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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)**

**COMPLETION OF THE PLACING OF  
THE TRANCHE 2 NOTES OF CONVERTIBLE NOTES**

**PLACING AGENT**



**KINGSTON SECURITIES LTD.**

Reference is made to the announcements of Asia Resources Holdings Limited dated 15 August 2013, 16 September 2013 and 24 October 2013 and the circular dated 16 September 2013 (the “**Circular**”) in relation to the placing of Convertible Notes. Unless the context otherwise required, capitalised terms used herein shall have the same meanings as defined in the Circular.

\* *For identification purposes only*

## **COMPLETION OF THE PLACING OF THE TRANCHE 2 NOTES**

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the placing of the Tranche 2 Notes took place on 15 November 2013. The Tranche 2 Notes, which could be converted into 1,000,000,000 Conversion Shares, have been successfully placed by the Placing Agent to not less than six Placees. The net proceeds from the placing of the Tranche 2 Notes are approximately HK\$348,200,000.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the Placees of the Tranche 2 Notes are independent individual, corporate and/or institutional investors who are not connected with or acting in concert (as defined under the Code on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission of Hong Kong (the "**Takeover Codes**")) with any directors, chief executive or substantial Shareholder(s) of the Company or its subsidiaries and their respective associates (as defined under the Listing Rules).

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

1,000,000,000 Conversion Shares will be allotted and issued upon full conversion of the Tranche 2 Notes, which represent approximately 125% of the issued share capital of the Company immediately before completion of the Placing of the Tranche 2 Notes and approximately 55.56% of the issued share capital of the Company as enlarged by the issue of the 1,000,000,000 Conversion Shares.

Having made reference to the filings on the Disclosure of interests in the website of the Stock Exchange, the following table sets out the shareholding structure of the Company as at the date of this announcement and immediately after the allotment and issue of the Conversion Shares upon full conversion of the Tranche 2 Notes (assuming there is no change in the existing shareholding of the Company).

Name	As at the date of this announcement		Immediately after the allotment and issue of the Conversion Shares upon full conversion of the Tranche 2 Notes (for illustrative purpose only) (Note 3)	
	<i>Number of Shares held directly or indirectly</i>	<i>Approximate percentage of the total issued share capital of the Company (Note 6)</i>	<i>Number of Shares held directly or indirectly</i>	<i>Approximate percentage of the total issued share capital of the Company (Note 6)</i>
<b>Directors of the Company</b>				
Cheung Kai Kwong (Note 1)	3,200,000	0.40%	3,200,000	0.18%
Yeung Yiu Bong, Anthony (Note 2)	840,000	0.10%	840,000	0.04%
<b>Substantial Shareholders</b>				
Ng Leung Ho	120,000,000	15.00%	120,000,000	6.67%
Ng Lin Na	–	–	300,000,000	16.67%
Yang Qi	–	–	230,000,000	12.78%
盧立真	–	–	200,000,000	11.11%
Placees under the Placing of the Tranche 2 Notes (Note 5)	–	–	270,000,000	15.00%
Public shareholders	675,960,000	84.50%	675,960,000	37.55%
				(Note 4)
Total	<u>800,000,000</u>	<u>100.00%</u>	<u>1,800,000,000</u>	<u>100.00%</u>

*Notes:*

1. Such Shares are registered in the name of Brave Admiral Limited, a company wholly-owned by Mr. Cheung Kai Kwong, a Director.
2. Such Shares are registered in the name of Fieldton Holdings Limited, a company wholly-owned by Mr. Yeung Yiu Bong Anthony, a Director.
3. Under the terms of the Convertible Notes, no conversion right may be exercised, to the extent that following such exercise (i) a holder of the Convertible Notes and parties acting in concert with it, taken together, will directly or indirectly, control or be interested in 20% or more of the entire issued Shares or such percentage as may from time to time be specified in the Takeover Codes as being the level for triggering a mandatory general offer, whichever is lower, or (ii) the Company will be in breach of the minimum public float requirement under the Listing Rules.
4. The Company will ensure that it will not be in breach of the minimum public float requirement under the Listing Rules.
5. Excluding the placees who will become substantial shareholders upon full conversion of their Convertible Notes.
6. The percentages are subject to rounding differences, if any.

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

Hong Kong, 15 November 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.*