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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China First Capital Group Limited (the “Company”) will be held at Units 4501–02 & 12–13, 45/F, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Thursday, 12 May 2022 for the following purposes:

ORDINARY RESOLUTION

“THAT:

- (a) the amendment and restatement agreement dated 13 January 2022 entered into among the Company, Champion Sense Global Limited, Hongkong Chuang Yue Co., Limited, First Capital Fund Management Company Limited* (首控基金管理有限公司), Rosser Investments Limited and First Capital Financial Group Limited in relation to the amendment of terms and conditions of the convertible bonds in the principal amount of HK\$800,000,000 issued by the Company and subscribed by Champion Sense Global Limited on 14 December 2017 (the “**Original Convertible Bonds**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) (the “**Amendment and Restatement Agreement**”) be and is hereby approved, ratified and confirmed, and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) subject to the Stock Exchange having approved the amendments to the terms and conditions of the Original Convertible Bonds, and the Listing Committee of the Stock Exchange granting approval for the listing of, and the permission to deal in, the Conversion Shares (as defined below) on the Stock Exchange, the Board be and is hereby granted a specific mandate for the allotment and issue of the ordinary share(s) of HK\$0.10 each in the share capital of the Company upon exercise of the conversion rights under the Convertible Bonds (as amended by the Amendment and Restatement Agreement) (the “**Conversion Shares**”); and

- (c) the Directors be and are hereby authorised for and on behalf of the Company to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Amendment and Restatement Agreement, including but not limited to the execution of any documents or deeds or the affixation of any seal or the issue of any certificate.”

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

Hong Kong, 21 April 2022

Notes:

- (1) As set out in the section headed “Special Arrangements for the EGM” of this circular, the EGM will be conducted virtually via electronic means. As Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to vote at the EGM shall appoint the chairman of the EGM as their proxy by completing the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the EGM, i.e. Tuesday, 10 May 2022 at 10:00 a.m. (Hong Kong time), or any adjournment thereof (as the case may be).
- (2) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the EGM” of this circular, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to vote at the EGM shall appoint the chairman of the EGM as their proxy to exercise their right to vote at the EGM in accordance with their instructions.
- (3) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (4) The register of members of the Company will be closed from Friday, 6 May 2022 to Thursday, 12 May 2022, both days inclusive, during this period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 5 May 2022, for registration.
- (5) As at the date of this notice, 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.

(6) COVID-19 PANDEMIC SITUATION

The Company will adopt the following special arrangement at the EGM for the purpose of public health and safety:

- (a) The EGM will be conducted virtually via electronic means (the “**Virtual EGM**”). The Shareholders and/or their proxies will NOT be able to attend the Virtual EGM in person, and can only view and listen to a live webcast of the Virtual EGM via electronic means.

The Virtual EGM will be broadcasted from the EGM venue in Hong Kong (the “**EGM Venue**”) and only the minimum number of persons will be physically present at the EGM Venue as is legally required to form a quorate meeting by the Directors or other senior staff members of the Company who are Shareholders or proxy. Other Directors will participate by way of electronic means.

Shareholders will be able to view and listen to the Virtual EGM through a live webcast from 10:00 a.m. until the completion of the EGM on Thursday, 12 May 2022 on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast.

- (b) For Shareholders who would like to view and listen to the Virtual EGM live webcast, you will need to register by sending an email to is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 by providing personal particulars as follows:

- (i) Full name;
- (ii) Registered address;
- (iii) Number of Shares held;
- (iv) Contact telephone number; and
- (v) Email address

no later than 10:00 a.m. on Tuesday, 10 May 2022 (forty-eight (48) hours before the time appointed for holding the Virtual EGM) to enable the Company to verify the Shareholders’ status.

Non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to view and listen the Virtual EGM live webcast. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

Authenticated Shareholders will receive an email confirmation by Wednesday, 11 May 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual EGM) which contains a link to join the live webcast of the Virtual EGM. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the Virtual EGM.

- (c) All resolutions at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If you wish to vote on any resolution at the EGM, you must appoint the chairman of the EGM as your proxy to exercise your right to vote at the EGM in accordance with your instructions. If you appoint a person who is not the chairman of the EGM as your proxy, that person will not be permitted entry to the meeting and will not be able to exercise your vote.

The proxy form for use at the EGM is enclosed with this circular. The proxy form can be downloaded from the “Investor Relations – Announcements & Circulars” section of the Company’s website (https://www.cfcg.com.hk/en/ir_announce.php). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

The proxy form should be returned to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the EGM.

- (d) Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of EGM by 10:00 a.m. on Tuesday, 10 May 2022 (forty-eight (48) hours before the time appointed for holding the Virtual EGM) via email to is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 providing personal particulars as follows for verification purposes:
- (i) Full name;
 - (ii) Registered address;
 - (iii) Number of Shares held;
 - (iv) Contact telephone number; and
 - (v) Email address

Shareholders can also submit questions during the Virtual EGM through the webcast link provided.

The Board will arrange for as many of the questions asked to be answered as possible at the EGM.

The Company are closely monitoring the impact of the COVID-19 pandemic in Hong Kong. Should any changes be made to the EGM arrangements, the Company will notify Shareholders via an announcement posted on the Company’s website (www.cfcg.com.hk) and the website of the Stock Exchange (www.hkexnews.hk).