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*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08025)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Asian Capital Resources (Holdings) Limited (“Company”) will be held at 2:30 p.m. on Monday, 18 February 2013 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong to consider and, if thought fit, pass the following resolution, with or without modifications, as an ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the management agreement dated 31 December 2012 (the “Agreement”) entered into between Asian Capital Resources (Holdings) Limited (the “Company”), Biztech Company Limited (the “Subsidiary”) and Guangdong Zhicheng Weiye Investment Limited\* (廣東至誠偉業投資有限公司) in relation to providing management services to Guangdong Yingxin Xinxi Investment Limited\* (廣東盈信資訊投資有限公司) (including without limitation the transfer of 9% equity interest in the Subsidiary as consideration, details of the Agreement are set out in the company’s circular date 22 January 2013 (the “Circular”), copies of the Agreement and the Circular have been tabled at the meeting and marked “A” and “B” initialled by the chairman of EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Annual Caps (as defined and more particularly described in the Circular) be and are hereby approved and confirmed; and

\* *for identification purposes only*

(c) the directors of the Company be and are hereby authorized to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Agreement (including without limitation the transfer of 9% equity interest in the Subsidiary as consideration), the Annual Caps and all transactions contemplated thereunder.”

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

Hong Kong, 22 January 2013

*Registered Office:*

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

*Head office and principal place  
of business in Hong Kong:*

Room 801, 8/F  
Dannies House  
20 Luard Road, Wanchai  
Hong Kong

*As at the date of this notice, the directors of the Company are as follows:*

*Executive Directors:*

Mr. Chu Yat Hong  
Mr. Xiao Jing  
Mr. Xie Xuan  
Mr. Qiu Yue

*Non-executive Director:*

Mr. Lo Mun Lam Raymond

*Independent non-executive Directors:*

Mr. Wu Jixue  
Dr. Feng Ke  
Mr. Zhang Daorong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company's branch registrar in Hong Kong, 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 for holding the meeting or adjourned meeting.
- (3) Completion and return of an instrument appointing a proxy should not preclude a shareholder of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*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).*