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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)

PROPOSED SHARE SUBDIVISION

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The Board proposes to subdivide each existing issued and unissued Share of HK\$0.01 each into eight (8) Subdivided Shares of HK\$0.00125 each. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 800,000,000,000 Subdivided Shares, of which 782,151,688 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares will be issued or repurchased after the date of this announcement and prior to the Share Subdivision becoming effective.

The Share Subdivision will become effective on the second Business Day immediately following the date on which the conditions set out in the section headed “Conditions of the Share Subdivision” of this announcement are fulfilled. The Subdivided Shares will rank pari passu with each other in all respects with, and shall have the same rights and privileges attaching thereto as, the Shares in issue prior to the Share Subdivision, and the relevant rights of the Shareholders will not be affected by the Share Subdivision.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Subdivision. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution in relation to the Share Subdivision at the SGM. A circular containing, among other things, (i) further details of the proposed Share Subdivision; (ii) the trading arrangements in respect of the Subdivided Shares; and (iii) the notice convening the SGM, is expected to be despatched to the Shareholders on or before Monday, 14 September 2026.

Shareholders and potential investors of the Company should be aware of and take note that the Share Subdivision is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Share Subdivision”. Accordingly, the Share Subdivision may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

PROPOSED SHARE SUBDIVISION

As at the date of this announcement, the authorised share capital of the Company is HK\$1,000,000,000 divided into 100,000,000,000 Shares of HK\$0.01 each, of which 97,768,961 Shares have been issued and are fully paid or credited as fully paid. The Company has no outstanding warrants, convertibles, options or derivatives and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

The Board proposes to subdivide each existing issued and unissued Share of HK\$0.01 each into eight (8) Subdivided Shares of HK\$0.00125 each. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 800,000,000,000 Subdivided Shares, of which 782,151,688 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares will be issued or repurchased after the date of this announcement and prior to the Share Subdivision becoming effective.

The Share Subdivision will become effective on the second Business Day immediately following the date on which the conditions set out in the section headed “Conditions of the Share Subdivision” below are fulfilled. The Subdivided Shares will rank pari passu with each other in all respects with, and shall have the same rights and privileges attaching thereto as, the Shares in issue prior to the Share Subdivision, and the relevant rights of the Shareholders will not be affected by the Share Subdivision.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Subdivision;
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and Bermuda (where applicable) and the GEM Listing Rules to effect the Share Subdivision.

The Share Subdivision will become effective on the second Business Day after the conditions of the Share Subdivision above are fulfilled.

Listing of and dealings in the Subdivided Shares

An application will be made by the Company to the Stock Exchange for granting the listing of, and permission to deal in, the Subdivided Shares in issue and to be issued. All necessary arrangements will be made for the Subdivided Shares to be admitted into CCASS.

Subject to the granting of listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures.

None of the securities of the Company is listed or dealt in, or on which listing or permission to deal is being or is proposed to be sought from, any other stock exchanges other than the Stock Exchange, and no such listing and/or permission to deal in the Subdivided Shares to be in issue is being or is proposed to be sought from any other stock exchanges other than the Stock Exchange.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Events	Time and Date
Expected despatch date of circular with notice of the SGM.	on or before Monday, 14 September 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM.	4:30 p.m. on Friday, 25 September 2026

Closure of register of members for the
determination of the entitlement to
attend and vote at the SGM. Monday, 28 September 2026
to Monday, 5 October 2026
(both dates inclusive)

Latest date and time for lodging forms of
proxy for the SGM 11:00 a.m. on Saturday,
3 October 2026

Record date for attending the SGM Monday, 5 October 2026

Date and time of the SGM. 11:00 a.m. on Monday,
5 October 2026

Publication of the announcement
of the results of the SGM Monday, 5 October 2026

***The following events are conditional on the fulfilment of the conditions for the
implementation of the Share Subdivision as set out in the section headed “Conditions of the
Share Subdivision” above:***

Effective date of the Share Subdivision. Wednesday, 7 October 2026

First day of free exchange of Existing
Share Certificates for New Share Certificates
for the Subdivided Shares Wednesday, 7 October 2026

Dealing in the Subdivided
Shares commences 9:00 a.m. on Wednesday,
7 October 2026

Original counter for trading in the
existing Shares in board lots of 500
existing Shares (in the form of Existing
Share Certificates) temporarily closes. 9:00 a.m. on Wednesday,
7 October 2026

Temporary counter for trading in
Subdivided Shares in temporary board
lots of 4,000 Subdivided Shares (in the form of
Existing Share Certificates) opens 9:00 a.m. on Wednesday,
7 October 2026

Original counter for trading in Subdivided
Shares in board lots of 500 Subdivided
Shares (in the form of New Share Certificates
for Subdivided Shares) re-opens 9:00 a.m. on Thursday,
22 October 2026

