



**ASIAN CAPITAL HOLDINGS LIMITED**

**卓亞資本有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
Stock Code: 8295

First Quarterly Report 2012



## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of Asian Capital Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 report 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 report misleading.*

## HIGHLIGHTS

- The Group's revenue for the three months ended 31 March 2012 was approximately HK\$10.04 million (2011: approximately HK\$3.68 million), representing an increase of approximately 172.83% from that of 2011, mainly attributable to gain, largely unrealised, from the Group's securities dealing activities.
- Expenses in the first quarter of 2012 were contained at the level of the corresponding period in 2011, and earnings attributable to ordinary equity holders of the Company amounted to approximately HK\$4.59 million for the quarter (2011: loss of approximately HK\$0.97 million).
- A placement for 240,000,000 new shares of the Company was completed on 19 March 2012, raising approximately HK\$24 million as new capital after expenses. With retained profits, equity attributable to owners of the Company was increased to approximately HK\$122 million as at 31 March 2012 (approximately HK\$92 million as at 31 December 2011).
- Earnings per share was approximately HK0.37 cents for the three months ended 31 March 2012 (2011: loss per share of approximately HK0.08 cents).
- The Board does not recommend payment of an interim dividend for the three months ended 31 March 2012.

The board of directors (the “Board”) of Asian Capital Holdings Limited (the “Company”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2012 together with comparative unaudited figures for the corresponding period in 2011, as follows.

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2012

	Notes	Three months ended 31 March	
		2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
<b>Revenue</b>	3	<u>10,043</u>	<u>3,682</u>
Other income and gains	3	186	90
Operating expenses		<u>(4,499)</u>	<u>(4,649)</u>
<b>Profits/(Loss) before tax</b>		<b>5,730</b>	(877)
Income tax expense	5	<u>(1,140)</u>	<u>(90)</u>
<b>Profits/(Loss) for the period</b>		<u><b>4,590</b></u>	<u>(967)</u>
<b>Other comprehensive loss</b>			
Changes in fair value of available-for-sale investments, net of tax		<u>-</u>	<u>(5)</u>
<b>Other comprehensive loss for the period, net of tax</b>		<u>-</u>	<u>(5)</u>
<b>Total comprehensive income/(loss) for the period</b>		<u><b>4,590</b></u>	<u>(972)</u>
<b>Earnings/(Loss) per share attributable to ordinary equity holders of the Company</b>	7		
- Basic (HK cents)		<u>0.37</u>	<u>(0.08)</u>
- Diluted (HK cents)		<u>N/A</u>	<u>N/A</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2012

	Attributable to owners of the Company						
	Issued capital (Unaudited) HK\$'000	Share premium account (Unaudited) HK\$'000	Contributed surplus (Unaudited) HK\$'000	Share option reserve (Unaudited) HK\$'000	Available- for-sale investment revaluation reserve (Unaudited) HK\$'000	Retained profits (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
At 1 January 2012	12,000	43,886	9,000	3,632	-	23,953	92,471
Total comprehensive income for the period	-	-	-	-	-	4,590	4,590
Placing of shares	2,400	22,800	-	-	-	-	25,200
Share placement expenses	-	(788)	-	-	-	-	(788)
Equity-settled share option arrangements	-	-	-	516	-	-	516
<b>At 31 March 2012 (Unaudited)</b>	<b>14,400</b>	<b>65,898</b>	<b>9,000</b>	<b>4,148</b>	<b>-</b>	<b>28,543</b>	<b>121,989</b>
At 1 January 2011	12,000	43,886	9,000	1,990	2	3,227	70,105
Total comprehensive loss for the period	-	-	-	-	(5)	(967)	(972)
Equity-settled share option arrangements	-	-	-	663	-	-	663
<b>At 31 March 2011 (Unaudited)</b>	<b>12,000</b>	<b>43,886</b>	<b>9,000</b>	<b>2,653</b>	<b>(3)</b>	<b>2,260</b>	<b>69,796</b>

# NOTES TO THE FIRST QUARTERLY CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 5 January 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The shares of the Company are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activity of the Company is investment holding. The subsidiaries are principally engaged in the provision of corporate advisory services and related activities, including investment activities.

