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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)

DISCLOSEABLE TRANSACTION – ACQUISITION OF PROPERTY

The Board is pleased to announce that, on 24 June 2014 (after trading hours), the Purchaser and the Vendor entered into the Agreement, pursuant to which the Purchaser has agreed to purchase and the Vendor has agreed to sell the Property at a consideration of RMB100,042,870 (equivalent to approximately HK\$125,996,990).

Given that the Percentage Ratios exceed 5% but does not exceed 25% of one or more of the applicable Percentage Ratios, the Acquisition contemplated under the Agreement constitutes a discloseable transaction for the Company and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

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* *For identification purposes only*

THE AGREEMENT

1. **Date:** 24 June 2014 (after trading hours)

2. **Parties:**

Purchaser: Shengyi Information Consulting (Shenzhen) Co., Ltd.* (晟奕信息諮詢(深圳)有限公司), an indirectly wholly-owned subsidiary of the Company

Vendor: ISH Yanbao Logistics (Shenzhen) Co., Ltd.* (綜合信興鹽保物流(深圳)有限公司), a company established in the PRC. The principal business of the Vendor is property development in the PRC

To the best knowledge, information and belief of the Directors, having made all reasonable enquires, the Vendor and the ultimate beneficial owner of the Vendor are independent third party of the Company.

3. **Property:**

The Property to be acquired represents 46 units of Kingma Information Logistic Park which is situated at Depot No. 2, 3rd Road and Shenyang Road Intersect, Inner Logistic Park, Yantian Bonded Area, Yantian District, Shenzhen City, the PRC (中國深圳市鹽田區鹽田保稅區物流園內三號路與深鹽路交匯處二號堆場) with a total saleable area of approximately 8,699 sq. metre.

4. Consideration:

The consideration for the Acquisition of RMB100,042,870 (equivalent to approximately HK\$125,996,990), representing an average unit price of RMB11,500 (equivalent to approximately HK\$14,483) per sq. metre, which is payable in cash in the following manner:

- (i) within 5 business days from the date of signing of the Agreement, a refundable deposit of RMB10,000,000 (equivalent to approximately HK\$12,594,300) to the Vendor;
- (ii) within 60 days from the date of signing of the Agreement, a second refundable deposit of RMB50,000,000 (equivalent to approximately HK\$62,971,499) to the Vendor;
- (iii) within 180 days from the date of signing of the Agreement, a third refundable deposit of RMB30,000,000 (equivalent to approximately HK\$37,782,899) to the Vendor; and
- (iv) the balance of the Consideration in the sum of RMB10,042,870 (equivalent to approximately HK\$12,648,292) shall be paid within 30 days from the date of Completion.

The Consideration was arrived at based on normal commercial terms after arm's length negotiations between the Purchaser and the Vendor with reference to the valuation of the Property provided by a qualified property valuer.

The Consideration will be funded by internal resources of the Group.

5. Obtaining physical possession and Completion

It is expected that the Purchaser will obtain physical possession of the Property on or before 30 March 2015 (or another date that is mutually agreed by the Vendor and the Purchaser) on which the relevant occupation permits will be issued.

The completion of the Acquisition is expected to be on or before 31 October 2015 (or another date that is mutually agreed by the Vendor and the Purchaser) on which the building ownership certificates will be issued in favour of the Purchaser.

REASONS FOR AND BENEFITS FOR THE ACQUISITION

It is the strategy of the Group to diversify into the real estate sector in the PRC. In line with this strategy, the Group would like to acquire the Property both for investment and the establishment of head office of the Group in the PRC. The investment in the Property could diversify the Group revenue into real estate sector and the establishment of head office of the Group in the PRC allows the Group to get close to the market and obtain market information instantly.

The Directors consider that the terms of the Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Given that the Percentage Ratios exceed 5% but does not exceed 25% of one or more of the applicable Percentage Ratios, the Acquisition contemplated under the Agreement constitutes a discloseable transaction for the Company and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

GENERAL INFORMATION

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sale of pharmaceutical products, iron mining business, real estate investment and securities trading.

The Vendor is a wholly-foreign owned enterprise incorporated in the PRC in 2007. Its principal business is property development and management.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Acquisition”	the acquisition of the Property
“Agreement”	the agreement date 24 June 2014 entered into between the Purchaser and the Vendor in respect of the Acquisition at the Consideration
“Company”	Asia Resources Holdings Limited, a company incorporated under the laws of Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Completion”	the completion of the Acquisition, which is expected to be on or before 31 October 2015 (or another date that is mutually agreed by the Vendor and the Purchaser) on which the relevant building ownership certificates will be issued in favour of the Purchaser
“Consideration”	the total consideration of RMB100,042,870 (equivalent to approximately HK\$125,996,990) for the Acquisition
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Percentage Ratios”	the “percentage ratios” as defined in rule 14.04(9) of the Listing Rules
“Property”	the 46 units of Kingma Information Logistic Park* (金馬訊息物流園) which is situated at Depot No. 2, 3rd Road and Shenyang Road Intersect, Inner Logistic Park, Yantian Bonded Area, Yantian District, Shenzhen City, the PRC
“Purchaser”	Shengyi Information Consulting (Shenzhen) Co., Ltd.* (晟奕信息諮詢(深圳)有限公司), a company established in the PRC and an indirectly wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder”	holder(s) of the share(s) of the Company
“sq. metre”	square metre
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

“Vendor”	ISH Yanbao Logistics (Shenzhen) Co., Ltd.* (綜合信興鹽保物流(深圳)有限公司), a company established in the PRC and an independent third party to the Group
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

For reference only, amounts in RMB set out in this announcement have been converted into HK\$ based on an exchange rate of HK\$1 = RMB0.79401. No representation is made that any amount in RMB had been or could be converted at the above rate.

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

Hong Kong, 24 June 2014

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.

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