THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 24/F., OfficePlus @Wan Chai, No. 303 Hennessy Road, Wan Chai, Hong Kong on Friday, 22 May 2026 at 10:30 a.m. is set out on pages 16 to 20 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 Investor Services 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. 10:30 a.m. on Wednesday, 20 May 2026) 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.

28 April 2026

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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Notice of AGM 16

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 24/F., OfficePlus @Wan Chai, No. 303 Hennessy Road, Wan Chai, Hong Kong on Friday, 22 May 2026 at 10:30 a.m., notice of which is set out on pages 16 to 20 of this circular;
"Audit Committee"	the audit committee of the Company;
"Board"	the board of Directors from time to time;
"Bye-law(s)"	the bye-laws of the Company as amended from time to time;
"CCASS"	the central clearing and settlement system established and operated by HKSCC;
"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;
"Director(s)"	the director(s) of the Company from time to time;
"Exchange"	The Stock Exchange of Hong Kong Limited;
"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;
"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;
"HKSCC"	Hong Kong Securities Clearing Company Limited;

"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 additional Shares (including sale or transfer of treasury shares) not exceeding the aggregate of 20% of the number of issued Shares (excluding treasury shares) as at the date of the resolution granting the general mandate by the Shareholders;
"Latest Practicable Date"	22 April 2026, 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;
"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 (excluding treasury shares) as at the date of the resolution granting the repurchase mandate by the Shareholders;
"Remuneration Committee"	the remuneration committee of the Company;
"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;
"treasury shares"	has the meaning ascribed thereto under the GEM Listing Rules and as amended from time to time; and
"%"	per cent.

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

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8239)

Executive Directors:
Mr. Zeng Zhiyun *(Chairman)*
Ms. Qiu Mengru *(Chief Executive Officer)*
Ms. Li Wei
Mr. Wong Ming Fair Victor

Independent non-executive Directors:
Mr. Tang Wai Yau
Mr. Li Wei
Mr. Wu Chennan

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Unit 04, 12/F.,
OfficePlus @Wan Chai
No. 303 Hennessy Road
Wan Chai, Hong Kong

28 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

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

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 26 May 2025, 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 (excluding treasury 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 18,768,292 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 (excluding treasury 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.

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 9,384,146 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

With effect from 6 June 2025, Ms. Qiu Mengru ("**Ms. Qiu**") has been appointed as an executive Director, Mr. Tang Wai Yau ("**Mr. Tang**") and Mr. Wu Chennan ("**Mr. Wu**") has each been appointed as an independent non-executive Director. 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/her appointment and be subject to re-election at such meeting. As such, Ms. Qiu, Mr. Tang and Mr. Wu shall hold office until the AGM, and, being eligible, will offer themselves for re-election. Ordinary resolutions as set out in resolution nos. 2a, 2b and 2c will be put forward to the Shareholders at the AGM.

In accordance with bye-law 84(1) of the Bye-laws, Ms. Li Wei ("**Ms. Li**"), the executive Director, and Mr. Li Wei ("**Mr. Li**"), the independent non-executive Director, shall retire from office by rotation. Ms. Li and Mr. Li, being eligible, will offer themselves for re-election. Ordinary resolutions as set out in resolutions no. 2d and 2e will be put forward to the Shareholders at the AGM.

Mr. Tang, Mr. Wu and Mr. Li, being the independent non-executive Directors, has each provided an annual confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules respectively and confirmed their commitment in devoting sufficient time as required to discharge their responsibility as a Director. The Nomination Committee has assessed and is satisfied of the independence of Mr. Tang, Mr. Wu and Mr. Li; and considered that all of them remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgment. The Nomination Committee also reviewed their respective skills, knowledge and experience having regard to the nomination policy and the board diversity policy of the Company. It is considered that each of Mr. Tang, Mr. Wu and Mr. Li has extensive experience in their own fields, which will continue to bring valuable contributions to the Board for its efficient and effective functioning.

Accordingly, the Nomination Committee has recommended Ms. Qiu, Mr. Tang, Mr. Wu, Ms. Li and Mr. Li (collectively, the "**Retiring Directors**") to the Board for re-election and the Board has endorsed recommendation of the Nomination Committee that the Retiring Directors 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.

AGM

A notice convening the AGM to be held at 24/F., OfficePlus @Wan Chai, No. 303 Hennessy Road, Wan Chai, Hong Kong on Friday, 22 May 2026 at 10:30 a.m. is set out on pages 16 to 20 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.

