亞洲資產（控股）有限公司
ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8025)

FIRST QUARTERLY RESULTS ANNOUNCEMENT
(For the three months ended 31 March 2009)

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (the "Stock Exchange")

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement, for which the directors of Asian Capital Resources (Holdings) Limited 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 Asian Capital Resources (Holdings) Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the *omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

As at the date of this announcement, the executive directors of the Company are Mr. Xie Xuan (Chairman), Mr. Yang Qiulin and Mr. Qiu Yue; the non-executive director is Mr. Lo Mun Lam Raymond (Vice Chairman) and the independent non-executive directors are Mr. Wu Jixue, Dr. Feng Ke and Mr. Zhang Daorong.

UNAUDITED CONSOLIDATED RESULTS

The board of directors (the "Board") of Asian Capital Resources (Holdings) Limited (the "Company") present the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the three months ended 31 March 2009 together with the comparative figures for the corresponding period in 2008 as follows:

		For the three months ended 31 March	
		2009	2008
	Notes	***HK$' 000***	*HK$' 000*
Turnover	*2*	13,319	26,571
Cost of services		(10,928)	(23,114)
Gross profit		2,391	3,457
Interest income		1	8
Other income		81	126
Staff costs		(2,376)	(2,812)
Depreciation and amortisation		(7,147)	(158)
Operating lease rental		(563)	(784)
Other operating expenses		(1,194)	(2,510)
Loss from operating activities		(8,807)	(2,673)
Finance costs	*3*	(147)	(73)
Loss before taxation		(8,954)	(2,746)
Taxation	*4*	-	-
Loss for the period		(8,954)	(2,746)
Attributable to:			
Equity holders of the Company		(5,766)	(2,746)
Minority interests		(3,188)	-
		(8,954)	(2,746)
Loss per share			
- Basic	*5*	(0.60 cents)	(0.43 cents)

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Unaudited Consolidated Statement of Changes in Equity for the three months ended 31 March 2009

	Attributable to equity holders of the Company							
	Share capital	Share premium	Capital reserves	Translation Reserve	Accumulated losses	Total	Minority interests	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
As at 1 January 2008	63,933	97,008	26,020	(775)	(203,297)	(17,111)	817	(16,294)
Movement of the period	-	-	-	(220)	(2,746)	(2,966)	-	(2,966)
As at 31 March 2008	63,933	97,008	26,020	(995)	(206,043)	(20,077)	817	(19,260)
As at 1 January 2009	96,342	119,693	26,020	(1,832)	(261,417)	(21,194)	100,083	78,889
Movement of the period	-	-	-	-	(5,766)	(5,766)	(3,188)	(8,954)
As at 31March 2009	**96,342**	**119,693**	**26,020**	**(1,832)**	**(267,183)**	**(26,960)**	**96,895**	**69,935**

Notes:

1. BASIS OF PREPARATION

The unaudited 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 ("the HKICPA"), and accounting principles general accepted in Hong Kong. The principal accounting policies adopted in preparing these financial statements are consistent with those followed in the Group's annual audited consolidated financial statements for the year ended 31 December 2008.

2. TURNOVER

The Group's turnover represents the invoiced value of (1) distribution fees from the provision of content information; (2) service fees from the provision of internet protocol services; and (3) service fees from the provision of logistics services and excludes intra-Group transactions as follows:

	For the three months Ended 31 March	
	2009	2008
	HK$'000	*HK$'000*
Content solution service		
- distribution fees	**-**	27
Internet protocol service fees	-	-
Logistics service fees	**13,319**	26,544
Total turnover	**13,319**	26,571

3. FINANCE COSTS

The finance costs represent the interest on amount due to the Company's ultimate holding company, which bears interest at 5%.

4. TAXATION

No Hong Kong profits tax and PRC income tax has been provided for the three months ended 31 March 2009 as the Group has no assessable profit for the period.

5. LOSS PER SHARE

The calculation of basic loss per share for the three months ended 31 March 2009 is based on the net loss from ordinary activities attributable to shareholders of approximately HK$5,766,000 (2008:HK$2,746,000 and the weighted average number of ordinary shares of approximately 963,417,986 (2008: 639,335,418) during the period.

