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MISSION CAPITAL HOLDINGS LIMITED

保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

**(I) REALLOCATION OF USE OF PROCEEDS OF OPEN OFFER
AND
(II) DISCLOSEABLE TRANSACTION RELATING TO
THE PROVISION OF LOAN FACILITY**

(I) REALLOCATION OF USE OF PROCEEDS OF OPEN OFFER

References are made to the announcements, the Prospectus and the Open Offer Result Announcement of the Company dated 18 December 2014, 15 January 2015, 26 January 2015 and 13 February 2015 respectively in relation to the Open Offer on the basis of one Offer Share for every two existing Shares held on the Record Date at HK\$0.10 per Offer Share.

The Board has resolved to reallocate the use of Open Offer Proceeds as previously stated in the Prospectus by reallocating approximately 40% of the Open Offer Proceeds as originally intended for general working capital to finance the money lending business. In addition, in light of a fluctuating commodity pricing environment, the Board has resolved to reallocate approximately 40% of Open Offer Proceeds, which originally intended for commodity trading business, to trading of securities to capture potential short term capital gain.

* For identification purpose only

(II) DISCLOSEABLE TRANSACTION RELATING TO THE PROVISION OF LOAN FACILITY

The Board announces that on 4 March 2015 after trading hours, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, under which the Lender has agreed to provide the Loan Facility of up to HK\$120 million to the Borrower, bearing interest at a flat rate of 5/8% per month for a period of one month.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the amount of Loan Facility to the Borrower or its associates exceed 5% but are under 25%, this transaction constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but is exempted from Shareholders' approval requirement under the Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in shares of the Company.

(I) REALLOCATION OF USE OF PROCEEDS OF OPEN OFFER

References are made to the announcements, the Prospectus and the Open Offer Result Announcement of Mission Capital Holdings Limited (the "Company") dated 18 December 2014, 15 January 2015, 26 January 2015 and 13 February 2015 respectively in relation to the Open Offer on the basis of one Offer Share for every two existing Shares held on the Record Date at HK\$0.10 per Offer Share. Capitalised terms used in this announcement in relation to the Open Offer shall have the same meanings as those defined in the Prospectus unless otherwise specified herein.

As mentioned in the Open Offer Result Announcement, the Open Offer has become unconditional on 11 February 2015 and the Company has raised a net proceeds of approximately HK\$209.16 million from the Open Offer. It was stated in the Prospectus that the Directors intended to apply the Open Offer Proceeds as to (i) approximately 20% to develop its money lending business; (ii) approximately 40% for commodity trading business; and (iii) the remaining balance for general working capital.

In view of the current economic condition and a recent money leading opportunity arisen as detailed in part (ii) Discloseable Transaction Relating To The Provision Of Loan Facility below, the Board has resolved to reallocate approximately 40% of the Open Offer Proceeds as originally intended for general working capital as previously stated in the Prospectus to finance the money lending business. In addition, in light of a fluctuating commodity pricing environment, the Board has resolved to reallocate approximately 40% of Open Offer Proceeds, which originally intended for commodity trading business, to trading of securities to capture potential short term capital gain.

The Board considers that the above reallocation in use of proceeds will facilitate the efficient allocation of financial resources of the Company and strengthen the future development of the Company. The Board considers that the above is fair and reasonable and in the interests of the Company and its Shareholders as a whole. Also, the Board confirms that the reallocation in use of proceeds will not affect the sufficiency of general working capital for normal daily operation of the Company.

(II) DISCLOSEABLE TRANSACTION RELATING TO THE PROVISION OF LOAN FACILITY

The Board of directors of the Company is pleased to announce that on 4 March 2015 after trading hours, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, under which the Lender has agreed to provide the Loan Facility of up to HK\$120 million to the Borrower, bearing interest at a flat rate of 5/8% per month for a period of one month.

