

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

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**Company name** : **Asian Capital Resources (Holdings) Limited**

**Stock code (ordinary shares)** : **8025**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 December 2011.

#### **A. General**

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 16 December 1999

Name of Sponsor(s) : N/A

Name of Directors : **Executive Directors:**  
Mr. Xie Xuan (Chairman)  
Mr. Qiu Yue

**Non-Executive Directors:**  
Mr. Lo Mun Lam Raymond (Vice Chairman)

**Independent Non-Executive Directors:**  
Mr. Wu Jixue  
Mr. Zhang Daorong  
Dr. Feng Ke

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name of Substantial Shareholder	Capacity	Number of shares	Approximate % issued Shares as at 18 March 2011
Asian Dynamics International Limited	Beneficial owner	546,846,132	50.87%
Glamour House Limited ( <i>Note 1</i> )	Interest of a controlled corporation	546,964,782	50.88%
Mr. Chu Yat Hong ( <i>Note 2</i> )	Interest of a controlled corporation	546,964,782	50.88%
Mr. Xie Xuan ( <i>Note 3</i> )	Interest of a controlled corporation	546,964,782	50.88%

*Note 1: The controlled corporation is Asian Dynamics International Limited, which is beneficially owned as to 67.18% by Glamour House Limited.*

*Note 2: The controlled corporation is Glamour House Limited, which is beneficially owned as to 90% by Mr. Chu Yat Hong, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.*

*Note 3: The controlled corporation is Glamour House Limited, which is accustomed to acting in accordance with Mr. Xie Xuan's instructions who is its sole director, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.*

Name(s) of company(ies) listed on GEM : N/A  
or the Main Board of the Stock Exchange  
within the same group as the Company

Financial year end date : 31 December

Registered address : Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business : Room 801, 8/F  
Dannies House  
20 Luard Road, Wanchai  
Hong Kong

Web-site address (if applicable) : [www.airnet.com.hk](http://www.airnet.com.hk)

Share registrar : *Principal share registrar and transfer office*  
Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, Fort Street  
P.O. Box 705, George Town  
Grand Cayman  
Cayman Islands

*Hong Kong branch share registrar and transfer office*  
Hong Kong Registrars Limited  
46th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

Auditors : Pan-China (H.K.) CPA Limited  
20/F., Hong Kong Trade Centre  
161-167, Des Voeux Road  
Central  
Hong Kong

**B. Business activities**

The Group is principally engaged in the provision of logistics, content solution services and internet solutions services.

**C. Ordinary shares**

Number of ordinary shares in issue : 1,082,687,986 shares  
Par value of ordinary shares in issue : HK\$0.10  
Board lot size (in number of shares) : 2,000  
Name of other stock exchange(s) on which ordinary shares are also listed : N/A

**D. Warrants**

Stock code : N/A  
Board lot size : N/A  
Expiry date : N/A  
Exercise price : N/A  
Conversion ratio : N/A  
(Not applicable if the warrant is denominated in dollar value of conversion right)  
No. of warrants Outstanding : N/A  
No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

**E. Other securities** :

**Convertible Notes**

As at 4 November 2011, there is an outstanding principal amount of HK\$66,017,138.68 of zero-coupon convertible notes due 10 October 2012 with the conversion price of HK\$0.218

per ordinary share which are convertible into a maximum of 302,830,911 ordinary shares of the Company upon full conversion of the convertible notes.

### **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Mr. Xie Xuan

\_\_\_\_\_  
Mr. Qiu Yue

\_\_\_\_\_  
Mr. Lo Mun Lam Raymond

\_\_\_\_\_  
Mr. Wu Jixue

\_\_\_\_\_  
Dr. Feng Ke

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Mr. Zhang Daorong