
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 Asia 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 the transferee.

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Asia Resources Holdings Limited

亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

PROPOSED RE-ELECTION OF DIRECTOR

The notice convening the Annual General Meeting of Asia Resources Holdings Limited to be held at Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong, on Tuesday, 25 August 2009 at 10:30 a.m. was set out in the Company's circular dated 24 July 2009 (and as supplemented by this circular). Whether or not you are able to attend the Annual General Meeting, please complete and return the relevant form of proxy as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting to the branch share registrar of the Company, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

30 July 2009

* For identification purposes only

LETTER FROM THE BOARD

Asia Resources Holdings Limited

亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

Executive Directors:

Mr. Chim Kim Lun, Ricky (*Chairman*)
Mr. Chan Sung Wai
Mr. Chan Shun Yuen

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent non-executive Directors:

Mr. Yiu Fai Ming
Mr. Zhang Xianlin
Mr. Tse Yuk Kong

*Principal place of business
in Hong Kong:*

Unit 3404, 34th Floor
Bank of America Tower
12 Harcourt Road
Hong Kong

30 July 2009

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTOR

A. INTRODUCTION

Reference is made to the circular (“**Original Circular**”) of Asia Resources Holdings Limited (“**Company**”) dated 24 July 2009. This circular is a supplementary circular to the Original Circular. Unless otherwise defined, terms used in this circular shall have the same meanings as those used in the Original Circular.

The purpose of this circular is to provide Shareholders with further information in respect of an additional resolution to be proposed at the Annual General Meeting for the proposed re-election of Mr. Chan Shun Yuen (“**Mr. SY Chan**”), a Director who was appointed as an additional Director by the Company’s board of Directors on 30 July 2009 and is due to retire at the Annual General Meeting.

B. PROPOSED RE-ELECTION OF MR. SY CHAN AS DIRECTOR

As Mr. SY Chan was appointed as an additional Director by the Company’s board of Directors prior to the Annual General Meeting, in accordance with Bye-law 86 and 87 of the Bye-laws of the Company, Mr. SY Chan will retire at the Annual General Meeting by rotation. Mr. SY Chan, being eligible, will offer himself for re-election.

The biographical details of Mr. SY Chan are set out in the Appendix to this circular.

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LETTER FROM THE BOARD

C. ADDITIONAL RESOLUTION TO BE PROPOSED AT THE ANNUAL GENERAL MEETING

The Directors propose to add a new resolution no. 5 “To re-elect Mr. Chan Shun Yuen as Director” to the notice (“Notice”) of the Annual General Meeting contained in the Original Circular. This proposed resolution no. 5 will be considered and (if thought fit) passed by Shareholders at the Annual General Meeting as an ordinary resolution.

D. GENERAL INFORMATION

The Notice for the Annual General Meeting was set out in the Original Circular, and is supplemented by the addition of the proposed resolution no. 5 as mentioned in section C above. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy for the Annual General Meeting and return it to the branch share registrar of the Company, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting. The return of the proxy form will not preclude you from attending and voting in person if you so wish.

An updated proxy form (“Updated Proxy Form”) is sent together with this circular to Shareholders. The Updated Proxy Form will not preclude the use of the proxy form (“July 24 Proxy Form”) sent together with the Original Circular to Shareholders, though the Company encourages Shareholders to use the Updated Proxy Form. If the Company receives from a Shareholder:

- (i) only a July 24 Proxy Form duly completed and signed by such Shareholder, without receiving any completed and signed Updated Proxy Form from such Shareholder, or
- (ii) only an Updated Proxy Form duly completed and signed by such Shareholder, without receiving any completed and signed July 24 Proxy Form from such Shareholder,

the Company will treat the proxy form so received as the valid proxy form sent by such Shareholder for the purpose of the Annual General Meeting.

If however the Company receives from the same Shareholder both a duly completed and signed July 24 Proxy Form and a duly completed and signed Updated Proxy Form, the Company will treat the duly completed and signed Updated Proxy Form as the final valid proxy form sent by such Shareholder (to the exclusion of the completed and signed July 24 Proxy Form) for the purpose of the Annual General Meeting.

E. VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the ordinary resolutions proposed at the Annual General Meeting will also be taken by poll. A poll results announcement will be made by the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

F. RECOMMENDATION

The Directors consider that the re-election of Mr. SY Chan as a Director is in the interest of the Company. The Directors therefore recommend the Shareholders to vote in favour of such resolution to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the board of Directors
Asia Resources Holdings Limited
Chim Kim Lun, Ricky
Chairman

APPENDIX

Mr Chan Shun Yuen (“Mr. SY Chan”), aged 30, became an executive Director on 30 July 2009. He studied Bachelor of Business in University of Newcastle, Australia and is experienced in commercial and investment fields. Mr. SY Chan has not held any directorship in any listed companies in Hong Kong during the past three years.

As at the date of this circular, Mr. SY Chan is the shareholder and director of Bao Fung Investments Limited, the vendor of Tian Sheng Resources Development Limited (“Tian Sheng”), a wholly-owned subsidiary of the Company, which in turn, through its entire equity interest in a Mongolian company (namely, Khuderbold LLC), is the holder of the Iron Mining Licence as referred to and defined in the circular of the Company dated 31 March 2009, the acquisition of which was completed on 3 June 2009. As at the date of this circular, Mr. SY Chan is a director of Tian Sheng. Save as disclosed above, Mr. SY Chan has not held any position with any member of the Group.

As at the date of this circular, Mr. SY Chan through his investment vehicles is interested in certain convertible bonds issued by Karce International Holdings Company Limited (the “Karce”) (stock code: 1159), of which Mr. Chan Sung Wai is a director and Mr. Chim Kim Lun, Ricky is a former director. Both Mr. Chan Sung Wai and Mr. Chim are current Directors of the Company. Mr. SY Chan is currently a director of some of the subsidiaries of Karce. Save as disclosed above, Mr. SY Chan is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. SY Chan. Mr. SY Chan is not appointed for a specific term but shall be subject to the retirement by rotation at least once every three years. He will hold office until the next general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the Bye-laws of the Company. He is not entitled to any remuneration, except for a bonus for each financial year which is payable at the board’s discretion and determined with reference to the Group’s results and performance for the financial year concerned.

Save as disclosed above, Mr. SY Chan and the Company are not aware of any other matters that need to be brought to the attention of the holders of securities of the Company in relation to the re-election of Mr. SY Chan and there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. SY Chan.