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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)

**COMPLETION OF SHARE TRANSACTION IN RELATION TO
SUBSCRIPTION OF NEW SHARES IN KSI EDUCATION
AND ISSUE OF CONSIDERATION SHARES
UNDER GENERAL MANDATE**

Reference is made to the announcement of the Company dated 15 June 2018 (the “**Announcement**”). Capitalised terms used in this announcement have the same meanings as defined in the Announcement unless otherwise defined.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all the conditions precedent set out in the Investment Agreement had been fulfilled and the Completion took place on 6 July 2018. On 6 July 2018, 74,500,000 new Shares were allotted and issued by the Company to KSI Education as the Consideration Shares at the Issue Price (being HK\$4.15) per Consideration Share in accordance with the terms and conditions of the Investment Agreement. The Consideration Shares were allotted and issued pursuant to the General Mandate granted to the Board by the Shareholders at the AGM held on 6 June 2018.

The Consideration Shares represent (i) approximately 1.53% of the total issued Shares immediately before the Completion; and (ii) approximately 1.51% of the total issued Shares as enlarged by the allotment and issue of the Consideration Shares immediately after the Completion.

EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE

The table below sets out the shareholding structure of the Company immediately before and after the allotment and issue of the Consideration Shares upon the Completion:

	Immediately before the allotment and issue of the Consideration Shares		Immediately after the allotment and issue of the Consideration Shares	
	Shares	Approximate %	Shares	Approximate %
Shareholders				
Wealth Max Holdings Limited ^(Note 1)	809,520,000	16.62	809,520,000	16.36
Hongkong Chuang Yue Co., Limited ^(Note 2)	804,360,000	16.51	804,360,000	16.26
Other public Shareholders	3,258,060,000	66.87	3,258,060,000	65.87
KSI Education	–	–	74,500,000	1.51
	<u>4,871,940,000</u>	<u>100.00</u>	<u>4,946,440,000</u>	<u>100.00</u>

Notes:

1. Wealth Max Holdings Limited is owned as to 100% by Dr. Wilson Sea, the Chairman of the Board and an executive Director.
2. Hongkong Chuang Yue Co., Limited is owned as to 100% by Shenmane.D Co., Limited, which in turn is wholly-owned by Golden Cloud Co., Limited, and which in turn is wholly-owned by Mr. Tang Mingyang, an executive Director.

By Order of the Board
China First Capital Group Limited
Wilson Sea
Chairman and Executive Director

Hong Kong, 6 July 2018

As at the date of this announcement, the executive Directors are Dr. Wilson Sea, Mr. Tang Mingyang, Mr. Zhao Zhijun, Ms. Li Dan and Dr. Zhu Huanqiang; the non-executive Director is Mr. Li Hua; and the independent non-executive Directors are Mr. Chu Kin Wang, Peleus, Dr. Li Zhiqiang and Mr. Wang Song.