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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)

**CHANGES IN DIRECTORS, CHAIRMAN OF THE BOARD,
CHIEF EXECUTIVE OFFICER, COMPLIANCE OFFICER,
COMPOSITION OF AUDIT, REMUNERATION AND NOMINATION COMMITTEES,
AUTHORISED REPRESENTATIVES AND PROCESS AGENT;
APPOINTMENT OF CHIEF FINANCIAL OFFICER;
AND
CHANGE OF COMPANY SECRETARY**

Following the completion of the Offers made by Jinhui, the Company has been in dialogue with its new controlling shareholder, Zhongzhi Capital, in relation to the future business directions of the Group with commensurate managerial changes reflecting in changes to the composition of the Board and various Board committees to implement new business plans yet continuing with the Group's existing businesses and impeccable corporate governance practice. The new business directions include targeting for international acquisitions integrating the Group with the strengths and capabilities of Zhongzhi Capital and the new Board members. The Board is pleased to announce that:

- (i) Ms. Duan Di has been appointed as an executive Director, the chairman of the Board, the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from 12 May 2016;
- (ii) Mr. Cho Michael Min-kuk has been appointed as an executive Director, the CEO and an Authorised Representative with effect from 12 May 2016;
- (iii) Mr. Chen Jianfeng Peter has been appointed as the CFO with effect from 12 May 2016, and will join the Board as an executive Director on 17 June 2016 and act as the Compliance Officer, an Authorised Representative and the Process Agent with effect from 18 June 2016;
- (iv) Ms. Zhang Yun will be appointed as an executive Director with effect from 17 June 2016;
- (v) Mr. Yeung Kai Cheung Patrick has stepped down from the position of executive chairman of the Board, the CEO and the chairman of the Nomination Committee, and

has been appointed as the Compliance Officer with effect from 12 May 2016. He remains as an executive Director, the Compliance Officer, a member of each of the Nomination Committee and Remuneration Committee, an Authorised Representative and the Process Agent until the expiry of the term of his service agreement with the Company on 17 June 2016. Mr. Yeung will continue to act as a director of certain subsidiaries of the Company and the managing director of Asian Capital (Corporate Finance), the principal operating subsidiary of the Company;

- (vi) Mr. Chan Hok Leung has ceased to be the Compliance Officer and an Authorised Representative with effect from 12 May 2016, but remains as an executive Director until the expiry of the term of his service agreement with the Company on 17 June 2016. He will continue to act as a director of certain subsidiaries of the Company including Asian Capital (Corporate Finance);
- (vii) Mr. Xin Luo Lin has stepped down from the position of honorary chairman of the Company with effect from 12 May 2016, but remains as a non-executive Director and a member of each of the Remuneration Committee and Nomination Committee until the expiry of the term of his letter of appointment with the Company on 17 June 2016;
- (viii) Mr. Chan Kai Nang remains as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee until the expiry of the term of his letter of appointment with the Company on 17 June 2016;
- (ix) Mr. Tsui Pui Yan intends to remain as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee until 17 June 2016; and
- (x) Ms. Li Pui Yee has ceased to be the Company Secretary and replaced by Ms. Chan Sau Mui Juanna with effect from 12 May 2016.

The Company is in the process of identifying suitable candidates to fill the present and expected vacancies of independent non-executive Director(s) and member(s) of committees of the Board in compliance with the GEM Listing Rules. Further announcement(s) will be made by the Company in relation to the appointment of new independent non-executive Director(s) and/or change in the composition of the Audit Committee, Remuneration Committee, Nomination Committee and/or the Board as and when appropriate in accordance with the GEM Listing Rules.

