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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)

**SUPPLEMENTAL AGREEMENT
IN RELATION TO
PLACING OF NEW SHARES UNDER GENERAL MANDATE**

Placing Agent



Reference is made to the announcement of Capital Finance Holdings Limited (the “**Company**”) dated 3 July 2026 in relation to the placing of new shares under general mandate (the “**Announcement**”). Unless defined otherwise, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

THE SUPPLEMENTAL PLACING AGREEMENT

The Board announces that on 6 July 2026 (after trading hours), the Company and the Placing Agent entered into a supplemental placing agreement (the “**Supplemental Placing Agreement**”).

Pursuant to the Supplemental Placing Agreement, the Placing Agent shall procure that each Placee (and any of its nominees or beneficial owners) provides a written lock-up undertaking to the Placing Agent. Each undertaking shall provide that the Placee shall not, during the period of six (6) months from and including the date on which the relevant Placing Shares are allotted and issued to it (the “**Lock-up Period**”), directly or indirectly, offer, sell, pledge, transfer or otherwise dispose of any Placing Shares (or any interest therein), nor enter into any swap, hedge or other arrangement with the same economic effect, without the prior written consent of the Placing Agent. The Placing Agent shall: (i) use reasonable endeavours to obtain the undertakings from all Placees prior to or at Completion; and (ii) enforce the undertakings as necessary.

Save as expressly amended or modified above by the Supplemental Placing Agreement, all the terms and condition of the Placing Agreement shall continue to be binding and remain in full force and effect.

Shareholders and potential investors should note that the completion of the Placing is subject to the fulfillment of the conditions as set out in the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

By order of the Board
Capital Finance Holdings Limited
Zeng Zhiyun
Chairman and Executive Director

Hong Kong, 6 July 2026

As of the date of this announcement, the executive Directors are Mr. Zeng Zhiyun (Chairman), Ms. Qiu Mengru (Chief Executive Officer) and Ms. Li Wei; and the independent non-executive Directors are Mr. Tang Wai Yau, Mr. Li Wei and Mr. Wu Chennan.

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

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