

## FORMS RELATING TO LISTING

### FORM F

#### THE GROWTH ENTERPRISE MARKET (GEM)

#### COMPANY INFORMATION SHEET

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**Company name:** **Asian Capital Holdings Limited** 卓亞資本有限公司

**Stock code (ordinary shares):** **8295**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 7 January 2011.

#### **A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 18 June 2010

Names of Joint Sponsors: Asian Capital (Corporate Finance) Limited  
VC Capital Limited

Names of directors: **Executive Directors**  
Yeung Kai Cheung Patrick  
Chan Hok Leung

**Non-Executive Director**  
Xin Luo Lin

**Independent Non-Executive Directors**  
Yi Xiqun  
Chan Kai Nang  
Tsui Pui Yan

Name(s) of substantial shareholder(s): (as such term is defined in Rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company:

Name	Capacity and nature of interests	Number of shares held	Approximate percentage of shareholding (assuming no exercise of the options that were granted or may be granted under the share option schemes)
Master Link Assets Limited (öMaster Linkö) (Note 1)	Beneficial owner	630,000,000	52.50%
Mr. Yeung Kai Cheung Patrick (öMr. Yeungö) (Note 2)	Interest in a controlled corporation	630,000,000	52.50%
Phillip Capital (HK) Limited (öPhillip Capital (HK)ö) (Note 3)	Beneficial owner	252,955,791	21.08%
Mr. Lim Hua Min (Note 4)	Interest in a controlled corporation	252,955,791	21.08%

Notes:

1. Master Link is an investment holding company incorporated on 8 January 1999 under the laws of the British Virgin Islands with limited liability, the entire issued share capital of which is wholly and beneficially owned by Mr. Yeung.
2. Mr. Yeung is deemed to be interested in the 630,000,000 shares in the Company (öSharesö) held by Master Link by virtue of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the öSFOö). Mr. Yeung is the holder of the options to subscribe for 10,000,000 Shares granted under the pre-IPO share option scheme (the öPre-IPO Share Option Schemeö) adopted by the Company on 7 June 2010.
3. Phillip Capital (HK) is an investment holding company incorporated on 17 January 2006 under the laws of Hong Kong with limited liability, the issued share capital of which is owned by Mr. Lim Hua Min, Mr. Lim Wah Lin, Mr. Lim Wah Tong and Mr. Lim Wah Sai as to 85%, 5%, 5% and 5% respectively.
4. Mr. Lim Hua Min is deemed to be interested in the 252,955,791 Shares held by Phillip Capital (HK) by virtue of the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	Not applicable
Financial year end date:	31 December
Registered address:	P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
Head office and principal place of business:	Suite 1006, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong
Web-site address (if applicable):	<a href="http://www.asiancapital.com.hk">www.asiancapital.com.hk</a>
Share registrar:	<p><i>Principal share registrar and transfer office</i>  Maples Finance Limited  P.O. Box 1093  Queensgate House  Grand Cayman  KY1-1102  Cayman Islands</p> <p><i>Hong Kong branch share registrar and transfer office</i>  Tricor Investor Services Limited  26/F, Tesbury Centre  28 Queen's Road East  Wanchai  Hong Kong</p>
Auditors:	Ernst & Young 18th Floor Two International Finance Centre 8 Finance Street Central Hong Kong

## **B. Business activities**

The Company together with its subsidiaries (collectively referred to as the "Group") is principally engaged in corporate advisory activities involving the provision of a variety of corporate finance advisory services with a primary focus on companies listed in Hong Kong. The scope of corporate advisory services offered by the Group includes (i) corporate resumption; (ii) advising on corporate finance activities of companies (whether listed or unlisted), including mergers and acquisitions, arranging pre-IPO fund raising for listing candidates and acting as independent financial adviser to listed companies; (iii) acting as sponsor in IPO exercises, advising listed companies on compliance requirements, and acting as compliance adviser to listed companies (whether post-IPO or post-resumption); (iv) services related to litigation support and distressed asset recovery; and (v) dealing in securities, both as principal and agent.

### **C. Ordinary shares**

Number of ordinary shares in issue:	1,200,000,000 ordinary Shares
Par value of ordinary shares in issue:	HK\$0.01
Board lot size (in number of shares):	10,000 Shares
Name of other stock exchange(s) on which ordinary shares are also listed:	Not applicable

### **D. Warrants**

Stock code:	Not applicable
Board lot size:	Not applicable
Expiry date:	Not applicable
Exercise price:	Not applicable
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	Not applicable
No. of warrants outstanding:	Not applicable
No. of shares falling to be issued upon the exercise of outstanding warrants:	Not applicable

### **E. Other securities**

Save for the ordinary Shares in issue described in C above and the Shares that may be issued upon the exercise of the 106,500,000 share options granted under the Pre-IPO Share Option Scheme which remain outstanding or additional share options that may be granted under the share option scheme conditionally approved and adopted by the Company on 7 June 2010, no other securities of the Company are in issue.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Not applicable.

### **Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the "Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Yeung Kai Cheung Patrick  
*Executive Director*

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Chan Hok Leung  
*Executive Director*

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Xin Luo Lin  
*Non-executive Director*

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Yi Xiqun  
*Independent non-executive Director*

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Chan Kai Nang  
*Independent non-executive Director*

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Tsui Pui Yan  
*Independent non-executive Director*