References are made to (i) the composite offer and response document dated 10 March 2016 jointly issued by Jinhui Capital Company Limited (“**Jinhui**”) and Asian Capital Holdings Limited (the “**Company**”, together with its subsidiaries, collectively as the “**Group**”) in relation to the mandatory unconditional cash offers by Jinhui to acquire all the issued shares (other than those already owned by or agreed to be acquired by Jinhui and parties acting in concert with it) and cancel all outstanding options of the Company (the “**Offers**”); (ii) the joint announcement dated 31 March 2016 issued by Jinhui and the Company in respect of, among other things, the close of the Offers; and (iii) the announcement of the Company dated 6 April 2016 in relation to the resignation of an independent non-executive director and the company secretary of the Company.

Following the completion of the Offers made by Jinhui, the Company has been in dialogue with its new controlling shareholder, 中植資本管理有限公司 (Zhongzhi Capital Group*) (“**Zhongzhi Capital**”), in relation to the future business directions of the Group with commensurate managerial changes reflecting in changes to the composition of the board (the “**Board**”) of directors of the Company (the “**Directors**”) and various Board committees to implement new business plans yet continuing with the Group’s existing businesses and impeccable corporate governance practice. The new business directions include targeting for international acquisitions integrating the Group with the strength and capabilities of Zhongzhi Capital and the new Board members. The Board is pleased to announce that:

- (i) Ms. Duan Di (“**Ms. Duan**”) has been appointed as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Board (the “**Nomination Committee**”) and a member of the remuneration committee of the Board (the “**Remuneration Committee**”) with effect from 12 May 2016;
- (ii) Mr. Cho Michael Min-kuk (“**Mr. Cho**”) has been appointed as an executive Director, the chief executive officer of the Company (the “**CEO**”) and an authorised representative of the Company (the “**Authorised Representative**”) under the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) with effect from 12 May 2016;
- (iii) Mr. Chen Jianfeng Peter (“**Mr. Chen**”) has been appointed as the chief financial officer of the Group (the “**CFO**”) with effect from 12 May 2016, and will join the Board as an executive Director on 17 June 2016 and act as the compliance officer of the Company (the “**Compliance Officer**”), an Authorised Representative and the authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong (the “**Process Agent**”) as required under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 18 June 2016;
- (iv) Ms. Zhang Yun (“**Ms. Zhang**”) will be appointed as an executive Director with effect from 17 June 2016;
- (v) Mr. Yeung Kai Cheung Patrick (“**Mr. Yeung**”) has stepped down from the position of executive chairman of the Board, the CEO and the chairman of the Nomination Committee, and has been appointed as the Compliance Officer with effect from 12 May 2016. He remains as an executive Director, the Compliance Officer, a member of each of the Nomination Committee and Remuneration Committee, an Authorised Representative and the Process Agent until the expiry of the term of his service agreement with the Company on 17 June 2016. Mr. Yeung will continue to act as a director of certain subsidiaries of the Company and the managing director of Asian Capital (Corporate Finance) Limited (“**Asian Capital (Corporate Finance)**”), the principal operating subsidiary of the Company;
- (vi) Mr. Chan Hok Leung has ceased to be the Compliance Officer and an Authorised Representative with effect from 12 May 2016, but remains as an executive Director until the expiry of the term of his service agreement with the Company on 17 June 2016. He will continue to act as a director of certain subsidiaries of the Company including Asian Capital (Corporate Finance);

- (vii) Mr. Xin Luo Lin (“**Mr. Xin**”) has stepped down from the position of honorary chairman of the Company with effect from 12 May 2016, but remains as a non-executive Director and a member of each of the Remuneration Committee and Nomination Committee until the expiry of the term of his letter of appointment with the Company on 17 June 2016;
- (viii) Mr. Chan Kai Nang remains as an independent non-executive Director, the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of each of the Remuneration Committee and Nomination Committee until the expiry of the term of his letter of appointment with the Company on 17 June 2016;
- (ix) Mr. Tsui Pui Yan (“**Mr. Tsui**”) intends to remain as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee until 17 June 2016; and
- (x) Ms. Li Pui Yee has ceased to be the company secretary of the Company (the “**Company Secretary**”) and replaced by Ms. Chan Sau Mui Juanna (“**Ms. Chan**”) with effect from 12 May 2016.

