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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 DISCLOSEABLE TRANSACTION
IN RELATION TO ACQUISITION OF 100% EQUITY INTEREST IN
XINJIANG EDUKEYS AND ISSUE OF CONSIDERATION SHARES
UNDER GENERAL MANDATE**

Reference is made to the announcement of the Company dated 3 August 2018 (the “**Announcement**”). Capitalised terms used in this announcement have the same meanings as defined in the Announcement unless otherwise defined.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions precedent set out in the Sale and Purchase Agreement had been fulfilled or waived as agreed between the parties and in accordance with the Sale and Purchase Agreement and as such the Completion took place on 6 September 2018. A total of 80,452,000 new Shares were allotted and issued by the Company to the Vendors (and/or their nominees) at the Issue Price (being HK\$5.02) per Consideration Share on 6 September 2018 in accordance with the terms and conditions of the Sale and Purchase 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 1.63% of the existing issued share capital of the Company immediately before the Completion; and (ii) approximately 1.60% of the existing issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares immediately after the Completion.

EFFECT OF THE ACQUISITION 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	16.36	809,520,000	16.10
Hongkong Chuang Yue Co., Limited ^(Note 2)	804,360,000	16.26	804,360,000	16.00
Other public Shareholders	3,332,560,000	67.38	3,332,560,000	66.30
Max Paramount (as nominee of the First Vendor)	–	–	52,294,000	1.04
The Second Vendor	–	–	4,690,000	0.09
The Third Vendor	–	–	23,468,000	0.47
	<u>4,946,440,000</u>	<u>100.00</u>	<u>5,026,892,000</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 September 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.