THE LOAN AGREEMENT

Parties

Lender:	Xin Credit Services Limited, an indirect wholly-owned subsidiary of the Company
Borrower:	Freeman Securities Limited

The Borrower is principally engaged in the securities brokerage, placing, underwriting, margin financing and trading of securities. As at the date of this announcement, Freeman, the ultimate beneficial owner of the Borrower, holds approximately 8.42% of the issued Share capital of the Company.

To the best of the Director's knowledge, information and belief, and having made all reasonable enquiries, the Borrower and its ultimate beneficial owners are third parties independent of the Company and are not connected persons of the Company (as defined under the Listing Rules).

Principal terms of the Loan Agreement

Date:	4 March 2015
Amount of the loan facility:	HK\$120 million
Drawdown:	available for drawdown commencing from the date of the Loan Agreement
Facility:	as working capital
Repayment:	within one month from the date of drawdown
Interest:	a flat rate of 5/8% per month

REASONS FOR THE ENTERING INTO THE LOAN AGREEMENT

The Company and its subsidiaries have been principally engaged in the businesses of supply and procurement of commodities, provision of finance and securities investments, as well as trading of real estate properties as advised in the voluntary announcement of the Company dated 16 February 2015.

The Lender is a registered money lender holding a valid money lenders license under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the business of money lending services. The provision of the Loan Facility is carried out as the ordinary and usual course of business activities of the Group. As elaborated above, the Loan Facility will be funded by part of the Open Offer Proceeds reallocated to the money lending business.

The terms of the Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. After considering the expected interest income and return to the Group, the Board is of the view that the provision of the Loan Facility is on normal commercial terms which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

When the Loan Facility is repaid by Borrower at the repayment date, such financial resources will be reserved for working capital of the Group. Should there be any regulatory requirement on such future application of the financial resources, the Company would comply with all necessary regulatory requirements, if required.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant percentage ratio (as defined under the Listing Rules) in respect of the amount of Loan Facility to the Borrower or its associates exceed 5% but are under 25%, this transaction constitutes a discloseable transaction of the Company and is therefore subject to the announcement requirement but is exempted from Shareholders' approval requirement under the Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in shares of the Company.

DEFINITIONS

Unless the context requires otherwise, terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“Borrower”	Freeman Securities Limited, a company incorporated in Hong Kong with limited liability
“Company”	Mission Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Freeman”	Freeman Financial Corporation Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Lender”	Xin Credit Services Limited, a wholly-owned subsidiary of the Company
“Loan Agreement”	a loan agreement dated 4 March 2015 and entered into between the Lender and the Borrower in relation to the provision of the Loan
“Loan Facility”	A loan facility of HK\$120 million to be made available to the Borrower by the Lender subject to and upon the terms and conditions of the Loan Agreement
“Open Offer”	the proposed issue by way of rights on the basis of one Offer Share for every two Shares in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and the Open Offer Documents
“Offer Shares”	2,139,175,251 Shares to be issued and allotted under the Open Offer
“Open Offer Proceeds”	the net proceed of approximately HK\$209.16 million raised from the Open Offer
“Open Offer Result Announcement”	the announcement of the Company dated 13 February 2015 in relation to the results of the Open Offer
“Prospectus”	the prospectus of the Company dated 26 January 2015 in relation to the Open Offer
“Share(s)”	ordinary share(s) in the share capital of the Company

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board
Mission Capital Holdings Limited
Suen Yick Lun Philip
Acting Chairman and Managing Director

Hong Kong, 4 March 2015

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. Suen Yick Lun Philip
(Acting Chairman and Managing Director)
 Mr. Lau King Hang
 Mr. Kitchell Osman Bin

Independent Non-executive Directors

Dr. Leung Shiu Ki Albert
 Ms. Chen Wei
 Mr. Wong Yat Fai
 Mr. Man Wai Chuen
 Mr. Wong Kwok Tai
 Mr. Weng Yixiang
 Mr. Huang Zhencheng