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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**”) pursuant to Rule 3.8 of the Takeovers Code.

References are made to (i) the announcement of the Company dated 24 August 2015 in relation to the LOI; (ii) the announcements of the Company dated 15 October 2015, 14 January 2016 and 19 January 2016 pursuant to Rule 3.8 of the Takeovers Code; and (iii) the joint announcement issued by the Company and Jinhui Capital Company Limited dated 5 January 2016 in relation to, among other things, the Subscription Agreement, the New Shares Placing Agreement, the Share Purchase Agreement, the Master Link Placing Agreement and the Offers (the “**Joint Announcement**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES

The Board wishes to announce that on 25 January 2016, 4,000,000 new Shares have been allotted and issued by the Company pursuant to the exercise of 4,000,000 Options granted under the Pre-IPO Share Option Scheme at the exercise price of HK\$0.20 per Share.

As at the date of this announcement and immediately after the allotment and issuance of the new Shares as described above, the relevant securities of the Company comprise (i) 1,467,740,000 Shares in issue; and (ii) outstanding Options granted under the Pre-IPO Share Option Scheme with rights to subscribe for a total of 52,000,000 new Shares. Saved as aforementioned, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) 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 Offeror (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) issued by the Company or the Offeror) are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 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 (as defined under the Takeovers Code) 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 (as defined under the Takeovers Code) 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.”

The Offers will only be made if Completion takes place. Completion is subject to fulfillment and/or waiver, as applicable, of the conditions contained in the Subscription Agreement, the New Shares Placing Agreement, the Share Purchase Agreement and the Master Link Placing Agreement. Accordingly, the Offers may or may not be made. Shareholders, Optionholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 25 January 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

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 accuracy of the 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 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.