Each of Mr. Yeung, Mr. Chan Hok Leung, Mr. Xin, Mr. Chan Kai Nang and Mr. Tsui has confirmed that he has no disagreement with the Board and there are no matters relating to his cessation as Director that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange as at the date of this announcement.

The biographical details of the new Directors and Company Secretary are set out below:

Ms. Duan Di

Ms. Duan, aged 29, obtained a bachelor of commerce degree in finance and accounting in 2008 and a master of commerce degree in finance and marketing in 2009 from the University of Sydney, Australia respectively. Ms. Duan has since 2011 worked in Zhongzhi Capital and now serves as its executive director. She is also the partner’s appointed representative (執行事務合夥人委派代表) of 深圳前海中植金輝投資管理合夥企業（有限合夥）(Shenzhen Qianhai Zhongzhi Jinhui Investment Management Partnership Enterprise (Limited Partnership)* (“**Shenzhen Zhongzhi**”) and a director of each of Zhongzhi Capital (HK) Company Limited (“**Zhongzhi Capital (HK)**”) and Jinhui. As at the date of this announcement, Jinhui, Zhongzhi Capital (HK), Shenzhen Zhongzhi and Zhongzhi Capital are controlling shareholders of the Company. Ms. Duan has been appointed as a director of Dragon Legend Investments Limited (“**Dragon Legend**”), a wholly-owned subsidiary of the Company, with effect from 12 May 2016.

Ms. Duan has entered into a service agreement with the Company in respect of her appointment as an executive Director for an initial term of three years commencing from 12 May 2016, which may be terminated by either party giving not less than three months’ prior notice in writing and subject to retirement by rotation and re-election at the Company’s annual general meeting pursuant to the articles of association of the Company (the “**Articles**”). The emoluments of Ms. Duan will be determined with reference to, among other things, her duties and responsibilities in the Group to be decided by the Board from time to time.

Save as disclosed above, Ms. Duan does not hold any other positions with the Company or other members of the Group and has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the date of this announcement. Ms. Duan has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) and has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Duan has confirmed that, save as disclosed above, there is no information in relation to her appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

Mr. Cho Michael Min-kuk

Mr. Cho, aged 47, received a bachelor of science in business administration degree from Georgetown University in Washington, D.C., United States of America graduating Magna Cum Laude. Prior to joining the Group, he served as the Head of Mergers & Acquisitions for Qatar Investment Authority (“QIA”) in Doha for nearly three years from July 2013 to March 2016. Prior to QIA, Mr. Cho worked over 18 years with Merrill Lynch where he started his career as a first year analyst in Mergers & Acquisitions based in New York and rose to Managing Director and Head and Co-Head of Asia Mergers & Acquisitions based in Hong Kong. He has been appointed as a director of Dragon Legend with effect from 12 May 2016.

Mr. Cho has entered into a service agreement with the Company in respect of his appointment as an executive Director for an initial term of three years commencing from 12 May 2016, which may be terminated by either party giving not less than three months’ prior notice in writing and subject to retirement by rotation and re-election at the Company’s annual general meeting pursuant to the Articles. Mr. Cho has also entered into a letter of employment (the “**CEO Letter of Employment**”) with Dragon Legend to serve as its chief executive officer commencing on 12 May 2016 (the “**Commencement Date**”). Mr. Cho must fulfill certain conditions (the “**Conditions**”) within six months from the Commencement Date including, among other things, (a) establishing four overseas offices of the Group in North America, Europe and Middle East and hiring a competent general manager or person of similar position for each of such overseas offices; and (b) at least three overseas projects having been identified and approved by the investment committee of the Board as an effective investment opportunity. The CEO Letter of Employment shall continue until terminated by either party giving not less than three months’ notice in writing or payment of wages in lieu of notice to the other party. If all the Conditions are fulfilled to the satisfaction of Dragon Legend within six months from the Commencement Date, Dragon Legend will not exercise its right to terminate his employment in the nine months after the Commencement Date. If any of the Conditions are not fulfilled to the satisfaction of Dragon Legend within six months from the Commencement Date, Dragon Legend may exercise its right to terminate his employment at any time after that six month period. Under the CEO Letter of Employment, Mr. Cho is entitled to receive a basic salary of US\$1,800,000 per annum and other benefits including housing allowance of HK\$130,000 per month. Mr. Cho is also entitled to join (i) the discretionary bonus scheme as adopted by Dragon Legend from time to time, the amount of such bonus shall be determined based on his achievement of the key performance indicators or targets as adopted by the remuneration committee of the Company from time to time and the business results for the relevant fiscal year; and (ii) any stock incentive scheme of Dragon

