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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)

PROFIT WARNING

This announcement is made by Asian Capital Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary review of the unaudited financial information of the Company and its operating subsidiaries, the Group is expected to record an after tax loss for the three months ended 31 March 2013 as compared to an after tax profit for the corresponding period in 2012.

Based on the information available for the time being, the Board considers that despite an increase in the Group’s corporate advisory income, there is a corresponding increase in operating expenses which is mainly attributable to the professional fee expenses incurred in a distressed asset recovery assignment. Moreover, the Group’s investment portfolio has recorded a fair value loss for the three months ended 31 March 2013. Notwithstanding the aforesaid anticipated after tax loss, the Group remains debt free and its overall financial position remains sound.

This announcement is made solely on the basis of the preliminary assessment by the management of the Group with reference to information available for the time being, including the unaudited financial information of the Company and its operating subsidiaries for the three months ended 31 March 2013 which is still in the process of being finalised and is not based on any figures or information reviewed or audited by the Company’s auditors. Further details of the Group’s performance will be provided in the quarterly results of the Group for the three months ended 31 March 2013, which is expected to be published on or before 15 May 2013.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 3 April 2013

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.

This announcement will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.