DIVIDEND

The Board does not recommend the payment of dividend for the three months ended 31 March 2009 (2008: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Turnover and loss attributable to shareholders

The total turnover of the Group for the three months ended 31 March 2009 was approximately HK$13,319,000 (2008: HK$26,571,000) which was decreased by approximately 50% as compared to that of the previous financial year. The Board noticed one of the significant reasons for the decrease in the total turnover of the Group was a result of the poor global economic outlook, coupled with the ongoing global financial crisis during the period which has affected the entire transportation industry in the PRC.

The unaudited consolidated loss from operations for the three months ended 31 March 2009 was approximately HK$8,807,000, which was significantly increased as compared with the corresponding period last year, HK$2,673,000. The increase in loss for the period is mainly attributable to the substantial provision made for the asset impairment loss in respect of the goodwill provision on Guangzhou Wavecom Communication and Advertising Limited of about HK$36 million, for the year ended 31 December 2008. Provision has been made for the asset impairment loss provision on the goodwill of Guangzhou Wavecom Communication and Advertising Limited as the Board, on the recommendation of the Company's auditors, has adopted a prudent approach and determined that based on IAS 36, an impairment on goodwill provision should be made on the assets of Guangzhou Wavecom Communication and Advertising Limited. Excluding the amortization of the license value of the Company's subsidiary, Guangzhou Wavecom Communication and Advertising Limited, the Group has successfully reduced the operating loss for the three months ended 31 March 2009 by 32%. Once the operations of the internet protocol television services begin to contribute to the revenue of the Group, the license value shall improve and the enterprise value of the Group will increase.

The Group's gross profit margin is increased from 13% for the three months ended 31 March 2008 to 18% for the current period.

Financial cost

The financial cost of the Group for the three months ended 31 March 2009 was approximately HK$147,000 (2008: HK$73,000) which was increased by approximately 101% as compared to that of the same period of last year.

Liquidity, financial resources and capital structure

For the three months ended 31 March 2009, the Group's borrowing consists of a loan from the Company's ultimate holding company of HK$12,262,451. The Group had a cash balance of approximately HK$3,106,000 (2008: HK$6,894,000)

The Group continues to adopt a prudent treasury policy to maintain its cash balance either in Hong Kong Dollars, or in the local currencies of the operating subsidiaries, maintaining a minimum exposure to foreign exchange risks.

The issued share capital of the Group for the three months ended 31 March 2009 has increased from HK$63,933,541 to HK$96,341,799, as compared with that for the same period last year.

Gearing Ratio

As at 31 March 2009, the gearing ratio of the Group, expressed as a percentage of total borrowings over total assets, was 16% (2008:16%).

Employee and remuneration policies

As at 31 March 2009, the Group employed a total of 149 employees (as at 31 March 2008: 158), of which 6 were located in Hong Kong and the remaining 143 were located in the PRC. The Group's remuneration policies are in line with the prevailing market practices and formulated on the basis of performance and experience of the employees. The salary and related benefits of the employees are rewarded on a performance related basis and the general remuneration structure of the Group is subject to review annually.

Material acquisitions and disposals of subsidiaries and affiliated companies

Deregistration and Winding-Up of various Subsidiaries in the Group

The Board has resolved that, in order to reduce the operating costs of the Group, those subsidiaries within the Group which no longer add value to, nor generate any income attributable to the Group, should be deregistered, or voluntarily wound up. The Board considers that the deregistration and winding up of the various subsidiaries setout below will have no impact on the operations of the Group, other than reducing the Group's operating costs.

Those subsidiaries which are currently in the deregistration process are: AIR Logistics International Holdings Limited (BVI), AIR Logistics International Holdings Limited, AIR SQW Limited, Asian Information Resources Consultants Limited, Chinareference.com Limited, Easy On Logistics Limited, Explore International Limited, Explore Limited, and Sinobase Asia Limited.

