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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 an extraordinary general meeting (the “**Meeting**”) 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 on Monday, 18 December 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the subscription agreement dated 31 October 2017 (the “**Subscription Agreement**”), a copy of which is produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, entered into by Guang Da (China) Automotive Components Holdings Limited (“**Guang Da**”) (as issuer), an indirect wholly-owned subsidiary of the Company as at the date hereof, and Xi’s Investment Limited (“**Xi Investment**”) and Hong Kong Zhiyuan Investment Limited (“**Zhiyuan Investment**”) (as subscribers), pursuant to which (i) Guang Da has conditionally agreed to issue and Xi Investment has conditionally agreed to subscribe for 130 shares of Guang Da (the “**Subscription (Xi) Shares**”), representing 13% of the total issued shares of Guang Da as enlarged by the issue of the Subscription (Xi) Shares and the Subscription (Zhiyuan) Shares (as defined below), at the subscription price of HK\$46 million in cash; and (ii) Guang Da has conditionally agreed to issue and Zhiyuan Investment has conditionally agreed to subscribe for 130 shares of Guang Da (the “**Subscription (Zhiyuan) Shares**”), representing 13% of the total issued shares of Guang Da as enlarged by the issue of the Subscription (Xi) Shares and the Subscription (Zhiyuan) Shares, at the subscription price of HK\$46 million in cash, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one of the directors of the Company be and is hereby authorised to execute all documents and do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for the completion of the Subscription Agreement, including but not limited to the issue of the Subscription (Xi) Shares and the Subscription (Zhiyuan) Shares and to agree to such variation, amendment, supplement or waiver in relation thereto.”

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

Hong Kong, 30 November 2017

Notes:

- (1) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the Meeting 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 of the Company (“**Shares**”) may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
- (2) 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, 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 of the Meeting or any adjournment thereof.
- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote either in person or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) As at the date of this notice, the Company’s executive directors are Mr. Wilson Sea, Mr. Tang Mingyang, Mr. Zhao Zhijun, Ms. Li Dan and Mr. Yan Haiting; the Company’s non-executive director is Mr. Li Hua; and the Company’s independent non-executive directors are Mr. Chu Kin Wang, Peleus, Mr. Li Zhiqiang and Mr. Chen Gang.