
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Asian Capital Resources (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, 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 circular.



**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of Asian Capital Resources (Holdings) Limited to be held at Room 2102, 21/F., Fu Fai Commercial Centre, 27 Hillier Street, Sheung Wan, Hong Kong, on Friday, 16 June 2023 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for the EGM is enclosed herewith.

Whether or not you are able to attend the EGM in person, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the branch share registrar of the Company, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

This circular will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at www.airnet.com.hk.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of Extraordinary General Meeting	EGM-1

DEFINITIONS

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

“Appointment”	the proposed appointment of Crowe (HK) CPA Limited as the new auditors of the Company, subject to the approval of the Shareholders at the EGM
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Cheng & Cheng”	Cheng & Cheng Limited
“Company”	Asian Capital Resources (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Crowe”	Crowe (HK) CPA Limited, the new auditor of the Company proposed to be appointed at the EGM
“Directors”	The director(s) of the Company
“EGM”	The extraordinary general meeting of the Company to be held at Room 2102, 21/F., Fu Fai Commercial Centre, 27 Hillier Street, Sheung Wan, Hong Kong on Friday, 16 June 2023 at 3:00 p.m. and any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“GEM”	The GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	The Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	29 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08025)

Executive Directors:

Mr. Lu Yongde (*Chairman*)
Mr. Xie Xuan
Mr. Huang Haitao

Independent Non-executive Directors:

Mr. Zheng Hongliang
Dr. Wang Yi
Dr. Zhang Jin

Registered Office:

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

Head Office and Principal

Place of Business:
Room 2102, 21/F,
Fu Fai Commercial Centre,
27, Hillier Street,
Sheung Wan Hong Kong

29 May 2023

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purposes of this circular is to provide you with information regarding the resolution to be proposed at the EGM and to give you notice of the EGM.

PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 5 February 2023 in relation to, among other things, Cheng & Cheng Limited (“**Cheng & Cheng**”) has resigned as auditor of the Company with effect from 3 February 2023 as Cheng & Cheng has taken into account many factors including the necessary information available to them to perform their continuance assessment procedures and their available internal resources in the light of current work flow the professional risk associated with the audit.

LETTER FROM THE BOARD

With the recommendation from the audit committee of the Company, the Board proposes to appoint Crowe (HK) CPA Limited as the auditor of the Company and to hold office until the conclusion of the next general meeting of the Company. Pursuant to the Articles of Association of the Company, the proposed appointment of Crowe as the auditor will be subject to approval by the Shareholders at the EGM.

In this connection, Cheng & Cheng has confirmed that there are no matters that need to be brought to the attention of the Shareholders in connection with its resignation. The Board has also confirmed that it is not aware of any matters that need to be brought to the attention of the Shareholders in connection with the Appointment.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the branch share registrar of the Company, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

Closure of register of members

To ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 12 June 2023.

COMPLIANCE OF THE ARTICLES OF ASSOCIATION AND THE GEM LISTING RULES

Pursuant to the Article 156 of the Articles of Association, the Directors shall as soon as practicable convene the EGM to allow the Shareholders to approve the proposed Appointment by an ordinary resolution.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the resolution set out in the notice of the EGM will be voted by poll.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

RECOMMENDATION

The Directors consider that the Appointment is in the best interests of the Company and its Shareholders as a whole, and accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions approving the Appointment at the EGM.

GENERAL INFORMATION

Your attention is drawn to the notice convening the EGM. The English texts of this circular and the accompanying form of proxy shall prevail over the Chinese texts in case of inconsistency.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respect and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully,
On behalf of the Board
Asian Capital Resources (Holdings) Limited
Lu Yongde
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08025)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Asian Capital Resources (Holdings) Limited (the “**Company**”) will be held at Room 2102, 21/F., Fu Fai Commercial Centre, 27 Hillier Street, Sheung Wan, Hong Kong on Friday, 16 June 2023 at 3:00 p.m. to consider and, if thought fit, passing (with or without amendments) the following resolution of the Company as ordinary resolution:

ORDINARY RESOLUTION

1. to consider and appoint Crowe as the auditor of the Company and its subsidiaries to fill the vacancy following the resignation of Cheng & Cheng Limited with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.

By Order of the Board
Asian Capital Resources (Holdings) Limited
Lu Yongde
Chairman

Hong Kong, 29 May 2023

Registered Office:

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

Head Office and Principal Place of Business:

Room 2102, 21/F, Fu Fai Commercial Centre,
27, Hillier Street
Sheung Wan
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. To ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 12 June 2023.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
4. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
5. Completion and return of the proxy forms will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
6. As at the date of this notice, the executive directors of the Company are Mr. Lu Yongde, Mr. Xie Xuan and Mr. Huang Haitao; the independent non-executive directors are Mr. Zheng Hongliang, Dr. Wang Yi and Dr. Zhang Jin.