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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)

**SECOND 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 announcements of China First Capital Group Limited (the “**Company**”) dated 13 January 2022 and 11 March 2022 in relation to, among others, the reorganization of the Original Convertible Bonds (the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the respective meaning as those defined in the Announcements.

As disclosed in the Announcements, if the conditions precedent are not satisfied on or before the Long Stop Date (i.e. 13 March 2022) 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 at the date of this announcement, Champion Sense has notified the Company that the Long Stop Date is extended to 13 May 2022 or such a later date as Champion Sense may specify and notify to the Company.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 19 April 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.