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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 11 June 2010 (the “**Prospectus**”) issued by Asian Capital Holdings Limited (the “**Company**”).

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ASIAN CAPITAL HOLDINGS LIMITED 卓亞資本有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING OF SHARES

Number of Placing Shares : 300,000,000 Placing Shares
**Placing Price : HK\$0.20 per Placing Share (excluding
brokerage fee of 1%, SFC transaction
levy of 0.004% and Stock Exchange
trading fee of 0.005%)**
Nominal value : HK\$0.01 each
Board lot : 10,000 Shares
GEM stock code: : 8295

Joint Sponsors



Joint Lead Managers



Co-Lead Managers



Underwriters



- The 300,000,000 Placing Shares offered by the Company under the Placing have been over-subscribed by approximately 3.31 times.
- 300,000,000 Placing Shares have been conditionally allocated to a total of 169 selected professional, institutional and other investors.
- Out of 300,000,000 Placing Shares, 14,550,000 Placing Shares, representing approximately 4.85% of the total number of the Placing Shares and approximately 1.21% of the enlarged issued share capital of the Company immediately after completion of the Placing, have been allocated to a total of 12 employees of the Group (who are not connected persons, including the directors of the Company and its subsidiaries) at the Placing Price. Out of the 14,550,000 Placing Shares allocated to the employees of the Group, 7,500,000 Placing Shares, representing approximately 2.50% of the total number of the Placing Shares and approximately 0.63% of the enlarged issued share capital of the Company immediately after completion of the Placing, have been allocated to the employee with the largest number of Placing Shares within the employee group at the Placing Price.
- Out of the 300,000,000 Placing Shares, an aggregate of 5,000,000 Placing Shares, representing approximately 1.67% of the total number of the Placing Shares and approximately 0.42% of the enlarged issued share capital of the Company immediately after completion of the Placing, have been allocated to two substantial shareholders of Orient Securities Limited, being one of the Underwriters, at the Placing Price.
- Save as disclosed above, all places under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders, significant Shareholders or substantial Shareholders of the Company or any of its subsidiaries and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- Immediately after completion of the Placing, the public float of the Company will be 25.00% of the enlarged issued share capital of the Company.
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on 18 June 2010.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

LEVELS OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 300,000,000 Placing Shares offered by the Company under the Placing have been over-subscribed by approximately 3.31 times.

RESULTS OF ALLOCATION

Pursuant to the Placing, 300,000,000 Placing Shares have been conditionally allocated to a total of 169 selected professional, institutional and other investors. The allocation of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	As an approximate percentage of the 300,000,000 Placing Shares allocated	As an approximate percentage of the enlarged issued share capital of the Company immediately after completion of the Placing
Top placee	90,000,000	30.00%	7.50%
Top 5 placees	165,000,000	55.00%	13.75%
Top 10 placees	221,500,000	73.83%	18.46%
Top 25 placees	275,750,000	91.92%	22.98%

Number of Placing Shares allocated

10,000 to 100,000
100,001 to 1,000,000
1,000,001 to 10,000,000
10,000,001 to 50,000,000
50,000,001 or above

Number of placees

108
32
22
6
1

Total 169

Out of the 300,000,000 Placing Shares, 14,550,000 Placing Shares, representing approximately 4.85% of the total number of the Placing Shares and approximately 1.21% of the enlarged issued share capital of the Company immediately after the completion of the Placing, have been allocated to a total of 12 employees of the Group (who are not connected persons, including the directors of the Company and its subsidiaries) at the Placing Price. Out of the 14,550,000 Placing Shares allocated to the employees of the Group, 7,500,000 Placing Shares, representing approximately 2.50% of the total number of the Placing Shares and approximately 0.63% of the enlarged issued share capital of the Company immediately after completion of the Placing, have been allocated to the employee with the largest number of Placing Shares within the employee group at the Placing Price.

Out of the 300,000,000 Placing Shares, an aggregate of 5,000,000 Placing Shares, representing approximately 1.67% of the total number of the Placing Shares and approximately 0.42% of the enlarged issued share capital of the Company immediately after completion of the Placing, have been allocated to two substantial shareholders of Orient Securities Limited, being one of the Underwriters, at the Placing Price. Save as disclosed above, the Directors confirm that all places under the Placing are independent of and not connected with any of the Directors, chief executive, Controlling Shareholders, significant Shareholders or substantial Shareholders of the Company or any of its subsidiaries and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at all times. Immediately after completion of the Placing, the public float of the Company will be 25.00% of the enlarged issued share capital of the Company.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the approval of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM and compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Share certificates for the Placing Shares to be distributed via CCASS will be deposited into CCASS for credit to the respective CCASS participants' stock accounts designated by the Underwriters, the placing agents, the placees or their agents, as the case may be, on 17 June 2010. Prospective investors should note that the obligations of the Underwriters under the Underwriting Agreement to subscribe for, and to procure placees for the subscription for the Placing Shares, are subject to termination by the Joint Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the paragraph headed "Grounds for termination" under the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. If the conditions of the Placing as mentioned therein have not

been fulfilled or waived prior to the time and date specified in the Prospectus, the Placing will lapse and all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the GEM Website at www.hkgem.com and the Company's website at www.asiancapital.com.hk on the next business day following such lapse.

COMMENCEMENT OF DEALINGS IN SHARES

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on 18 June 2010. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM Website at www.hkgem.com and the Company's website at www.asiancapital.com.hk accordingly. The Shares will be traded in board lots of 10,000 Shares each.

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

Hong Kong, 17 June 2010

Executive Directors:

Mr. Yeung Kai Cheung Patrick
Mr. Chan Hok Leung

Non-executive Director:

Mr. Xin Luo Lin

Independent non-executive Directors:

Mr. Yi Xiqun
Mr. Chan Kai Nang
Mr. Lee Wing Hung Raymond

This announcement, for which all the Directors jointly and severally 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 in 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. This announcement will also be published and remains on the website of the Company at www.asiancapital.com.hk.