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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 Empire Room 1, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong at 11:00 a.m. on Wednesday, 3 June 2015 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

#### ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) the sale and purchase agreement dated 9 April 2015 (the “**Sale and Purchase Agreement**”) entered into between Merit Development Limited, China Value Assets Limited (collectively, the “**Vendors**”) and Pan Guohua\*\* (潘國華) (the “**Purchaser**”) in relation to (i) the sale and purchase of the entire interest in Billion Source Investments Limited (“**Billion Source**”) to the Purchaser and (ii) the assignment of a shareholder loan due from the Target Company and its subsidiaries (the “**Target Group**”) to the Vendors as at the date of completion of the Sale and Purchase Agreement to the Purchaser (a copy of the Sale and Purchase Agreement is marked “**A**” and produced to this meeting and signed by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

\* For identification purposes only

(B) any one or more of the directors be and is/are hereby authorised to do all such acts and things and execute all such documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

2. To re-elect retiring directors and authorise the board of directors to fix directors' Remuneration:

(A) to re-elect Mr. Huang Yilin as Executive Director

(B) to re-elect Mr. Chan Shi Yin, Keith as Executive Director

(C) to re-elect Mr. Mo Tsz Yuk as Executive Director

(D) to re-elect Mr. Ho Chun Kit, Gregory as Independent Non-executive Director

(E) to authorise the board of Directors to fix the remunerations of the Directors

By order of the Board  
**Asia Resources Holdings Limited**  
**Huang Yilin**  
*Chairman*

Hong Kong, 18 May 2015

*Notes:*

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a registered shareholder of the Company.

3. In order to be valid, the form of proxy must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

*As at the date of this announcement, the Board consists of four executive Directors, Mr. Huang Yilin, Mr. Lin Chengdong, Mr. Chan Shi Yin, Keith and Mr. Mo Tsz Yuk; and three independent non-executive Directors, Mr. Zhang Xianlin, Mr. Kwok Hong Yee, Jesse and Mr. Ho Chun Kit, Gregory.*