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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)**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO A POSSIBLE ACQUISITION**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

After the close of trading hours on 8 July 2014, the Company has entered into the MOU with an Independent Third Party for a possible acquisition of the entire issued share capital of the Target Company pursuant to which the Group intends to acquire the Target Company, whose principal asset is the 60% legal and beneficial interest in a PRC company, which is principally engaged in the investment, development and operation of commercial facilities in relation to and surrounding of the exhibition industry. The terms and conditions of the Possible Acquisition under the MOU are subject to further negotiations between the parties thereof and the due diligence review to be undertaken by the Group and/or its professional advisers, which has not been finalized as at the date of this announcement. Pursuant to the MOU, the Group was granted a 3-month Exclusivity Period to perform the relevant due diligence and negotiations in good faith for entering into a formal agreement in relation to the Possible Acquisition.

**The MOU may or may not lead to the entering into of any formal agreement(s). If the Possible Acquisition contemplated under the MOU is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules. The Company will comply with the relevant requirements of the Listing Rules when any formal agreement in relation to the Possible Acquisition is entered into. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

\* For identification purposes only

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that, after the close of trading hours on 8 July 2014, the Company has entered into a memorandum of understanding (“**MOU**”) with an Independent Third Party (“**Possible Vendor**”) for a proposed acquisition of the entire issued share capital of a company incorporated in the PRC (“**Target Company**”), whose principal asset is the 60% legal and beneficial interest in a PRC company, which is principally engaged in the investment, development and operation of commercial facilities in relation to and surrounding of the exhibition industry (“**Possible Acquisition**”).

The terms and conditions of the Possible Acquisition under the MOU are subject to further negotiations between the parties thereof and the due diligence review to be undertaken by the Group and/or its professional advisers, which has not been finalized as at the date of this announcement. Pursuant to the MOU, the Group was granted an exclusivity period commencing from the date of the MOU and ending on the date falling on the third calendar month from the date of the MOU (or such other date as to be agreed between the parties thereof), during which neither the Possible Vendor, any member of the Target Company and its subsidiaries, nor any of their directors, advisers, agents or employees shall, directly or indirectly, enter into any discussion or agreement with any person except for the Group, its advisers, agents and employees relating to the Possible Acquisition (“**Exclusivity Period**”). During the Exclusivity Period, the Group is authorised to perform the relevant due diligence and negotiations in good faith for entering into a formal agreement in relation to the Possible Acquisition. Save for the Exclusivity Period, the MOU does not constitute a legally binding commitment in respect of the Possible Acquisition and the Possible Acquisition may or may not be materialised.

**The MOU may or may not lead to the entering into of any formal agreement(s). If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules. The Company will comply with the relevant requirements of the Listing Rules when any formal agreement in relation to the Possible Acquisition is entered into. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Board”	the board of Directors
“Company”	Asia Resources Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Directors, chief executive and substantial shareholders of the Company and any of its subsidiaries, or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.25 each in the issued share capital of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 8 July 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.*