Those subsidiaries which have been deregistered are: AIR Logistics International Limited, and e-Daily Limited.

Those subsidiaries which are currently being voluntarily wound up are: Asian Information Investment Consulting Limited, BuyCollection.com Limited, and Myhome Network Limited.

Material Litigation and Contingent Liabilities

Neither the Company nor any of its subsidiaries is involved in any litigation or claim of material importance and there is no litigation or claim of material importance known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

OPERATIONAL REVIEW

During the period under review, the Group has continued its focuses on and has reviewed the long-term prospects of its core business in logistics services and information technology, whilst seeking to further enlarge its revenue base through the acquisition of a media company in the PRC, and the subsequent provision of internet protocol television services to the greater southern China region. The Group continues to explore investment opportunities which are strategic to and in line with the Group's business operations and which will contribute significantly to the return of the Company's shareholders.

The Company has a sufficient level of operations in logistics services and has sufficient assets to operate its business as a going concern. Currently, the Company does not have any financial difficulties to an extent which may seriously impair the Company's ability to continue its business. The Company also has sufficient assets to operate its business due to the continuing support of the major shareholder of the Company.

The Board has continually been seeking investment opportunities to broaden the Group's income base and to expand the Group's business operations. Hence, on 24 December 2007 the Company entered into an agreement to purchase Guangzhou Wavecom Communication and Advertising Limited (the "Acquisition"). On 12 September 2008 the Company announced that the Acquisition had been completed on 11 September 2008. As such the media company, Guangzhou Wavecom Communication and Advertising Limited, and its subsidiary South Pearl Limited, have been incorporated into the corporate structure of the Group.

Unfortunately, however, the unforeseen global economic crisis which occurred in the later part of 2008, and financial tsunami that the global economy is currently experiencing has meant that the Board has had to adopt a conservative approach, and determined that it was in the best interests of the Group to delay the launch of the provision of internet protocol television services to the greater southern China region

The Board continues the process of reviewing all the operations of the Group to ensure that the returns from those operations can be justified. The Board intends to dispose of all non-profitable operations within the Group. Furthermore, the Board will continue to strive to reduce the operating costs of the Group, and is aiming towards achieving profitability from all of the divisions within the Group.

Performance of operating divisions

Logistics Services

Notwithstanding the management's efforts in rationalizing the Group's operations and enhancing the Group's cost efficiency during the period, the aim to attain profitability in the logistics division is yet to be achieved. In the year ahead, the Group will continue to strengthen its ability to meet the growing demand for quality logistics services and allocate sufficient resources to develop the PRC market.

Considering the importance of the business and the issues encountered by the Group during the period in respect of its logistics operations, the management of the Company has put a great deal of effort into improving the operation and control of the logistics division through the division's branches and subsidiaries.

This division of the Group had generated the majority of the returns the Group derived from its business operations during the reporting period. However the poor global economic conditions in the later part of 2008, and the ongoing financial crisis of the United States since September of 2008, unfortunately have had a significant impact on the financial performance that has been achieved from the Group's logistics division and management wishes to address this critically in 2009, in view of the diversification the Group has successfully entered into in September of 2008. Nevertheless the management has been diligent in protecting the Group by containing the losses to a much lower level in terms of the logistics operations and any diversification of focus made would not materially affect the performance of the Group as a whole.

In fact the trade volume in China during the later part of 2008, and early 2009, has been far worse than the Board had anticipated. As recently reported, affected by the global economic crisis, China's exports dropped rapidly in the fourth quarter of 2008. In December, China's export growth was –2.8%, bringing the growth rate for 2008 to 17.2%, which is 2.1% lower than the growth in the first 11 months of 2008. Furthermore, China saw its foreign trade value tumble last February. Exports value in February 2009 experienced a record year-on-year plunge of 25.7% in more than a decade to US$64.9 billion, while imports shrank 24.1% to US$60.05 billion. The combined trade volume in the first two months of 2009 contracted 27.2% year-on-year to US$266.77 billion, with aggregate exports falling 21.1% to US$155.33 billion, and imports diving 34.2% to US$111.44 billion (source: China Knowledge).

