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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**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



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 (payable in full upon application, plus 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



Printed copies of the Prospectus required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, at the offices of (i) Asian Capital (Corporate Finance) Limited at Suite 1006, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong; (ii) VC Capital Limited and VC Brokerage Limited at 28th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong; (iii) Daily Growth Securities Limited at Room 3705-3707, The Center, 99 Queen's Road Central, Hong Kong; (iv) Sun Hung Kai International Limited at Room 1201, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong; (v) Mizuho Securities Asia Limited at 12th Floor, Chater House, 8 Connaught Road Central, Hong Kong; (vi) Cantor Fitzgerald (Hong Kong) Capital Markets Limited at Suites 6707-6712, The Center, 99 Queen's Road Central, Hong Kong; (vii) Orient Securities Limited at Room 2801-04, 28/F, Dah Sing Financial Centre, No.108 Gloucester Road, Wan Chai, Hong Kong; and (viii) Goldride Securities Limited at Suite 3414-3415, Jardine House, 1 Connaught Place, Central, Hong Kong after 4:00 p.m. on 11 June 2010 and thereafter during normal office hours from 9:00 a.m. to 5:00 p.m. from 14 June 2010 up to and including 18 June 2010.

Pursuant to the Underwriting Agreement, the Company is offering 300,000,000 Placing Shares for subscription by way of the Placing at the Placing Price, on and subject to the terms and conditions as set out in the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place 300,000,000 Placing Shares at the Placing Price to selected individual, professional and institutional investors in Hong Kong, out of which not more than 10% of the total number of the Placing Shares (being not more than 30,000,000 Placing Shares), representing not more than 2.5% of the enlarged issued share capital of the Company immediately after the Placing, may be offered to certain employees of the Group (who are not connected persons, including the directors of the Company and its subsidiaries) at the Placing Price. If the Placing Shares that may be offered to certain employees of the Group are not fully subscribed, they will be re-allocated to the portion of the Placing Shares to be placed with selected individual, professional and institutional investors. Details of the Placing to such employees, including the basis of allocation, will be disclosed in the announcement of the Company on the level of indications of interest in the Placing and the basis of allocations of the Placing Shares to be published on 17 June 2010.

Application for the Placing Shares will be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth in the paragraph headed "Conditions of the Placing" under the section headed "Structure and conditions of the Placing" in the Prospectus. Prospective investors of the Placing Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company given by the Joint Lead Managers (for themselves and on behalf of the Underwriters), upon the occurrence of any of the events as stated in the paragraph headed "Grounds for termination" under the section headed "Underwriting" of 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.

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Placing and any new Shares which may be allotted and issued pursuant to the exercise of options granted or which may be granted under the Share Option Schemes or as otherwise described in the Prospectus. All necessary arrangements have also been made for the Shares to be admitted into CCASS. If the Stock Exchange grants the listing of, and permission to deal in, the Shares in issue and to be issued

as mentioned in the Prospectus on GEM, and the Company complies 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 on any 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.

The announcement of the level of indications of interest in the Placing and the basis of allocations of the Placing Shares will be published on the GEM Website at www.hkgem.com and the Company's website at www.asiancapital.com.hk on 17 June 2010.

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on 18 June 2010.

By order of the Board
Asian Capital Holdings Limited
Yeung Kai Cheung Patrick
Executive Chairman and Executive Director

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

Hong Kong, 11 June 2010

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 and a copy of the Prospectus will remain on the GEM Website at <http://www.hkgem.com> and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published and remains on the website of the Company at www.asiancapital.com.hk.