Legend, award under such scheme shall be determined by the board of directors of Dragon Legend at its discretion based on his performance. The emoluments of Mr. Cho are determined by reference to his qualification, experience, duties, responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Cho does not hold any other positions with the Company or other members of the Group as at the date of this announcement. Mr. Cho (i) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) has no interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Cho has confirmed that, save as disclosed above, there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

Mr. Chen Jianfeng Peter

Mr. Chen, aged 46, joined the Group in April 2016 as the chief financial officer of Dragon Legend and subsequently appointed as a director of Dragon Legend with effect from 12 May 2016. He holds a bachelor of science degree in business administration from the University of North Carolina at Chapel Hill, the United States of America awarded in 1993 and a degree of master in business administration from Harvard Business School awarded in 1999. Prior to joining the Group, Mr. Chen served at the Canada Pension Plan Investment Board Asia Inc. as a Senior Principal in the Private Investments team from 2009 to 2013 and as director, Head of Business Development, Asia from 2013 to 2015. He had previously worked at Bain Capital Advisors (China) Limited based in Shanghai from 2006 to 2009 with his last position held as Principal; and at General Electric Company / (GE) from 1993 to 2006 with his last position held as General Manager of GE Capital - International. Mr. Chen currently serves as a non-executive director of the Hong Kong Venture Capital and Private Equity Association and will serve as Chapter Networking Officer of the Young Presidents' Organization, Pan Asia Chapter commencing on 1 July 2016.

Mr. Chen has entered into a letter of employment (the “**CFO Letter of Employment**”) with Dragon Legend to serve as its chief financial officer commencing on 28 April 2016. The CFO Letter of Employment shall continue until terminated by either party giving not less than three months' notice in writing or payment of wages in lieu of notice to the other party. During the first six months of employment, only one month's advance notice is required. Under the CFO Letter of Employment, Mr. Chen is entitled to receive a basic salary of HK\$6,000,000 per annum and a sign-on bonus of HK\$1,000,000 which shall be paid at the end of the six-month period after the execution date (6 April 2016) of the CFO Letter of Employment. If his employment is terminated within one year upon the execution of the CFO Letter of Appointment, such sign-on bonus shall be refunded by Mr. Chen to Dragon Legend. Mr. Chen is also entitled to join (i) the discretionary bonus scheme as adopted by Dragon Legend from time to time, the amount of such bonus shall be determined based on his achievement of the key performance indicators or targets as adopted by the remuneration committee of the Group from time to time and the business results for the relevant fiscal year; and (ii) any stock incentive scheme of Dragon Legend, award under such scheme shall be determined by the board of directors of Dragon Legend at its discretion based on his

performance. The emoluments of Mr. Chen are determined by reference to his qualification, experience, duties, responsibilities and the prevailing market conditions. Mr. Chen has also entered into a service agreement with the Company in respect of his appointment as an executive Director for an initial term of three years commencing from 17 June 2016, which may be terminated by either party giving not less than three months' prior notice in writing and subject to retirement by rotation and re-election at the Company's annual general meeting pursuant to the Articles.

