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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8025)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

The Board wishes to inform holders of the Company's shares and securities and potential investors that as a result of the deregistration AIR Techlogic during the reporting period for the nine months ended 30 September 2011, that the Company will state the Gain on Deregistration in the Company's unaudited condensed consolidated income statement, to be included in the Company's 2011 Third Quarterly Results announcement. The Gain on Deregistration is expected to have a material positive impact on the Company's 2011 Third Quarterly Results.

Holders of the Company's shares and securities and potential investors are advised to exercise caution when dealing in the securities of the Company.

This announcement is made by Asian Capital Resources (Holdings) Limited (the "**Company**"), together with its subsidiaries (the "**Group**") pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM Board of the Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

The board of directors of the Company (the "**Board**") wishes to inform holders of the Company's shares and securities and potential investors that the Company will state a substantial gain on the deregistration of a subsidiary of the Company in the Company's unaudited condensed consolidated income statement for the nine months ended 30 September 2011 in the amount of approximately HK\$26,500,000 (the "**Gain on Deregistration**"). The Company's intended statement of the Gain on Deregistration is a direct result of the deregistration of Asian Information Resources Techlogic Limited ("**AIR Techlogic**") during the reporting period, which prior to its deregistration was the beneficial owner of 60% of the entire issued share capital of Ever-OK International Co., Limited ("**Ever-OK**"). The Gain on Deregistration is expected to have a material positive impact on the Company's third quarterly results announcement for the nine months ended 30 September 2011 (the "**Company's 2011 Third Quarterly Results**").

Pursuant to the Company's announcement dated 2 November 2009, the Board informed holders of the Company's shares and securities and potential investors that on 27 October 2009 the Board was informed by the management of Ever-OK, a logistics company specializing in freight-forwarding in the People's Republic of China, that Ever-OK was not operating as a profitable entity, and that the achievement of profitability in the foreseeable future was not a realistic possibility. Given that information, and given the Board's desire to focus on the Company's newly acquired IPTV business, the Board determined that it was in the best interests of the Company, and the Company's shareholders as a whole, to initiate the closure of the business operations of Ever-OK. The Company previously owned, through its subsidiary AIR Techlogic, 60% of the total issued share capital of Ever-OK. Further, prior to the discontinuation of the business operations of Ever-OK, Ever-OK operated the Group's logistics division. As part of discontinuance of the business operations of Ever-OK, and in order to reduce the Company's potential liabilities, the Board determined it was in the best interests of the Company and the Company's shareholders as a whole to initiate the deregistration of AIR Techlogic.

The Registrar of the Hong Kong Companies Registry (the "**Companies Registry**") has advised the Company that as a result of the deregistration by a notice published in the Hong Kong Government Gazette by the Registrar of the Companies Registry on 12 August 2011, that AIR Techlogic has been deregistered from the Companies Registry. The Board has determined that upon the deregistration of AIR Techlogic, the Company no longer is required to bear the liabilities of Ever-OK resulting in the Gain on Deregistration needing to be stated in the Company's unaudited condensed consolidated income statement to be included in the Company's Third Quarterly Results announcement.

The Board has adopted a prudent approach to the statement of the Company's 2011 Third Quarterly Results, and has determined that in accordance with the principal accounting policies adopted in preparing the Company's financial statements, as are consistent with those followed in the Company's annual audited consolidated financial statements for the year ended 31 December 2010, that the company will no longer have to bear any of the liabilities of Ever-OK and that such liabilities should be stated as the Gain on Deregistration in the unaudited condensed consolidated income statement, to be included in the Company's 2011 Third Quarterly Results announcement. The Board considers that the Gain on Deregistration is an extraordinary item of a non-recurring nature.

The Gain on Deregistration is expected to have a material positive impact on the Company's 2011 Third Quarterly Results.

Holders of the Company's shares and securities and potential investors are advised to read carefully the Company's announcement of the Company's 2011 Third Quarterly Results, which are expected to be published on 11 November 2011.

Holders of the Company's shares and securities and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
Asian Capital Resources (Holdings) Limited
Andrew James Chandler

Hong Kong, 8 November 2011

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website at 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.