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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)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Asia Resources Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hotel Hong Kong, No. 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 September 2010 at 11:00 a.m. (or immediately following the conclusion of the annual general meeting of the Company which has been convened to be held at 10:30 a.m. on the same date and at the same place) for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

#### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) the acquisition agreement dated 24 October 2009 and entered into among Mighty Kingdom Investments Limited as purchaser, Empire Bridge Assets Limited as vendor (the “Vendor”) and Mr. Lam Chong San as guarantor relating to the acquisition of 55,000 shares in PT. Dampar Golden International, representing 55% of its entire issued share capital (the “Agreement”) at an aggregate consideration of HK\$577,500,000 (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed in all respects and that all transactions contemplated under the Agreement be and are hereby approved;
- (b) any one director of the Company be and is hereby authorised to do or execute all such acts or such other documents which the director may deem to be necessary, desirable or expedient to carry into effect or to give effect to the Agreement and all transactions contemplated under the Agreement;

\* *For identification purposes only*

- (c) the issue of the 7-year zero coupon convertible non-redeemable note in a principal amount up to HK\$546,750,000 by the Company in favour of the Vendor upon completion of the Agreement (the “Convertible Note”) be and is hereby approved; and
- (d) subject to and conditional upon, among others, the granting by the Listing Committee of the Stock Exchange of the listing of and permission to deal in the Conversion Shares (as defined below), the allotment and issue of up to 2,934,782,608 new shares (the “Conversion Shares”) of HK\$0.1863 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Note be and is hereby approved, and the directors of the Company (the “Directors”) be and are hereby authorised to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the instrument constituting the Convertible Note; and
- (e) the Directors be and are hereby authorised to execute all such documents and do all such acts and things as they consider necessary, desirable or expedient in connection with the issue of the Convertible Note and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Note.”

By Order of the Board  
**Asia Resources Holdings Limited**  
**Chim Kim Lun, Ricky**  
*Chairman*

Hong Kong, 16 August 2010

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal place of business in Hong Kong:*

Unit 04, 34/F.,  
Bank of America Tower  
12 Harcourt Road  
Central, Hong Kong

*Notes:*

1. A form of proxy to be used for the meeting is enclosed.
2. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the share register of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the bye-laws of the Company be deemed joint holders thereof.
3. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
5. The instrument appointing a proxy and (if required by the board of directors (the "Board") of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the special general meeting or adjourned meeting.
6. As at the date of this notice, the board of directors of the Company comprises Mr. Chim Kim Lun, Ricky, Mr. Chan Sung Wai, Mr. Chan Hau Kong, Mr. Wong King Lam, Joseph, Mr. Danny Sun and Ms. Lee Yang as executive directors; and Mr. Yiu Fai Ming, Mr. Zhang Xianlin and Mr. Tse Yuk Kong as independent non-executive directors.