Parallel trading in the Subdivided Shares
(in the form of New Share Certificates
for the Subdivided Shares and Existing
Share Certificates) commences 9:00 a.m. on Thursday,
22 October 2026

Temporary counter for trading in the
Subdivided Shares in board lots of 4,000
Subdivided Shares (in the form of
Existing Share Certificates) closes 4:10 p.m. on Wednesday,
11 November 2026

Parallel trading in Subdivided Shares
(in the form of New Share Certificates
for the Subdivided Shares and Existing
Share Certificates) ends 4:10 p.m. on Wednesday,
11 November 2026

Last day for free exchange of Existing
Share Certificates into New Share
Certificates for Subdivided Shares 4:30 p.m. on Friday,
13 November 2026

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Subdivision becoming effective, Shareholders may submit their Existing Share Certificate(s) to 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, in exchange for New Share Certificate(s) free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Wednesday, 7 October 2026 to Friday, 13 November 2026 (both dates inclusive). It is expected that New Share Certificate(s) will be available for collection within 10 Business Days after the submission of the Existing Share Certificate(s) to Tricor Investor Services Limited for exchange.

From Monday, 16 November 2026 onwards, exchange of Existing Share Certificate(s) for New Share Certificate(s) can only be made at a cost of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates involved is higher.

Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Wednesday, 11 November 2026 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for eight (8) Subdivided Shares. New Share Certificates will be issued in blue colour in order to distinguish them from the Existing Share Certificates which are in green colour.

REASONS FOR THE SHARE SUBDIVISION

The proposed Share Subdivision will decrease the nominal value and trading price of each Share and increase the total number of Shares in issue. Based on the closing price of HK\$20.90 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value per board lot of 500 Shares is HK\$10,450. The estimated market value per board lot of 500 Subdivided Shares will theoretically be reduced to HK\$1,306.25 immediately upon the Share Subdivision becoming effective. The Board is of the view that the Share Subdivision will lower the investment barrier and improve the liquidity in the trading of shares of the Company and broaden the shareholder base of the Company by appealing to more investors. As a result, the Share Subdivision is expected to result in downward adjustment to the trading price of each Share and the market value per board lot of Shares. Given the prevailing market conditions, a more liquid market will provide more flexibility for investors to trade in the shares of the Company, which will in turn facilitate the Company's growth and development in the future.

As the Share Subdivision will not result in odd lots or fractional shares, no odd lot arrangement is required to be made to match the sales and purchases of odd lots.

As at the date of this announcement, the Company has no concrete plan nor any agreement, arrangement, understanding or negotiation (concluded or otherwise) for any fund raising activities, or any intention to carry out other corporate action or arrangement, including share consolidation, share subdivision and capital reduction, which may have an effect of undermining or negating the intended purpose and effect of the Share Subdivision in the next 12 months.

Other than the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation thereof will not, by itself, affect the underlying assets, business operations, management or financial position of the Group or the proportionate shareholding, rights and interests of the Shareholders. Accordingly, the Directors consider that the Share Subdivision will not have any adverse effect on the financial position of the Company.

In view of the above, the Board considers that the implementation of the Share Subdivision are in the interests of the Company and the Shareholders as a whole.

GENERAL

The SGM will be convened and held for the Shareholders to consider, if thought fit, approve, among other things, the Share Subdivision. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution in relation to the Share Subdivision at the SGM.

A circular containing, among other things, (i) further details of the proposed Share Subdivision; (ii) the trading arrangements in respect of the Subdivided Shares; and (iii) the notice convening the SGM, is expected to be despatched to the Shareholders on or before Monday, 14 September 2026.

Shareholders and potential investors of the Company should be aware of and take note that the Share Subdivision is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Share Subdivision”. Accordingly, the Share Subdivision may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:

Term	Definition
“Board”	the board of Directors
“Business Day(s)”	day(s) (excluding Saturdays, Sundays and public holidays) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Capital Finance Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose issued share are listed on GEM (stock code: 8239)
“Director(s)”	the director(s) of the Company
“Existing Share Certificate(s)”	existing form of certificate(s) of the Share(s)

“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed to it in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“New Share Certificate(s)”	form of certificate(s) of the Subdivided Share(s)
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision
“Share(s)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Subdivision becoming effective
“Share Subdivision”	the proposed share subdivision of every existing Share (both issued and unissued) of par value of HK\$0.01 each into eight (8) Subdivided Shares of par value of HK\$0.00125 each as referred to in the section headed “PROPOSED SHARE SUBDIVISION” of this announcement
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subdivided Share(s)”

ordinary share(s) of HK\$0.00125 each in the share capital of the Company immediately after the Share Subdivision becoming effective

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

Hong Kong, 2 September 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>.