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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Asian Capital Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.8 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the announcements of the Company dated 21 May 2014 and 20 June 2014 (the “**Announcements**”) in relation to, among others, the entering into the MOU and Letter of Undertaking, and the Proposed Subscription. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

The Board announces that on 5 July 2014, a total of 10,000 outstanding share options, which were held by a former employee of the Group, have lapsed pursuant to the terms of the Pre-IPO Share Option Scheme.

As at the date of this announcement, the total issued share capital of the Company is HK\$14,515,400 comprising 1,451,540,000 Shares. As a result of the lapse of share options as described above, the number of outstanding share options of the Company granted under the Pre-IPO Share Option Scheme has reduced from 69,410,000 to 69,400,000. Save as aforesaid, the Company has no other class of relevant securities in issue as at the date of this announcement.

DEALING DISCLOSURE

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of the Company and the Subscriber (including but not limited to a person who owns or controls 5% or more of any class of relevant securities (as defined in paragraphs (a) to (d) in

Note 4 to Rule 22 of the Takeovers Code)) are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code.

Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in accordance with Rule 3.8 of the Takeovers Code.

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” in the above has the meaning ascribed to it under the Takeovers Code.

Shareholders and potential investors of the Company shall be aware that the MOU is non-legally binding. There is no assurance that any discussion mentioned in the Announcements will either be materialised or eventually be consummated. The discussion in relation to the Proposed Subscription set out in the MOU may or may not proceed, and the terms of the Proposed Subscription are subject to negotiations between the Company and the Subscriber. As such, the discussion may or may not lead to the making of a general offer for the Shares. 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, 7 July 2014

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.