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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 (the “**SGM**”) of Asia Resources Holdings Limited (the “**Company**”) will be held at Empire Room 1, 1/F, Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 11 June 2014 at 11:00 a.m., for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the agreement (the “**Agreement**”) entered into between King Lotus Limited, a wholly-owned subsidiary of the Company, as purchaser (the “**Purchaser**”), Rosy Yield Holdings Limited as vendor (the “**Vendor**”) and Mr. Ma Chun Ming as guarantor (the “**Guarantor**”) on 11 March 2014 pursuant to which the Purchaser has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the entire issued share capital of the Utmost Creation Holdings Limited (the “**Target Company**”) and the Vendor and the Guarantor have conditionally agreed to sell the aggregate loans consisting of the aggregate amounts due from the Target Company to the Vendor and the aggregate amounts due from Dalian Chuanghe Landmark Co. Ltd.\* (大連創和置地有限公司) to the Guarantor (or his nominee), a copy of the Agreement having been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

\* *For identification purposes only*

- (b) any one director of the Company be and is hereby authorised to do all such acts and things, including but not limited to: (i) execution of agreements, deeds and other documents, etc. and applying the common seal of the Company thereto where necessary; and (ii) agreeing to such variation or amendments of the Agreement, as he in his sole and absolute discretion deems necessary, desirable or expedient in the interest of the Company and its shareholders as a whole to execute, implement, give effect to and/or complete the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 26 May 2014

*Notes:*

1. Any member entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 common seal or under the hand of an officer or attorney or other person duly authorised.
3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjourned meeting.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the SGM convened and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the Board consists of five executive Directors, Mr. Chim Kim Lun Ricky, Mr. Cheung Kai Kwong, Mr. Yeung Yiu Bong Anthony, Mr. Lu Jianling and Mr. Lin Chengdong; 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.*