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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)

POSITIVE PROFIT ALERT

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).

Based on information available for the time being, the board (the “**Board**”) of the directors (the “**Directors**”) of the Company expects that the Group will record a substantial increase in revenue and pre-tax profit for the three months ending 30 June 2016, which was mainly attributable to the booking of performance fee as part of the remuneration from the investment advisory and management service pursuant to the investment advisory and management agreement dated 2 February 2016 (the “**IAM Agreement**”). The performance fee arose from certain disposal of assets by 中植資本管理有限公司 (Zhongzhi Capital Group*) (“**Zhongzhi Capital**”) under the IAM Agreement and, as of the date of this announcement, the amount to be recognised by the Group in the three months ending 30 June 2016 will be approximately HK\$195 million.

The Board wishes to inform the shareholders and potential investors of the Company that, based on a preliminary review of the unaudited financial information and estimation of the Company and its operating subsidiaries, the Group is expected to record a revenue of not less than HK\$200 million for the three months ending 30 June 2016. As a result, it is expected that the Group will record a significant increase in its pre-tax profit for the three months ending 30 June 2016 when compared with that of the corresponding period of the three months ended 30 June 2015.

Details of the IAM Agreement were contained in the circular of the Company dated 4 March 2016. The annual cap of the remuneration payable to the Group by Zhongzhi Capital under the IAM Agreement (the “**Annual Cap**”) for each of the periods from 1 April 2016 to 31 March 2017 and from 1 April 2017 to 31 March 2018 is HK\$250 million. The Company will re-comply

with the announcement and shareholders' approval requirements in accordance with the GEM Listing Rules should the Board consider that it is necessary to increase the Annual Cap(s) for the period(s) from 1 April 2016 to 31 March 2017 and/or from 1 April 2017 to 31 March 2018.

This announcement is made solely on the basis of the preliminary assessment made 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 up to the date of this announcement and the estimated remuneration from the investment advisory and management service up to the date of this announcement, which are still in the process of being finalised, and are 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 ending 30 June 2016, which are expected to be published on or before 14 August 2016.

Shareholders and potential investors of the Company are advised to 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, 22 April 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

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.

* for identification purposes only