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 Investor Services 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. 10:30 a.m. on Wednesday, 20 May 2026) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof (as the case may be) should you so wish.

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

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, 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 Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2026. The record date for attending and voting at the AGM is Friday, 22 May 2026.

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 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
Mr. Zeng Zhiyun
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 93,841,461. 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 9,384,146 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 16 to 20 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.

The Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

To the extent that any treasury shares are deposited with the CCASS pending resale on the Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

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 2025) 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 will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Bye-laws and any other applicable laws of Bermuda.

TAKEOVERS CODE IMPLICATIONS

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

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

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

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

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

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.730	0.500
May	0.720	0.570
June	0.950	0.500
July	3.320	0.740
August	3.650	1.400
September	10.200	2.120
October	11.130	7.530
November	11.400	9.100
December	10.830	9.010
2026		
January	11.080	9.220
February	12.810	10.880
March	13.270	10.400
April (up to and including the Latest Practicable Date)	13.950	13.280

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:

MS. QIU MENGRU

Particulars of Ms. Qiu Mengru

Ms. Qiu Mengru ("Ms. Qiu"), aged 39, is an executive Director, the CEO and a member of the Nomination Committee. Ms. Qiu obtained a Bachelor's Degree in Chinese language and literature from the Minjiang University in 2009. Ms. Qiu is currently the chief executive officer of Pingtan Meilin Asset Management Company Limited. Ms. Qiu has over 17 years of experience in marketing and operation management in real estate and asset management sectors.

Ms. Qiu has entered into a letter of appointment with the Company to act as an executive Director for an initial term of three years from 6 June 2025, subject to termination by either party with one month's written notice in advance and the provisions of retirement and rotation of directors under the Bye-laws. Ms. Qiu is entitled to an annual remuneration of HK$240,000 which is determined with reference to the prevailing market conditions, the Company's performance, her 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.

Save as disclosed above, Ms. Qiu does not hold any other positions with the Company or any members of the Group nor does she 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, Ms. Qiu 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, Ms. Qiu 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 of the Company, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. TANG WAI YAU

Particulars of Mr. Tang Wai Yau

Mr. Tang Wai Yau ("Mr. Tang"), aged 51, is the independent non-executive Director, and the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Tang obtained a Bachelor's Degree in Accountancy from the Hong Kong Polytechnic University in 1997 and a Master's Degree of Laws from The University of Hong Kong in 2019. He is also a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountant. Mr. Tang is currently an independent non-executive director of China Golden Classic Group Limited (a company listed on GEM of the Exchange with stock code 8281), the chief operating officer of Alliance Capital Group Limited and a director and responsible officer of Alliance Asset Management Limited which holds type 9 licence of Securities and Futures Commission. Mr. Tang has over 25 years of experience in the accounting profession.

Mr. Tang has confirmed (i) his independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the Latest Practicable Date.

Mr. Tang has entered into a letter of appointment with the Company as an independent non-executive Director for an initial term of one year from 6 June 2025, subject to termination by either party with one month's written notice in advance and the provisions of retirement and rotation of directors under the Bye-laws. Mr. Tang is entitled to a director's fee of HK$192,000 per annum, which is determined with reference to the prevailing market conditions, his time, effort and expertise to be exercised on the Group's affairs, the Company's performance and remuneration policy and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, Mr. Tang 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. Tang 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. Tang 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 of the Company, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. WU CHENNAN

Particulars of Mr. Wu Chennan

Mr. Wu Chennan ("Mr. Wu"), aged 42, is the independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Wu has been acting as the senior partner of Fujian Xinshi Law Firm* (福建信實律師事務所). He has over 13 years of experience in the legal and business practice in the PRC, including criminal defense, contract law, labor law, human resources management and other litigation and non-litigation services. Mr. Wu graduated from Southwest Normal University majoring in Laws in 2005. He also obtained the Legal Profession Qualification Certificate in the People's Republic of China.

Mr. Wu has confirmed (i) his independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the Latest Practicable Date.

