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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 JOINT VENTURE AGREEMENT

Reference is made to the announcement of the Company dated 29 December 2015 (the “**Announcement**”) in relation to the formation of Guolian Financial Holding Group Co., Limited (國聯金融控股集團有限公司) (“**GF Holding**”), a company incorporated in Hong Kong on 7 January 2016 with limited liability, pursuant to the Joint Venture Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

The Company announces that on 27 January 2016, the Company, Surrich International and New Citic have entered into a supplemental agreement to the Joint Venture Agreement (the “**Supplemental Agreement**”), principal terms of which are set out below:

1. The board of directors of GF Holding shall comprise seven directors (5 directors and 2 independent directors), of which the Company shall nominate 1 director and 1 independent director, Surrich International shall nominate 3 directors, and New Citic shall nominate 1 director and 1 independent director. Among the 7 directors of GF Holding, 3 shall be executive directors nominated by each of the Parties (the “**GF Holding Executive Directors**”).
2. Quorum for meeting of the board of directors of GF Holding shall be 5 directors, 3 of which shall be directors nominated by each of the Parties.
3. The appointment of each independent director and his/her remuneration shall be approved by the Parties.
4. Matters which will materially affect the business, assets, liabilities, management and development prospect and right and responsibilities of shareholders of GF Holding shall not be approved without the unanimous consent of all the GF Holding Executive Directors in board meeting or all shareholders in shareholders meeting of GF Holding.

Save for the above, all the other principal terms and conditions of the Joint Venture Agreement remain unchanged and continue in full force and effect.

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

Hong Kong, 27 January 2016

As at the date of this announcement, the Company's executive Directors are Mr. Wilson Sea, Mr. Zhao Zhijun, Mr. Yan Haiting, Mr. Wang Wenbo and Ms. Yang Weixia; and the Company's independent non-executive Directors are Mr. Chu Kin Wang, Peleus, Mr. Li Zhiqiang and Mr. Zhang Jinhua.