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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 AMENDMENTS TO THE BYE-LAWS OF  
THE COMPANY  
AND  
SUSPENSION OF THE DUTIES OF  
AN EXECUTIVE DIRECTOR**

**PROPOSED AMENDMENTS TO THE BYE-LAWS**

In light of the amendments to the Listing Rules, the Directors propose to amend the Bye-laws so as to bring the constitutions of the Company up-to-date.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the SGM.

A circular containing further information in respect of the proposed amendments to the Bye-laws and a notice of SGM will be despatched to the Shareholders as soon as practicable.

**SUSPENSION OF THE DUTIES OF AN EXECUTIVE DIRECTOR**

On 23 November 2010, the Board resolved to suspend Mr. HK Chan's executive Director's duties, including but not limited to not to attend, discuss and vote in any Board meetings, until the Incident has been satisfactorily resolved.

\* *For identification purposes only*

## **PROPOSED AMENDMENTS TO THE BYE-LAWS**

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) relating to, among other things, the use of websites for communication with the shareholders of the Company (the “**Shareholders**”), notice period for general meetings and voting by poll at general meetings. The amendments to the Listing Rules have come into effect on 1 January 2009.

In light of the above amendments, the board (the “**Board**”) of directors (the “**Directors**”) of Asia Resources Holdings Limited (the “**Company**”) proposes to amend the bye-laws of the Company (the “**Bye-laws**”) so as to bring the constitutions of the Company up-to-date.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the special general meeting of the Company (the “**SGM**”).

A circular containing further information in respect of the proposed amendments to the Bye-laws and a notice of SGM will be despatched to the Shareholders as soon as possible.

## **SUSPENSION OF THE DUTIES OF AN EXECUTIVE DIRECTOR**

Mr. Chan Hau Kong (“**Mr. HK Chan**”) is an executive Director. To the best knowledge, information and belief of the Directors, Mr. HK Chan is also a director and a shareholder of Bao Fung Investments Limited (“**BFI**”) at the material times. BFI, was a holder of ten (10) promissory notes (the “**Promissory Notes**”) of HK\$10,000,000 each issued by Infinite Nature Limited (“**INL**”), a wholly owned subsidiary of the Company.

During the period from June 2010 to September 2010, Mr. HK Chan on one hand purportedly transferred (the “**Purported Transfer**”) four (4) Promissory Notes on behalf of BFI to a third party who then claimed against INL for the said four Promissory Notes, and Mr. HK Chan on the other hand allegedly, on behalf of BFI, demanded INL for repayment of all the ten (10) Promissory Notes after INL has fully repaid the ten (10) Promissory Notes to BFI (the “**Incident**”). The Purported Transfer was denied by BFI. The Board verily believes that Mr. HK Chan has conflict of interest between his capacity as a director and shareholder of BFI and as an executive Director in the course of resolving the Incident.

On 23 November 2010, the Board resolved to suspend Mr. HK Chan’s executive Director’s duties, including but not limited to not to attend, discuss and vote in any Board meetings, until the Incident has been satisfactorily resolved. As at the date of this announcement, the Incident has still yet resolved.

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

Hong Kong, 15 April 2011

*As at the date of this announcement, the Board consists of four executive directors, Mr. Chim Kim Lun, Ricky, Mr. Chan Sung Wai, Mr. Chan Hau Kong (suspended) and Mr. Wong King Lam, Joseph; one non-executive director, Mr. Tong Leung Sang; and four independent non-executive Directors, Mr. Yiu Fai Ming, Mr. Zhang Xianlin, Mr. Tse Yuk Kong and Mr. Lum Pak Sum.*