## 2. BASIS OF PRESENTATION

The unaudited condensed consolidated first quarterly financial statements for the three months ended 31 March 2012 (the "First Quarterly Financial Statements") have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

The principal accounting policies used in the preparation of the First Quarterly Financial Statements are consistent with those used in the preparation of the Group's annual financial statements for the year ended 31 December 2011.

The HKICPA has issued a number of new and revised HKFRSs and interpretations that are first effective or available for early adoption for the current accounting period of the Company. The adoption of these new and revised HKFRSs has no material effect on the First Quarterly Financial Statements and there are no significant changes to the accounting policies applied in these financial statements.

The First Quarterly Financial Statements have been prepared under the historical cost convention, except for investments at fair value through profit or loss and available-for-sale investments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$"), which is also the Group's functional currency. All values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

## 3. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents corporate advisory income and securities dealing commission and gain/(loss).

An analysis of revenue and other income and gains is as follows:

	<b>Three months ended 31 March</b>	
	<b>2012</b>	2011
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Revenue</b>		
Corporate advisory income	2,934	3,815
Securities dealing commission and gain/(loss), net	7,109	(133)
	<u>10,043</u>	<u>3,682</u>
<b>Other income and gains</b>		
Interest income	186	78
Others	-	12
	<u>186</u>	<u>90</u>

#### 4. OPERATING SEGMENT INFORMATION

The Group focuses on the provision of corporate advisory services and related activities, including investment activities. Information reported to the Group's chief operating decision maker, for the purpose of resources allocation and performance assessment, is concentrated on the operating results of the Group as a whole as the Group's resources are integrated and no discrete financial information is available. Accordingly, no segment analysis is presented.

#### 5. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) for the three months ended 31 March 2012 and 2011.

	Three months ended 31 March	
	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
Current – Hong Kong	<u>1,140</u>	<u>90</u>

There was no deferred tax provided for each of the reporting period.

#### 6. DIVIDENDS

The Board does not recommend payment of an interim dividend for the three months ended 31 March 2012 (2011: Nil).

#### 7. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share for the three months ended 31 March 2012 is based on the unaudited consolidated profits of approximately HK\$4,590,000 attributable to ordinary equity holders of the Company for the three months ended 31 March 2012 (2011: consolidated loss of approximately HK\$967,000) and the weighted average number of 1,234,285,714 shares in issue for the three months ended 31 March 2012 (2011: 1,200,000,000 shares).

No adjustment had been made to the basic earnings/(loss) per share presented for the three months ended 31 March 2012 and 2011 as the Group had no diluting events existed during those periods.

#### 8. APPROVAL OF THE FIRST QUARTERLY CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The First Quarterly Financial Statements were approved and authorised for issue by the Board on 8 May 2012.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

The Group was actively engaged in corporate resumption services during the three months ended 31 March 2012 with one new case added, bringing its portfolio to five resumption cases. One company under one such case which received the Stock Exchange's in-principle, conditional approval for the resumption of trading of its shares with completion expected in March 2012 encountered delays, is now expected to have completion deferred to July 2012. Mergers and acquisitions ("M&A") activities were slow in the first quarter, mainly caused by New Year and Chinese New Year holidays.

The Group continues to generate income through its assignments on corporate finance advisory services and on the role of compliance adviser for companies listed on the Main Board of the Stock Exchange. The Group continues to provide litigation support and distressed asset recovery services, and is working on two initial public offering ("IPO") mandates, with the listing application for one having been submitted in March 2012.

During the reporting period, the Group was active in securities dealing and realised some of its investments. Unrealised gain booked during the period boosted revenue, and mitigated the effects of lower corporate advisory income.

