

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



ASIAN CAPITAL HOLDINGS LIMITED

卓亞資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8295)

**MONTHLY PROGRESS UPDATE ON THE POSSIBLE TRANSACTION
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by Asian Capital Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Takeovers Code.

References are made to the announcements of the Company dated 10 August 2015, 18 August 2015 and 24 August 2015, respectively (the “**Announcements**”) in relation to, among others, the entering into the LOI in respect of the Possible Transaction. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board would like to update the Shareholders and potential investors of the Company that, as at the date of this announcement, (i) Zhongzhi Capital has placed the Earnest Money into an account opened with an independent escrow agent pursuant to the LOI; and (ii) the relevant parties are in negotiation of the terms of the Definitive Agreements. Other than the LOI, no formal or legally binding agreement has been entered into in respect of the Possible Transaction.

Further announcement(s) setting out the progress of the Possible Transaction will be made by the Company as and when necessary in accordance with the GEM Listing Rules and the Takeovers Code and on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Possible Transaction is made.

The Board wishes to emphasize that the Possible Transaction is subject to, among other things, the entering into of the Definitive Agreements, the terms and conditions of which are yet to be finalized. The Possible Transaction may or may not materialize as the final terms and conditions of the Possible Transaction are still subject to negotiations and may deviate from those set out in the LOI. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 23 September 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 fully responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 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.