authorised representative of the Company under Rule 5.24 of the Rules (the "**GEM Listing Rules**") governing the Listing of Securities on the Growth Enterprise Market ("**GEM**") of the Stock Exchange of Hong Kong Limited and an authorised representative as the agent of the Company for the acceptance of service of process in Hong Kong on behalf of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the "**Companies Ordinance**") with effect from 1 August 2015. Ms. Chan confirmed that she has

no disagreement with the Board and there is no matter relating to her resignation which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Appointment of Ms. Tsang

Following Ms. Chan's resignation, Ms. Tsang Pui Yee ("**Ms. Tsang**") has been appointed as the Company Secretary and an authorised representative under the Rule 5.24 of the GEM Listing Rules and an authorised representative as the agent of the Company to accept service of process in Hong Kong under Part 16 of the Companies Ordinance with effect from 1 August 2015.

Ms. Tsang has over 10 years of experience in financing, accounting and auditing. Ms. Tsang holds a master's degree in corporate finance from The Hong Kong Polytechnic University and she is a member of the Hong Kong Institute of Certified Public Accountants.

The Board would like to express its gratitude to Ms. Chan for her valuable contribution to the Company during her tenure of office and also extend its welcome to Ms. Tsang on her appointment.

By Order of the Board
Capital Finance Holdings Limited
Mr. Han Jianli
Chairman and Executive Director

Hong Kong, 31 July 2015

As at the date of this announcement, the executive Directors are Mr. Han Jianli and Mr. Wong Wai Sing, and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Chen Yihua and Mr. Du Hui.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading. This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least seven days from the date of its posting and on the website of the Company at <http://www.capitalfinance.hk>.