Mr. Wu has entered into a letter of appointment with the Company as an independent non-executive Director for an initial term of one year from 6 June 2025, subject to termination by either party with one month's written notice in advance and the provisions of retirement and rotation of directors under the Bye-laws. Mr. Wu is entitled to a director's fee of HK$120,000 per annum, which is determined with reference to the prevailing market conditions, his time, effort and expertise to be exercised on the Group's affairs, the Company's performance and remuneration policy and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, Mr. Wu 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. Wu 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. Wu 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 of the Company, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

* *English name is for identification purpose only*

MS. LI WEI

Particulars of Ms. Li Wei

Ms. Li Wei ("Ms. Li"), aged 49, is the executive director of the Company. She is a director of certain subsidiaries of the Company. Ms. Li obtained a master's degree in management from Tianjin University in the People's Republic of China. Ms. Li was the executive vice president and the executive director of China Vered Financial Holding Corporation Limited (stock code: 245) ("**China Vered**"), a company listed on the Main Board of the Exchange, from August 2018 to May 2019 and from July 2018 to December 2022 respectively, and the acting chief executive officer of China Vered and from November 2021 to September 2023.

Ms. Li has entered into a letter of appointment with the Company as an executive director for a term of three years commencing from 21 September 2025 subject to the provisions of retirement and rotation of directors under the Bye-laws. Ms. Li is entitled to receive a director's fee of HK$61,800 per annum with discretionary bonus which is determined with reference to the prevailing market conditions, the Company's performance, her time, effort and expertise to be exercised on the Group's affairs and the Company's remuneration policy.

Save as disclosed above, Ms. Li does not hold any other positions with the Company or any members of the Company and its subsidiaries nor does she 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, Ms. Li 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.

Save as disclosed above, Ms. Li 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 of the Company, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. LI WEI

Particulars of Mr. Li Wei

Mr. Li Wei ("Mr. Li"), aged 50, is the independent non-executive Director, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Li obtained Doctor from The Hong Kong Polytechnic University. Mr. Li currently serves as an executive director of Hong Kong Qi Yi Semiconductor Limited (香港琦翼半導體有限公司). This company focuses on RISC-Varchitecture 32-bit MCU chip design, providing customers with a full range of high-performance MCUs and solutions. It is the only semiconductor company in Hong Kong specializing in RISC-V ecosystem development and product commercialization, and is also a key enterprise introduced by the Hong Kong Investment Promotion Agency.

Mr. Li has entered into a letter of appointment with the Company as an independent non-executive Director for a term of one year from 14 April 2026, subject to termination by either party with one month's written notice in advance and the provisions of retirement and rotation of directors under the Bye-laws. Mr. Li is entitled to a director's fee of HK$120,000 per annum, which is determined by the Board with reference to the prevailing market conditions, his time, effort and expertise to be exercised on the Group's affairs, the Company's performance and remuneration policy and shall be reviewed annually by the Remuneration Committee.

Save as disclosed above, Mr. Li 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. Li 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. Li 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 of the Company, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8239)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of Capital Finance Holdings Limited (the "**Company**") will be held at 24/F., OfficePlus @Wan Chai, No. 303 Hennessy Road, Wan Chai, Hong Kong on Friday, 22 May 2026 at 10:30 a.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 2025;

2. (a) to re-elect Ms. Qiu Mengru as a Director;

   (b) to re-elect Mr. Tang Wai Yau as a Director;

   (c) to re-elect Mr. Wu Chennan as a Director;

   (d) to re-elect Ms. Li Wei as a Director;

   (e) to re-elect Mr. Li Wei as a Director;

   (f) to authorise the board of Directors (the "**Board**") to fix the Directors' remuneration;

3. to re-appoint Forvis Mazars CPA Limited as auditor of the Company and authorise the Board to fix its remuneration;

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

"**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Exchange**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the "**Shares**") (including any sale or transfer of treasury 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 (excluding treasury shares, if any) as at the date of the passing of this resolution; and

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

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

(d) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the "**Companies Act**") or any other applicable laws of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in 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 and, if permitted under the Listing Rules, to determine whether such Shares repurchased shall be held as treasury shares of the Company or otherwise be cancelled on the Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate number of the issued Shares (excluding treasury shares, if any) 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."

By Order of the Board
Capital Finance Holdings Limited
Mr. Zeng Zhiyun
Chairman and Executive Director

Hong Kong, 28 April 2026

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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 20 May 2026) 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.

3. For ascertaining the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, 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 Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2026. The record date for attending and voting at the AGM is Friday, 22 May 2026.

4. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all above resolutions will be put to vote at the AGM by way of poll.

5. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force any time after 8:00 a.m. on Friday, 22 May 2026, 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 of the date of this notice, the executive Directors are Mr. Zeng Zhiyun (Chairman), Ms. Qiu Mengru (Chief Executive Officer), Ms. Li Wei and Mr. Wong Ming Fair Victor; and the independent non-executive Directors are Mr. Tang Wai Yau, Mr. Li Wei and Mr. Wu Chennan.