Save as disclosed above, Mr. Chen does not hold any other positions with the Company or other members of the Group as at the date of this announcement. Mr. Chen (i) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) has no interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Chen has confirmed that, save as disclosed above, there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

Ms. Zhang Yun

Ms. Zhang, aged 30, obtained a master of laws degree from the City University of Hong Kong in 2008. She has since 2012 worked in Zhongzhi Capital and now serves as its supervisor. Ms. Zhang is also the supervisor of each of 常州京江資本管理有限公司 (Changzhou Jingjiang Capital Management Company Limited*) (**“Changzhou Jingjiang”**) and 西藏康邦勝博投資有限公司 (Tibet Kangbang Sheng Bo Investment Company Limited*) (**“Tibet Kangbang”**) and a director of Kang Bang Qi Hui (HK) Company Limited (**“Kang Bang”**). As at the date of this announcement, Kang Bang is a substantial shareholder of the Company, and Tibet Kangbang, Changzhou Jingjiang and Zhongzhi Capital are controlling shareholders of the Company.

Ms. Zhang has entered into a service agreement with the Company in respect of her appointment as an executive Director for an initial term of three years commencing from 17 June 2016, which may be terminated by either party giving not less than three months' prior notice in writing and subject to retirement by rotation and re-election at the Company's annual general meeting pursuant to the Articles. The emoluments of Ms. Zhang will be determined with reference to, among other things, her duties and responsibilities in the Group to be decided by the Board from time to time.

Save as disclosed above, Ms. Zhang does not hold any other positions with the Company or other members of the Group and has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the date of this announcement. Ms. Zhang has no interest in the shares of the Company within the meaning of Part XV of the SFO and has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Zhang has confirmed that, save as disclosed above, there is no information in relation to her appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the

GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

Ms. Chan Sau Mui Juanna

Ms. Chan has about 15 years of experience acting as company secretary in GEM board and main board companies listed on the Stock Exchange. She obtained a Higher Certificate in Company Secretaryship and Administration from the Hong Kong Polytechnic University and a master of business administration degree from the University of Leicester in the United Kingdom. Ms. Chan is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators respectively.

The Board would like to express its warm welcome to Ms. Duan, Mr. Cho, Mr. Chen, Ms. Zhang and Ms. Chan for joining the Group.

Following the aforementioned changes, the roles of chairman of the Board and the CEO are separated in accordance with Code Provision A.2.1 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. However, as at the date of this announcement, (i) the numbers of independent non-executive Directors and of members of the Audit Committee fall below the minimum numbers required under Rules 5.05(1) and 5.28 of the GEM Listing Rules respectively; and (ii) the number of independent non-executive Directors does not represent at least one-third of the Board as required under Rule 5.05A of the GEM Listing Rules. Furthermore, the Remuneration Committee and Nomination Committee do not comprise a majority of independent non-executive Directors as required under Rule 5.34 of the GEM Listing Rules and Code Provision A.5.1 of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules respectively.

The Company is in the process of identifying suitable candidates to fill the present and expected vacancies of independent non-executive Director(s) and the member(s) of committees of the Board in compliance with the GEM Listing Rules. Further announcement(s) will be made by the Company in relation to the appointment of new independent non-executive Director(s) and/or change in the composition of the Audit Committee, Remuneration Committee, Nomination Committee and/or the Board as and when appropriate in accordance with the GEM Listing Rules.

By order of the Board
Asian Capital Holdings Limited
Duan Di
Chairman

Hong Kong, 12 May 2016

Executive Directors:

Ms. DUAN Di (*Chairman*)
Mr. CHO Michael Min-kuk (*Chief Executive Officer*)
Mr. YEUNG Kai Cheung Patrick
Mr. CHAN Hok Leung

Non-executive Director:

Mr. XIN Luo Lin

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 GEM website 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 purpose only*