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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)

**RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE
AND NOMINATION COMMITTEE;
AND
COMPANY SECRETARY**

The Board hereby announces that:

- (i) Mr. Yi Xiqun has tendered his resignation as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Board with effect from 6 April 2016; and
- (ii) Ms. Li Pui Yee has tendered her resignation as the company secretary of the Company with the effective date to be determined.

Resignation of Director

The board (“**Board**”) of directors (“**Directors**”) of Asian Capital Holdings Limited (the “**Company**”) hereby announces that Mr. Yi Xiqun (“**Mr. Yi**”) has tendered his resignation as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Board with effect from 6 April 2016 in order to devote more time to pursue his other business and personal engagements.

Mr. Yi has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Yi for his valuable contribution to the Company during his tenure of office.

Following the resignation of Mr. Yi, the numbers of independent non-executive Directors and of members of the audit committee of the Board will fall below the minimum numbers required under Rules 5.05(1) and 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange (the “**GEM Listing Rules**”).

respectively. Furthermore, the remuneration committee and nomination committee of the Board will not comprise a majority of independent non-executive Directors as required under Rule 5.34 of the GEM Listing Rules and Code Provision A.5.1 of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules respectively.

The Company is seeking to identify suitable candidate(s) to fill the vacancies of independent non-executive Director and the member of committees of the Board within three months in compliance with the GEM Listing Rules and will make further announcement(s) as and when appropriate.

Resignation of company secretary

The Board also announces that Ms. Li Pui Yee (“**Ms. Li**”) has tendered her resignation as the company secretary of the Company with the effective date to be determined.

Ms. Li has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

As at the date of this announcement, the effective date of Ms. Li’s resignation is yet to be determined and will be subject to further discussion between Ms. Li and the Company. The Company is in the process of identifying suitable candidate to fill in the vacancy of company secretary of the Company. Further announcement(s) will be made once the effective date of Ms. Li’s resignation is determined and the new company secretary of the Company is appointed.

By order of the Board
Asian Capital Holdings Limited
YEUNG Kai Cheung Patrick
Executive Chairman

Hong Kong, 6 April 2016

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

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.

This announcement 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.