### Financial review

The Group's overall revenue for the three months ended 31 March 2012 was approximately HK\$10.04 million (2011: approximately HK\$3.68 million), almost 2.73 times of the revenue for the corresponding period in 2011. Out of the overall revenue, corporate advisory income decreased by approximately 23.09%, reflecting the combined effect of slower milestone accomplishments of existing mandates, and a generally weaker M&A market in the first quarter of 2012. With a slower market during the three months ended 31 March 2012, the Group only participated in one intra-group placing activity, details of which are described in the paragraph headed "Placing of new shares" below. Revenue from net securities gain (both realised and unrealised) of approximately HK\$7.11 million (2011: net loss of approximately HK\$0.13 million) was recorded, primarily arising from the investments taken up by the Group in conjunction with its corporate advisory activities.

Operating expenses for the three months ended 31 March 2012 were approximately HK\$4.50 million (2011: approximately HK\$4.65 million), representing a modest decrease of approximately 3.23% compared to 2011. Staff cost remained the largest component of the operating expenses, representing 63.07% and 57.82% of the operating expenses in the first quarters of 2012 and 2011 respectively.

Accordingly, the Group recorded a total comprehensive income for the three months ended 31 March 2012 of approximately HK\$4.59 million (2011: loss of approximately HK\$0.97 million). Earnings per share for the three months ended 31 March 2012 was approximately HK0.37 cents (2011: loss per share of approximately HK0.08 cents).



## **MANAGEMENT DISCUSSION AND ANALYSIS** *(Continued)*

### **Placing of new shares**

A conditional placing agreement dated 8 March 2012 (the “Placing Agreement”) was entered into between the Company and its wholly-owned subsidiary, Asian Capital (Corporate Finance) Limited (the “Placing Agent”) in relation to the placing of up to 240,000,000 new shares of the Company (the “Placing”) by the Placing Agent on a best effort basis pursuant to the terms of the Placing Agreement.

The Placing was successfully completed on 19 March 2012. An aggregate of 240,000,000 shares, representing approximately 16.67% of the issued share capital of the Company immediately after completion of the Placing, were placed to not less than six independent placees. The placing price was HK\$0.105 per share, and the net proceeds from the Placing amounting to approximately HK\$24 million will be used by the Group for general working capital and business development purposes.

### **Transfer of listing**

The Company has submitted a formal application to the Stock Exchange on 16 April 2012 for the transfer of listing of the shares of the Company (the “Shares”) from GEM to the Main Board of the Stock Exchange (the “Proposed Transfer”) pursuant to Chapter 9A of the Rules Governing the Listing of Securities on the Stock Exchange. The Board believes that the listing of the Shares on the Main Board of the Stock Exchange will enhance the profile of the Group and increase the trading activities of the Shares. The Board considers that the Proposed Transfer will be beneficial to the future growth, funding versatility and business development of the Group. The Stock Exchange is reviewing the Proposed Transfer and as at the date of this report, an approval has not yet been granted by the Stock Exchange and there is no assurance that such approval will be obtained from the Stock Exchange. The Board has no intention to change the nature of business of the Group following the Proposed Transfer as at the date of this report.

### **Outlook**

The macro economic situation remains fragile. Uncertainties in the European zone are fuelled by the latest election results that swept aside leaders that pursued budgetary reforms favoured by investors. Some recovery seems to be in sight in the United States, but the short term liquidity stimulus, the third round of quantitative easing, are still in limbo. The tackling of overheated property prices and the economy in the People’s Republic of China may be coming to a cross road, with some relaxation being expected by analysts. All these factors are not helpful to long term investments. Meanwhile, more and more mainlanders owned Hong Kong listed companies having troubles are being unveiled – in accounting or regulatory issues. The Group’s financial condition has been strengthened through retained profits and the Placing, and is able to take on market opportunities in equity or quasi-equity participating exposures. Meanwhile, the Group’s sound experience and track record in the corporate resumption business may be put to good use for the clients that require assistance.

The Group already has two IPO mandates on hand for proposed listings in 2012. Along with five existing corporate resumption mandates and other fund raising and M&A mandates, the directors of the Company (the “Directors”) believe that the Group’s business will sustain well despite the unstable macroeconomic developments.

## SHARE OPTIONS SCHEMES

The Company has adopted a pre-IPO share option scheme (the “Pre-IPO Share Option Scheme”) and a share option scheme (the “Share Option Scheme”) on 7 June 2010. The principal terms of the two schemes were summarised in the sections headed “Pre-IPO Share Option Scheme” and “Share Option Scheme” in Appendix V to the Company’s prospectus dated 11 June 2010.

