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*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8025)

**DISCLOSEABLE AND CONNECTED TRANSACTION  
IN RELATION TO THE ACQUISITION OF 40% OF  
THE ISSUED CAPITAL OF BEST CONCEPT LIMITED AND  
THE SALE LOAN**

**THE SALE AND PURCHASE AGREEMENT**

On 10 January 2014 (after trading hours), the Purchaser, a wholly owned subsidiary of the Company, and the Vendors entered into the Sale and Purchase Agreement, pursuant to which the Purchaser agreed to purchase the Sale Shares representing 40% issued share capital of the Target Company and the Sale Loan for a consideration of HK\$6,070,000, which will be fully satisfied in cash by internal resources of the Group.

The Target Company currently owns two office property units located in Guangzhou, the PRC. Upon completion of the Acquisition, the Group has the right to use Property A as the office for its operations in Guangzhou free of any rental charges for such period the Purchaser shall determine as long as the Purchaser's shareholding in the Target Company does not fall below 40%.

**IMPLICATIONS OF THE GEM LISTING RULES**

As at the date of this announcement, Mr. Xie (a Vendor) is an executive Director and a substantial shareholder of the Company and Ms. Yang (a Vendor) is the spouse of Mr. Xie, the Vendors are therefore regarded as connected persons of the Company under the GEM Listings Rules. In addition, one or more of the applicable percentage ratios as set out in the GEM Listing Rules in respect of the Acquisition is more than 5% but all of them are less than 25%. Accordingly, the Acquisition constitutes a discloseable and connected transaction to the Company under the GEM Listing Rules. However, given that each of the applicable percentage ratios is less than 25% and the Consideration is less than HK\$10,000,000, the Acquisition is subject to the reporting and announcement requirements but is exempt from the independent Shareholders' approval.

## **THE SALE AND PURCHASE AGREEMENT**

### **1. Date**

10 January 2014 (after trading hours)

### **2. Parties**

- (i) the Purchaser, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company;
- (ii) Mr. Xie (being a Vendor as to 2 Sale Shares and the Sale Loan); and
- (iii) Ms. Yang (being a Vendor as to 2 Sale Shares and the Sale Loan).

As Mr. Xie is an executive Director and a substantial shareholder of the Company and Ms. Yang is the spouse of Mr. Xie, the Vendors are connected persons of the Company under the GEM Listing Rules. As at the date of this announcement, the Vendors hold a total of 10 shares of the Target Company representing the entire issued share capital of the Target Company, out of which 5 shares were issued to each of the Vendors. In addition, the Vendors have advanced an unsecured and interest free loan in the principal sum of HK\$6,750,000 and maturing on 31 December 2016 to the Target Company.

### **3. Assets to be purchased**

The Sale Shares, representing 40% issued share capital of the Target Company, and the Sale Loan of HK\$2,700,000, representing 40% of the loan owed by the Target Company to the Vendors. The original purchase cost of the Sale Shares and the Sale Loan by the Vendors is HK\$2,700,004.

### **4. Consideration**

The Consideration is HK\$6,070,000, which shall be payable to the Vendors equally in cash on the Completion Date. The Consideration will be fully satisfied by internal resources of the Group.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendors with reference to the financial information of the Target Company in the past years and the valuation of the Properties as at 30 November 2013 of an aggregate sum of HK\$15,390,000, on a market approach by reference to comparable market transactions, valued by a property valuer, which is a third party independent of and not connected with the Company, its subsidiaries or their respective connected person(s).

## 5. Others

Unless with the written consent of the Purchaser and the Vendors, the Purchaser and the Vendors shall procure the Target Company to comply with the following:

- (i) the Target Company shall be engaged in investment in the Properties and any other incidental activities only but shall not be engaged in other activities;
- (ii) The Target Company shall not dispose any of the Properties and shall not acquire any other assets; and
- (iii) The Target Company shall not mortgage or charge the Properties in favour of other parties for its own or other's financial needs.

Upon the Completion, the Group has the right to use Property A as the office for its operation in Guangzhou free of any rental charges for such period the Purchaser shall determine as long as the Purchaser's shareholding in the Target Company does not fall below 40%.

### FINANCIAL INFORMATION OF THE TARGET COMPANY

The net liabilities of the Target Company as at 31 March 2013 is approximately HK\$2.37 million. In arriving at the aforesaid figure, the Properties are stated at cost less accumulated depreciation and accumulated impairment losses and their value recognised as at 31 March 2013 only amounts to approximately HK\$4.2 million. However, the Properties as at 30 November 2013 have already been valued at HK\$15.39 million by an independent third party valuer.

