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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)**

### POSITIVE PROFIT ALERT

This announcement is made by Asian Capital Holdings Limited (the **“Company”**, together with its subsidiaries, the **“Group”**) pursuant to Rule 17.10(2) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the **“SFO”**).

References are made to the announcements of the Company dated 10 August 2015, 18 August 2015, 24 August 2015, 23 September 2015, 15 October 2015, 23 October 2015 and 23 November 2015 in relation to, among other things, the entering into of the letter of intent between Zhongzhi Capital and Mr. Yeung on 23 August 2015, the Subscription Agreement and the Share Purchase Agreement. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the announcement of the Company dated 23 November 2015.

The Board wishes to inform the Shareholders, holders of the Options and potential investors of the Company that, based on a preliminary review of the unaudited financial information of the Company and its operating subsidiaries, the Group is expected to record an after-tax profit of approximately HK\$7 million for the twelve months ended 31 December 2015 as compared to an after-tax loss for the corresponding period in 2014 (the **“Statement”**).

Based on the information available for the time being, the Board considers that the expected profit for the twelve months ended 31 December 2015 was mainly attributable to all round increases in revenue contributed by corporate advisory income, placing and underwriting income / arrangement fee, as well as other income contributed by net interest income and net investment income (2014: net investment loss) as compared to the 2014 corresponding period, whilst operating expenses were kept largely at the 2014 level.

This announcement is made solely on the basis of the preliminary assessment made by the management of the Group with reference to information available for the time being, including the unaudited financial information of the Company and its operating subsidiaries for the twelve months ended 31 December 2015 which is still in the process of being finalised and is not based on any figures or information reviewed or audited by the Company’s auditors. Further details of the Group’s performance will be provided in the financial results of the Group for the twelve months ended 31 December 2015 to be published pursuant to the GEM Listing Rules.

As disclosed in the Company's announcement dated 18 August 2015, the offer period has commenced since 10 August 2015. Pursuant to Rule 10 of the Takeovers Code, the Statement constitutes a profit forecast and must be reported on by the Company's financial adviser and auditors or consultant accountants (the "**Profit Forecast Reports**") under Rule 10.4 of the Takeovers Code. As at the date of this announcement, the Company has not engaged any financial adviser and auditors or consultant accountants for the purpose of the Profit Forecast Reports. Taking into account (i) the practical difficulties to include the Profit Forecast Reports in this announcement in terms of the additional time required for the preparation of the Profit Forecast Reports by the Company's financial adviser and auditors or consultant accountants; and (ii) the requirements of timely disclosures of the inside information under Rule 17.10(2) of the GEM Listing Rules and Part XIVA of the SFO, the Profit Forecast Reports have not been prepared as required under Rule 10 of the Takeovers Code. The Profit Forecast Reports will be contained in the next document in relation to the transactions contemplated under the Subscription Agreement and the Share Purchase Agreement (the "**Possible Transactions**"), if materialised, to be despatched to the Shareholders under the Takeovers Code (the "**Document**"). However, the requirement under Rule 10.4 of the Takeovers Code to prepare the Profit Forecast Reports will no longer apply in the event that the financial results of the Group for the twelve months ended 31 December 2015 have been published in accordance with Rule 10.9 of the Takeovers Code before the despatch of the Document.

**The Board wishes to emphasize that completion of the Possible Transactions is subject to fulfillment and/or waiver, as applicable, of the conditions contained in the Subscription Agreement and the Share Purchase Agreement and the Offers will only be made if completion of the Possible Transactions takes place. Accordingly, the Offers may or may not be made. Shareholders, holders of the Options and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.**

**Shareholders, holders of the Options and potential investors of the Company should also note that the Statement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus are advised to exercise caution in placing reliance on the Statement in assessing the merits and demerits of the Possible Transactions and/or when dealing in the securities of the Company.**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 29 October 2015 and will remain suspended pending the release of an announcement pursuant to Rule 3.5 of the Takeovers Code.

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

Hong Kong, 29 December 2015

*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 announcement, 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 announcement 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 announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the website of the Growth Enterprise Market of the Stock Exchange at [www.hkgem.com](http://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](http://www.asiancapital.com.hk).*