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.

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) PROPOSED SHARE SUBDIVISION;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the SGM to be held at 24/F., OfficePlus @Wan Chai, No. 303 Hennessy Road, Wan Chai, Hong Kong on Monday, 5 October 2026 at 11:00 a.m. is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use by the shareholders of the Company at the SGM is sent to you with this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event by 11:00 a.m. on Saturday, 3 October 2026 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any) to the office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

14 September 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 Stock 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

In this circular, 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
"Latest Practicable Date"	8 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
"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 circular
"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

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

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 circular refer to Hong Kong local times and dates.

Events	**Time and Date**
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" in this circular:

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

Events	Time and Date
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

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

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

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
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

14 September 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED SHARE SUBDIVISION; AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 2 September 2026 in relation to the proposed Share Subdivision. The purpose of this circular is to provide the Shareholders with, among other things, (i) further details of the Share Subdivision; (ii) the trading arrangements in respect of the Subdivided Shares; and (iii) the notice convening the SGM and related form of proxy.

PROPOSED SHARE SUBDIVISION

The Board proposes to implement the Share Subdivision on the basis of each existing issued and unissued Share of par value of HK$0.01 each into eight (8) Subdivided Shares of par value of HK$0.00125 each.

As at the Latest Practicable Date, 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. Assuming that no further Shares will be issued or repurchased from the Latest Practicable Date up to the date of the SGM, 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.

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 on:

(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.

As at the Latest Practicable Date, none of the conditions of the Share Subdivision were fulfilled.

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 has been 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.

For the avoidance of doubt, since the Share Subdivision will not create any odd lots or fractional shares, no odd lot matching arrangement will be made.

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$21.10 per Share (equivalent to the theoretical closing price of HK$2.6375 per Subdivided Share) as at the Latest Practicable Date, (i) the market value per board lot of 500 Shares is HK$10,550; and (ii) the estimated market value per board lot of 500 Subdivided Shares will theoretically be reduced to HK$1,318.75 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 Latest Practicable Date, 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.

SGM

The Notice of SGM is set out on page SGM-1 to SGM-3 of this circular. At the SGM, an ordinary resolution will be proposed to approve the Share Subdivision and the matters contemplated thereunder. A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk).

Results of the poll voting will be published on the Company's website at www.capitalfinance.hk and the website of Stock Exchange at www.hkexnews.hk after the SGM.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had a material interest in the proposed Share Subdivision and accordingly, no Shareholder is required to abstain from voting at the SGM.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event by 11:00 a.m. on Saturday, 3 October 2026 or not later than 48 hours before the time appointed for holding the adjourned meeting (if any) to the office of the Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 28 September 2026 to Monday, 5 October 2026, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Registrar for registration not later than 4:30 p.m. on Friday, 25 September 2026.

VOTING BY POLL AT THE SGM

Pursuant to 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, resolution put to the vote at the SGM will be taken by way of poll.

After the conclusion of the SGM, the poll results will be published on the website of the Stock Exchange and the website of the Company at www.capitalfinance.hk.

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.

RECOMMENDATION

The Directors believe that the proposed Share Subdivision is in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolution approving the Share Subdivision to be proposed at the SGM.

WARNING

Shareholders and potential investors of the Company should note that the Share Subdivision is conditional upon the fulfilment of the conditions as set out in the paragraph headed "Conditions of the Share Subdivision" in this circular. 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 securities of the Company. If they are in any doubt, they should consult their professional advisers.

Yours faithfully,
For and on behalf of the Board
Capital Finance Holdings Limited
Zeng Zhiyun
Chairman and Executive Director

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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the "**SGM**") 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 Monday, 5 October 2026 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 14 September 2026 (the "**Circular**").

ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without amendments, the following resolution as ordinary resolution:

"**THAT** subject to and conditional upon the fulfilment of all the conditions set out in the section headed "Conditions of the Share Subdivision" (the "**Conditions**") in the Circular, with effect from the second Business Day immediately following the date on which the Conditions are fulfilled:

(a) every ordinary share with a par value of HK$0.01 each in the authorised and issued share capital of the Company be subdivided into eight (8) ordinary shares with a par value of HK$0.00125 each (the "**Subdivided Shares**") (the "**Share Subdivision**"), such Subdivided Share(s) shall rank pari passu in all respects with each other in accordance with the articles of association of the Company and shall have the same rights and privileges and be subject to the same restriction as the Shares in issue prior to the Share Subdivision such that immediately following the Share Subdivision becoming effective, the authorized share capital of the Company shall be changed from HK$1,000,000,000 divided into 100,000,000,000 ordinary shares of HK$0.01 each to HK$1,000,000,000 divided into 800,000,000,000 ordinary shares of HK$0.00125 each; and

(b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she in his/her absolute discretion considers necessary, desirable or expedient to give effect to, implement and complete the Share Subdivision and the transactions contemplated thereunder."

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

Hong Kong, 14 September 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
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

Notes:

1. A member of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2. In the case of joint holders of existing Shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such existing Shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such existing Shares shall alone be entitled to vote in respect thereof.

3. In order for such appointment to be valid, the form of proxy, and, if required, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy or office copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the above meeting or any adjournment thereof.

4. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the above meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. The register of members of the Company will be closed from Monday, 28 September 2026 to Monday, 5 October 2026, both days inclusive, during which period no transfer of existing Shares can be registered. In order to qualify for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 25 September 2026.

6. The resolution will be voted by way of poll as required by Rule 17.47(4) of the GEM Listing Rules.

7. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or other natural disaster of a substantial scale is in force at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company's website at www.capitalfinance.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

8. All times and dates specified herein refer to Hong Kong local times and dates.

As of the date of this notice, 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.