The net profits before and after taxation and extraordinary items of the Target Company for each of the two years ended 31 March 2012 and 2013 are set out below:

	<b>Year ended 31 March</b>	
	<b>2012</b>	<b>2013</b>
Net (loss)/profit before taxation and extraordinary items	HK\$(0.44) million	HK\$(0.44) million
Net (loss)/profit after taxation and extraordinary items	HK\$(0.44) million	HK\$(0.44) million

Upon Completion, the Target Company will be equity accounted for in the consolidated financial statement of the Company.

## **REASONS FOR THE ACQUISITION**

The Company is an investment holding company and its subsidiaries are principally engaged in providing corporate management services, and investment consultancy. The Company has been engaged in providing management services and corporate strategic planning services in Guangzhou, the PRC. The Purchaser is an investment holding company.

The Target Company is an investment holding company. Its major assets are the investments in the Properties. The Target Company currently owns two adjacent office property units located at Unit Nos. 1506 & 1507 on level 15, Citic Plaza, No. 233 Tian He North Road, Tian He District, Guangzhou Shi, Guangdong Province, the PRC, with a total gross floor area of approximately 151.3 square meters and 223.15 square meters respectively.

Upon the Completion, the Group has the right to use Property A as the office for its operation in Guangzhou free of any rental charges for such period the Purchaser shall determine as long as the Purchaser's shareholding in the Target Company does not fall below 40%.

The Directors, including the independent non-executive Directors, consider that the terms of the Sale and Purchase Agreement are on normal commercial terms, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Mr. Xie has abstained from voting on the relevant board resolution in respect of the Acquisition.

## **IMPLICATIONS OF THE GEM LISTING RULES**

As at the date of this announcement, Mr. Xie (a Vendor) is an executive Director and a substantial shareholder of the Company and Ms. Yang (a Vendor) is the spouse of Mr. Xie, the Vendors are therefore regarded as connected persons of the Company under the GEM Listings Rules. In addition, one or more of the applicable percentage ratios as set out in the GEM Listing Rules in respect of the Acquisition is more than 5% but all of them are less than 25%. Accordingly, the Acquisition constitutes a discloseable and connected transaction to the Company under the GEM Listing Rules. However, given that each of the applicable percentage ratios is less than 25% and the Consideration is less than HK\$10,000,000, the Acquisition is subject to the reporting and announcement requirements but is exempt from the independent Shareholders' approval.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“Acquisition”	the acquisition of the Sale Shares and the Sale Loan by the Purchaser pursuant to the Sale and Purchase Agreement
“Board”	the board of Directors
“Business Day(s)”	any day, except Saturdays and Sundays, on which banks in Hong Kong are open for business
“Company”	Asian Capital Resources (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM
“Completion”	completion of the Acquisition
“Completion Date”	a date (to be decided by the Purchaser and the Vendors) within 1 calendar month of the date of the Sale and Purchase Agreement on which the Completion will take place
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the total consideration for the Acquisition, being HK\$6,070,000
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Xie”	Mr. Xie Xuan, an executive Director and the chairman of the Company, who is interested in approximately 36.82% of the issued share capital of the Company as at the date of this announcement
“Ms. Yang”	Ms. Yang Xue Yi, the spouse of Mr. Xie
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Properties”	Property A and Property B
“Property A”	an office unit at Unit No. 1506 on level 15, Citic Plaza, No. 233 Tian He North Road, Tian He District, Guangzhou Shi, Guangdong Province, the PRC
“Property B”	an office unit at Unit No. 1507 on level 15, Citic Plaza, No. 233 Tian He North Road, Tian He District, Guangzhou Shi, Guangdong Province, the PRC
“Purchaser”	Asian Information Resources Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company
“Sale Loan”	an unsecured and interest free loan of the principal amount of HK\$2,700,000 and maturing on 31 December 2016, being 40% of the total loan of HK\$6,750,000 owed by the Target Company to the Vendors
“Sale and Purchase Agreement”	the sale and purchase agreement dated 10 January 2014 (after trading hours) entered into between the Purchaser and the Vendors in relation to the Acquisition
“Sale Shares”	in aggregate, 4 ordinary shares of HK\$1 each in the share capital of the Target Company

“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Best Concept Limited, a limited company incorporated in Hong Kong
“Vendors”	Mr. Xie and Ms. Yang, and each of them as the “Vendor”
“%”	per cent

By Order of the Board of  
**Asian Capital Resources (Holdings) Limited**  
**Xie Xuan**  
*Chairman*

Hong Kong, 10 January 2014

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

*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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 herein or this document misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.airnet.com.hk](http://www.airnet.com.hk).*