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CHINA FIRST CAPITAL GROUP LIMITED

中國首控集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1269)

**SUPPLEMENTAL ANNOUNCEMENT
REORGANISATION OF CONVERTIBLE BONDS DUE 2019
AND
AMENDMENT OF THE TERMS AND CONDITIONS OF
CONVERTIBLE BONDS DUE 2019**

Financial Adviser



FIRST CAPITAL INTERNATIONAL FINANCE LIMITED

Reference is made to the announcement of China First Capital Group Limited (the “**Company**”) dated 13 January 2022 in relation to, among others, the reorganization of the Original Convertible Bonds (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the respective meaning as those defined in the Announcement.

As disclosed in the Announcement, if the conditions precedent are not satisfied on or before the date falling two months after the date of the Amendment and Restatement Agreement (i.e. 13 March 2022) (the “**Long Stop Date**”) or such a later date as Champion Sense may specify and notify to the Company:

1. the Amendment and Restatement Agreement shall terminate and be of no further effect and no party thereto shall be under any liability to any other in respect thereof;
2. the termination of the Amendment and Restatement Agreement shall be without prejudice to the rights of any party thereto against the other parties for any breach of the Amendment and Restatement Agreement or liability accrued prior to such termination; and

3. the provisions of the transaction documents (including without limitation the Terms and Conditions, the Chuang Yue Account Charge and each other documents evidencing or creating security over any asset to secure the obligations and liabilities under each transaction documents in relation to the Original Convertible Bonds, and each guarantee or indemnity contained therein) shall continue in full force and effect without giving effect to the Amendments and as if the Amendments have never been proposed or contemplated.

As additional time is required to satisfy the conditions precedent of the Amendment and Restatement Agreement, the Company is in negotiation with Champion Sense regarding the extension of the Long Stop Date.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. Further announcement(s) will be made by the Company as and when appropriate to update the shareholders and potential investors of the Company regarding the extension of the Long Stop Date.

By order of the Board
China First Capital Group Limited
Wilson Sea
Chairman and executive Director

Hong Kong, 11 March 2022

As at the date of this announcement, the executive Directors are Dr. Wilson Sea, Mr. Zhao Zhijun and Dr. Zhu Huanqiang; and the independent non-executive Directors are Mr. Chu Kin Wang, Peleus, Dr. Du Xiaotang and Mr. Loo Cheng Guan.