The purpose of the Pre-IPO Share Option Scheme and the Share Option Scheme is to enable the Company to grant options to the participants as incentive or rewards for their contributions to the Group.

### Pre-IPO Share Option Scheme

Options to subscribe for an aggregate of 120,000,000 Shares at an exercise price of HK\$0.20 were granted by the Company to 24 participants, each at a consideration of HK\$1.00 under the Pre-IPO Share Option Scheme. All the available options under the Pre-IPO Share Option Scheme were granted on 10 June 2010 and no further options could be granted under the Pre-IPO Share Option Scheme thereafter. Eight participants have since resigned and their share options lapsed pursuant to the Pre-IPO Share Option Scheme.

As at 31 March 2012, details of the options granted under the Pre-IPO Share Option Scheme were as follows:

Name of grantee	Exercise period (dd/mm/yy)	Number of options				Outstanding as at 31 March 2012	Approximate percentage of issued share capital of the Company
		Outstanding as at 31 December 2011	Exercised during the period	Cancelled during the period	Lapsed during the period		
<b>Directors</b>							
Mr. YEUNG Kai Cheung Patrick (“Mr. Yeung”)	10/06/12 – 09/06/20	10,000,000	-	-	-	10,000,000	0.69%
Mr. CHAN Hok Leung	10/06/12 – 09/06/20	10,000,000	-	-	-	10,000,000	0.69%
Mr. XIN Luo Lin	10/06/12 – 09/06/20	10,000,000	-	-	-	10,000,000	0.69%
Mr. CHAN Kai Nang	10/06/12 – 09/06/20	6,000,000	-	-	-	6,000,000	0.42%
Mr. Yi Xiqun	10/06/12 – 09/06/20	6,000,000	-	-	-	6,000,000	0.42%
<b>Employees of the Group</b>	10/06/12 – 09/06/20	50,000,000	-	-	-	50,000,000	3.47%
<b>Total</b>		<b>92,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>92,000,000</b>	<b>6.38%</b>

## **SHARE OPTIONS SCHEMES** *(Continued)*

### **Pre-IPO Share Option Scheme** *(Continued)*

The options granted under the Pre-IPO Share Option Scheme shall vest in the relevant option holder in tranches in the following manner:

- (a) 10% of the option shall vest on 10 June 2012;
- (b) 20% of the option shall vest on 10 June 2013;
- (c) 30% of the option shall vest on 10 June 2014; and
- (d) 40% of the option shall vest on 10 June 2015.

### **Share Option Scheme**

During the three months ended 31 March 2012, no option was granted, exercised or lapsed under the Share Option Scheme.

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

As at 31 March 2012, interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange, were as follows:

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION** *(Continued)*

**Long positions in shares and underlying shares of the Company**

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of ordinary shares held</b>	<b>Number of underlying shares pursuant to share option</b>	<b>Aggregate interests</b>	<b>Approximate percentage of shareholding in the Company</b>
Mr. Yeung	Interest of controlled corporation	700,400,000 <i>(Note 1)</i>	–	700,400,000	48.64%
	Beneficial owner	–	10,000,000 <i>(Note 2)</i>	10,000,000	0.69%
Mr. CHAN Hok Leung	Beneficial owner	3,500,000	10,000,000 <i>(Note 2)</i>	13,500,000	0.94%
Mr. XIN Luo Lin	Beneficial owner	–	10,000,000 <i>(Note 2)</i>	10,000,000	0.69%
Mr. CHAN Kai Nang	Beneficial owner	–	6,000,000 <i>(Note 2)</i>	6,000,000	0.42%
Mr. YI Xiqun	Beneficial owner	–	6,000,000 <i>(Note 2)</i>	6,000,000	0.42%
Mr. TSUI Pui Yan	Beneficial owner	1,000,000	–	1,000,000	0.07%

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION** *(Continued)*

### **Long positions in shares and underlying shares of the Company** *(Continued)*

#### *Notes:*

1. These Shares represent 630,000,000 Shares owned by Master Link Assets Limited ("Master Link") and 70,400,000 Shares owned by Allied Target Holdings Limited ("Allied Target").

