

Asia Resources Holdings Limited

亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

PROXY FORM

Special General Meeting to be held on 2 September 2010 (or at any adjournment thereof)

I/We ¹ _____ of _____ being the registered holder(s) of ² _____ shares of HK\$0.05 each in the capital of Asia Resources Holdings Limited (the “Company”), hereby appoint ³ _____ of _____ or failing him,

the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the Special General Meeting of the Company to 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) and at any adjournment thereof and to vote for me/us in my/our name(s) in respect of the resolution referred to in the Notice of the Special General Meeting (with or without modifications) in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
to approve, ratify and confirm the Acquisition Agreement (“Agreement”) and to approve all transactions contemplated under the Agreement; to authorize any one Director of the Company to do or execute all such acts or such other documents to carry into effect or to give effect to the Agreement and all transactions contemplated under the Agreement; to approve the issue of Convertible Note; to authorize the Directors to allot and issue the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Note; and to authorize the Directors to execute all such documents and do all acts and things as they consider necessary in connection with the issue of the Convertible Note and Conversion Shares.		

Dated the _____ day of _____ 2010

Shareholder’s signature ⁷ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.05 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Full name and address of the proxy (who must be an individual) to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. Shareholders are entitled to appoint a proxy of his/her own choice.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A ‘✓’ IN THE BOX MARKED “For” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A ‘✓’ IN THE BOX MARKED “Against” BESIDE THE APPROPRIATE RESOLUTION.** If no directions are given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the share registrar of the Company, i.e. Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. If more than one joint holders of a share are present at the meeting personally or by proxy, the joint holder so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
8. The proxy need not be a member of the Company.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. Any alterations to this form of proxy must be initialed by the person who signs it.
11. The above resolution shall be voted as a single resolution only.
12. Terms defined in the Notice of the Special General Meeting shall have the same meanings when used herein.

* For identification purposes only