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ASIAN CAPITAL HOLDINGS LIMITED

卓亞資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8295)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of the shareholders of Asian Capital Holdings Limited (the “**Company**”) will be held at Suite 601, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Thursday, 18 February 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution.

Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 28 January 2016 of which the notice convening the EGM forms part.

ORDINARY RESOLUTION

“THAT

- (a) the Subscription Agreement entered into among the Company and the Subscribers in respect of the Subscription (as amended and supplemented by the Supplemental Subscription Agreement) (copies of the Subscription Agreement and the Supplemental Subscription Agreement have been tabled at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed;
- (b) the New Shares Placing Agreement entered into between the Company and the New Shares Placing Agent in relation to the New Shares Placing (a copy of the New Shares Placing Agreement has been tabled at the meeting marked “B” and signed by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed;
- (c) conditional upon the Stock Exchange approving the listing of, and granting permission to deal in the Subscription Shares and the New Placing Shares, the Directors be and are hereby unconditionally granted a specific mandate (the “**Specific Mandate**”) to allot and issue an aggregate of 2,030,756,836 new Shares to the Subscribers and the New Shares Placees pursuant to the Subscription Agreement and the New Shares Placing Agreement as fully paid Shares, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the Shareholders in the

annual general meeting of the Company held on 11 May 2015 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

- (d) all other transactions contemplated under the Subscription Agreement and the New Shares Placing Agreement be and are hereby approved and any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with each of the Subscription Agreement and the New Shares Placing Agreement and the transactions contemplated thereunder as well as the allotment and issue of the Subscription Shares and the New Placing Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Director, in the interests of the Company and its Shareholders as a whole.”

By order of the Board
Asian Capital Holdings Limited
LI Pui Yee
Company Secretary

Hong Kong, 28 January 2016

Registered office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Suite 601, Bank of America Tower
12 Harcourt Road
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the office of 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 holding the EGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

Executive Directors:

Mr. YEUNG Kai Cheung Patrick (*Executive Chairman*)

Mr. CHAN Hok Leung

Non-executive Director:

Mr. XIN Luo Lin (*Honorary Chairman*)

Independent non-executive Directors:

Mr. CHAN Kai Nang

Mr. TSUI Pui Yan

Mr. YI Xiqun

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.asiancapital.com.hk.