Master Link is wholly and beneficially owned by Mr. Yeung. By virtue of the SFO, Mr. Yeung is deemed to be interested in the 630,000,000 Shares held by Master Link.

In addition to the interest in 630,000,000 Shares held through Master Link, 70,400,000 Shares are held by Allied Target which is owned as to 70% by Mr. Yeung. By virtue of the SFO, Mr. Yeung is deemed to be interested in the Shares held by Allied Target.

2. These Shares represent the underlying interest in Shares pursuant to the options granted to the Directors by the Company under the Pre-IPO Share Option Scheme. Further details are set out in the paragraph headed "Pre-IPO Share Option Scheme" under the section headed "SHARE OPTION SCHEMES" above.

Save as disclosed above, as at 31 March 2012, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange.

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY**

As at 31 March 2012, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who are directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group were as follows:

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY *(Continued)*

### Long positions in shares of the Company

Name of shareholder	Capacity	Number of shares held	Approximate percentage of shareholding in the Company
Master Link <i>(Note 1)</i>	Beneficial owner	630,000,000	43.75%
Mr. LIM Hua Min ("Mr. Lim") <i>(Note 2)</i>	Interest of controlled corporation	252,955,791	17.57%
Phillip Capital (HK) Limited ("Phillip Capital (HK)") <i>(Note 2)</i>	Beneficial owner	252,955,791	17.57%
Ms. LAM Pik Wah	Beneficial owner	90,000,000	6.25%

#### Notes:

1. Master Link is an investment holding company, the entire issued share capital of which is wholly and beneficially owned by Mr. Yeung.
2. Phillip Capital (HK) is an investment holding company which is owned as to 85% by Mr. Lim. By virtue of the SFO, Mr. Lim is deemed to be interested in the 252,955,791 Shares owned by Phillip Capital (HK).

Save as disclosed above, as at 31 March 2012, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES OF THE COMPANY

Save as disclosed in the paragraph headed "Placing of new shares" under the section headed "MANAGEMENT DISCUSSION AND ANALYSIS" above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the three months ended 31 March 2012.

## **INTERESTS OF THE COMPLIANCE ADVISER**

As notified by VC Capital Limited (“VC Capital”), the compliance adviser of the Company, neither VC Capital nor its directors or employees or associates had any interests in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) as at 31 March 2012.

Pursuant to the agreement dated 17 June 2010 entered into between VC Capital and the Company, VC Capital received and will receive fees for acting as the compliance adviser of the Company.

## **DIRECTORS’ INTERESTS IN A COMPETING BUSINESS**

For the three months ended 31 March 2012, the Directors are not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group nor any conflict of interest which any such person has or may have with the Group.

## **AUDIT COMMITTEE**

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The audit committee comprises three independent non-executive Directors, namely, Mr. Chan Kai Nang (chairman of the audit committee), Mr. Tsui Pui Yan and Mr. Yi Xiqun.

Since the listing of the Company on GEM of the Stock Exchange, the Group has engaged a professional accounting firm (the “Internal Auditors”) to conduct regular internal audits and to report to the audit committee. The First Quarterly Financial Statements have been reviewed by the Internal Auditors and they confirm that they have not identified any matters that need to be brought to the attention of the audit committee.

The audit committee has reviewed the First Quarterly Financial Statements and is of the opinion that the preparation of those statements complies with the applicable accounting standards and that adequate disclosures have been made.

By order of the Board  
**Asian Capital Holdings Limited**  
**YEUNG Kai Cheung Patrick**  
*Executive Chairman*

Hong Kong, 8 May 2012

*As at the date of this report, the Board comprises Mr. YEUNG Kai Cheung Patrick (executive chairman) and Mr. CHAN Hok Leung being executive Directors; Mr. XIN Luo Lin (honorary chairman) being non-executive Director; and Mr. YI Xiqun, Mr. CHAN Kai Nang and Mr. TSUI Pui Yan being independent non-executive Directors.*