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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 Unit 04, 34th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 31 May 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (a) the compliance by the Company with section 46(2) of the Companies Act 1981 of Bermuda and the relevant procedures and requirements under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (b) the Stock Exchange granting the listing of, and permission to deal in, the Reduced Shares (as defined below), with effect from 9:00 a.m. (Hong Kong time) on the business day (not being a Saturday) immediately after the date on which this resolution is passed:

- (i) every twenty-five issued and unissued share of HK\$0.05 each in the share capital of the Company be consolidated into one share of HK\$1.25 each (the “**Consolidated Share**”);
- (ii) the issued share capital of the Company be reduced (the “**Capital Reduction**”) by cancelling the paid-up capital to the extent of HK\$1.00 on each of the Consolidated Shares to a share of HK\$0.25 each (the “**Reduced Share**”);

* *For identification purposes only*

- (iii) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company which may be used in any manner permitted by the laws of Bermuda and the bye-laws of the Company;
- (iv) each unissued Consolidated Share be sub-divided into five Reduced Shares; and
- (v) the directors of the Company be authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

On behalf of the Board
Mr. Chim Kim Lun Ricky
Chairman

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Unit 04, 34th Floor
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

Hong Kong, 30 April 2013

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more ordinary shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of ordinary shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, 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 adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013, both days inclusive, during which period no transfer of ordinary shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of ordinary shares of the Company should ensure that all transfers of ordinary shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28 May 2013.

As at the date of this announcement, the Board consists of three executive Directors, Mr. Chim Kim Lun Ricky, Mr. Cheung Kai Kwong and Mr. Yeung Yiu Bong Anthony; one non-executive Director, Mr. Tong Leung Sang; and three independent non-executive Directors, Mr. Zhang Xianlin, Mr. Lum Pak Sum and Mr. Kwok Hong Yee Jesse.