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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 PLACING OF CONVERTIBLE BONDS UNDER A SPECIFIC MANDATE**

Reference is made to the circular of Asia Resources Holdings Limited (the “**Company**”) dated 6 July 2015 in relation to, among other things, the Share Subscription and CB Placing under the Specific Mandate (the “**Circular**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **COMPLETION OF THE CB PLACING**

The Board is pleased to announce that all conditions set out in the CB Placing Agreement have been fulfilled and the completion of the CB Placing took place on 20 August 2015 in accordance with the terms and conditions of the CB Placing Agreement.

The Convertible Bonds with an aggregate principal amount of HK\$432,000,000 have been successfully placed to not less than six Placees. Assuming no Share Subscription and conversion of Outstanding Convertible Notes, the 600,000,000 Conversion Shares represent approximately 13.86% of the total issued share capital of the Company immediately upon exercising in full of the conversion rights attaching to the Convertible Bonds.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and (where applicable) their ultimate beneficial owners are (i) not connected persons of the Company and (ii) independent of each other, the Company and its connected persons, and not acting in concert (as defined under the Hong Kong Code on Takeovers and Mergers) with any of them. None of the Placees and (where applicable) their ultimate beneficial owners has become substantial shareholder of the Company immediately after completion of the CB Placing.

\* *For identification purpose only*

The net proceeds raised from the CB Placing are approximately HK\$426.35 million in which approximately HK\$34.5 million for the settlement of the outstanding balance of the consideration arising from the previous acquisitions; as to approximately HK\$50 million for the general working capital of the Group and the remaining balance as to approximately HK\$341.85 million for the investments in any potential business opportunities including the real estate project. The net Conversion Price is approximately HK\$0.711.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the effects on the shareholding structure of the Company as a result of the completion of the CB Placing:

	As at the date of this announcement		Immediately after the allotment and issue of 600,000,000 Conversion Shares (assuming no Share Subscription and conversion of Outstanding Convertible Notes)	
	Number of Shares	Approx. %	Number of Shares	Approx. %
<b>Directors:</b>				
Huang Yilin	70,000	0.00	70,000	0.00
Chan Shi Yin, Keith	1,200,000	0.03	1,200,000	0.03
<b>CB Placees</b>	–	–	600,000,000	13.86
<b>Other public Shareholders</b>	<u>3,727,020,000</u>	<u>99.97</u>	<u>3,727,020,000</u>	<u>86.11</u>
<b>Total</b>	<u>3,728,290,000</u>	<u>100.00</u>	<u>4,328,290,000</u>	<u>100.00</u>

*Notes: As at the date of this announcement, there is outstanding convertible notes with a principal amount of HK\$9,997,800 to be due in 2016 (the “Outstanding Convertible Notes”) and the maximum number of shares to be converted from such outstanding convertible notes is 26,310,000. Please refer to the Company’s circular dated 8 September 2014 for further details of the convertible notes.*

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

Hong Kong, 20 August 2015

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