Given the above, the Board will seek to address the revenue issue that is a direct result of the worse than expected trade numbers, through the implementation of viable strategies which will see the Group move towards other opportunities for the generation of significant revenue for the Group, which will allow the Group to ultimately generate long-term and sustainable returns to the Company's shareholders.

Information Technology

The Board has been seeking investment opportunities to broaden the Group's income base and to expand the Group's existing business operations from the information technology division. The Board has considered the following factors, including, but not limited to, the Group's existing investments in the information technology division, and the returns that are currently achieved therefrom. The Board believes that the Acquisition will, once the general global economy improves, provide the basis for the generation of long-term and sustained revenue streams for the Group which in turn will improve the returns to the shareholders of the Company.

As a result of the global financial crisis, and the downturn in the global economy, the Board has had to adopt a conservative approach, and has determined that it is in the best interests of the Group to delay the official launch of its internet protocol television services as the consumer base is likely to be concerned about subscribing for long-term services which the Group will offer. The Board considers that at present it is time for prudence and not to make heavy capital commitment and thereby decided that, during the first quarter of 2009, the internet protocol television market is not conducive to launching the internet protocol television services in the greater southern China region.

The Board has commenced the initial phases of the launch the provision of the internet protocol television services and testing of the products and contents are in progress. Since the approval of the Acquisition by the Ministry of Commerce and Industry on 11 September 2008, the subsidiary has recruited a new management team and IT executives to prepare for the commencement of the business. The Board is hopeful and expectant the general world economy will further improve in the forthcoming year, and as such the market will be more conducive to the official launch of the internet protocol television services.

During the first three months of 2009, the Board has been concentrating on finalizing all developments in its internet protocol television services and is working towards an official launch of the provision of internet protocol television services to the greater southern China region in the second quarter of 2009. Presently the Company is in negotiations with various other companies in the greater southern China region for the take-up of the launch of its internet protocol television services portals. In addition, a contract of service has been signed with a broadband intranet carrier for servicing their existing client base of 60,000 plus viewers. The Company has also invested in the necessary assets and equipment that will form the basis for the launch of its internet protocol television services. The impact of the international financial crises has meant that the Board has had to be very cautious with the launch of the internet protocol television services in the greater southern China region so that maximum benefit will accrue to the Company and which will lead to the new venture being a great success and the major contributor to the Group's activities in future periods.

The delay in the expected date of launch of the provision of the internet protocol television services meant that there was no improvement to the expected revenue base of the Group for the period in question. The Board anticipates, that given the poor economic outlook at present, which is expected to persist in the near future, that for forthcoming periods the expected revenue base of the Group will not improve significantly, as had been forecast at the time that the Acquisition was contemplated.

Shareholders shall be kept informed of any developments in this sector, and shall be fully advised of the Board's intentions regarding the progress of the internet protocol television services, and the additional revenue to the Group which is expected to be derived therefrom.

Financial Consultancy

Apart from the aforementioned operations, the Group continues to explore investment opportunities which are strategic to its business operations and which will contribute significantly to the return of our shareholders. To this end the Group, looking forward to 2009, has decided to explore further opportunities for development in the corporate finance sector. Hence the acquisition of Vega International Group Limited ("Vega"), which is principally engaged in the provision of services in corporate finance and investment, project planning and development, technology project brokerage services, corporate development services, management consulting and post-acquisition advisory and professional management services. The Group is now in the process of negotiating a number of contracts for the provision of financial consultancy services by Vega with companies in the southern China region. In terms of these consultancy services, they will be negotiated in the normal course of business and shareholders will be kept informed of this division as it progresses.

SUBSEQUENT EVENTS

Execution of a Further Supplemental Agreement

Reference is made to the circular issued by the Company dated 28 February 2008, and the announcement of the Company dated 20 June 2008 in relation to the execution of a supplemental agreement on 20 June 2008 by the Company and the Vendors (the "First Supplemental Agreement"), wherein it is stated in the announcement that "pursuant to clause 3.5 of the Supplemental Agreement it has been agreed that the Convertible Notes will be executed and issued no earlier than three months after the date of completion of the Acquisition, and no later than 6 months after the date of completion of the Acquisition".

Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as those defined in the Circular and the announcement of the Company dated 20 June 2008.

Given the Company and the Vendors noted that, as at 8 April 2009, the Convertible Notes had not been issued within the 6 month time frame provided for in the First Supplemental Agreement, the Company and the Vendors executed a further supplemental agreement on 8 April 2009 (the "Second Supplemental Agreement"), whereby the Company and the Vendors agreed to amend clause 3.5 of the First Supplemental Agreement, to extend the time for issuance of the Convertible Notes to no later than 31 March 2010.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2009, none of the Directors and the chief executive of the Company had registered an interest or short position in any shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rule 5.46 of the GEM Listing Rules.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES DISCLOSEABLE UNDER THE SFO

As at 31 March 2009, the following persons (other than the Directors and chief executive of the Company) had interests and short positions in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholder	Capacity	Nature of interest	Number of ordinary shares held	Approximate percentage of the Company's issued share capital
Asian Dynamics International Limited *(Note 1)*	Beneficial owner	Corporate	546,392,132	56.71%
Concord Square Limited	Beneficial owner	Corporate	91,000,000	9.45%
Aldgate Agents Limited *(Note 2)*	Beneficial owner	Corporate	66,120,000	6.86%
Mongolia Energy Corporation Limited	Interest of a controlled corporation	Corporate	66,120,000	6.86%

Notes:

1. Asian Dynamics International Limited is a company incorporated in the British Virgin Islands and beneficially owned by Asian Wealth Incorporated, Denwell Enterprises Limited, Glamour House Limited, Mr. Chan Chi Ming and Mr. Chau Tak Tin.

2. Aldgate Agents Limited is a wholly owned subsidiary of Mongolia Energy Corporation Limited, previously known as New World Cyberbase Limited, a company listed on the Stock Exchange (stock code 276). Their interests in the shares of the Company duplicate with each other.

Save as disclosed above, as at 31 March 2009, no persons, other than the Directors and chief executive of the Company, whose interests are set out under the heading "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, had registered an interest or short position in any shares, underlying shares or debentures of the Company that was required to be recorded under Section 336 of the SFO.

COMPETING INTERESTS

None of the Directors or management shareholders of the Company or their respective associates had an interest in a business which competes or may compete, either directly or indirectly, with the business of the Group nor any conflicts of interest which has or may have with the Group.

MANAGEMENT SHAREHOLDER

As far as the Directors are aware of, other than Asian Dynamics International Limited, Mongolia Energy Corporation Limited, Aldgate Agents Limited, and Concord Square Limited, as disclosed above, there was no other person during the three months ended 31 March 2009 who was directly or indirectly interested in 5% or more of the shares then in issue of the Company and who was able, as a practicable matter, to direct or influence the management of the Company.

SHARE OPTIONS

For the three months ended 31 March 2009, there are outstanding 97,840,073 ordinary shares of HK$0.10 each in the capital of the Company ("the Option Share(s)") granted by the Company and fall to be issued upon exercise of the Option Shares at the exercise price of HK$0.275 per Option Share.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period ended 31 March 2009.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors.

The Company has made specific enquiry of all Directors and the Directors have confirmed that they have complied with all the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during the three months ended 31 March 2009.

AUDIT COMMITTEE

In compliance with Rule 5.28 of the GEM Listing Rules, the Company has established an audit committee comprising independent non-executive Directors, namely Mr. Zhang Daorong, Mr. Wu Jixue and Dr. Feng Ke and has adopted terms of reference governing the authorities and duties of the audit committee. The primary duties of the audit committee are to review and supervise the financial reporting process and internal controls of the Group. The audit committee has reviewed the draft of this announcement and has provided advice and comments thereon.

On behalf of the Board
Xie Xuan
Chairman

Hong Kong, 12 May 2009