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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 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.