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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 (“**Meeting**”) of Asia Resources Holdings Limited (“**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 Monday, 12 November 2018 to consider and, if thought fit, pass the following special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); (ii) compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda in respect of the Capital Reduction (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed:

- (a) the par value of each of the issued shares of the Company of HK\$0.25 each (the “**Existing Shares**”) be reduced from HK\$0.25 to HK\$0.01 by a cancellation of such amount of the paid-up capital on each issued Existing Share so that following the aforesaid steps, each issued Existing Share will be treated as one fully paid-up share of par value of HK\$0.01 each in the share capital of the Company (the “**New Shares**”) (the “**Capital Reduction**”), and the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company;

\* *For identification purposes only*

- (b) immediately following the Capital Reduction, each of the authorised but unissued Existing Shares of HK\$0.25 each be sub-divided into twenty-five (25) New Shares of par value of HK\$0.01 each (the “**Share Subdivision**”) so that immediately following the Capital Reduction and the Share Subdivision (collectively, the “**Capital Reorganisation**”), the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 250,000,000,000 New Shares;
- (c) the New Shares shall rank *pari passu* in all respects with each other and have such rights and subject to such restrictions as set out in the memorandum of association and bye-laws of the Company;
- (d) the directors of the Company (the “**Directors**”) be and are hereby authorised to utilise the credit in the contributed surplus account of the Company for such purposes as may be permitted by the applicable laws and the bye-laws of the Company as the Directors consider appropriate; and
- (e) the Directors be hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation.”

By order of the Board  
**Asia Resources Holdings Limited**  
**Li Yuguo**  
*Executive Director*

Hong Kong, 15 October 2018

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*  
Room 2601, 26/F  
West Tower, Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
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 seal or under the hand of an officer, attorney or other person authorised to sign the same. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. no later than 11:00 a.m. on Saturday, 10 November 2018 (Hong Kong time)) or adjourned meeting.
3. For determining the entitlement to attend and vote at the SGM, the Register of Members of the Company will be closed from Wednesday, 7 November 2018 to Monday, 12 November 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the SGM (or at any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's branch registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong Time) on Tuesday, 6 November 2018.
4. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the Meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to, but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the Board consists of four executive directors, Mr. Li Yuguo, Ms. Guo Yumei, Mr. Liu Yan Chee, James and Mr. Chan Yuk Sang; two non-executive directors, Mr. Yang Xiaoqiang and Mr. Huang Yilin; and three independent non-executive directors, Mr. Ba Junyu, Mr. Zhu Xueyi and Mr. Wong Chung Man.*