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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 10:30 a.m. on Friday, 17 April 2009 at the Wharney Guang Dong Hotel Hong Kong of No. 57-73 Lockhart Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company:

ORDINARY RESOLUTION

“THAT:

- (i) the Acquisition Agreement (as defined in the Company’s circular dated 31 March 2009 of which this notice of special general meeting forms part) relating to the Acquisition (as defined in the said circular) by Infinite Nature Limited, a wholly-owned subsidiary of the Company, of the entire issued share capital of and debts to Tian Sheng Resources Development Limited from Bao Fung Investments Limited (“**Vendor**”), a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;

* *For identification purposes only*

- (ii) the execution by the Company of the instrument by way of a deed poll constituting the Bonds (as defined in the said circular) and the creation and issue by the Company of the Bonds in the principal amount of up to HK\$170 million to the Vendor as settlement for part of the Acquisition Price (as defined in the said circular) (but in the event of the First Reorganisation (as defined in the said circular) not being consummated before Completion (as defined in the said circular) while Infinite Nature Limited elects at its sole discretion to proceed with Completion, no such Bonds will be created at all) pursuant to the terms and conditions of the Acquisition Agreement be and it is hereby approved; and
- (iii) the directors (“**Directors**”, each a “**Director**”) of the Company be and they are hereby generally and specifically authorised (“**Special Mandate**”) to allot and issue such number of new shares having a par value of HK\$0.05 each (“**Conversion Shares**”) as may be required to be allotted and issued at the Initial Conversion Price (as defined in the said circular) upon the exercise of the conversion right attaching to the Bonds approved to be issued under Resolution no. (ii) above (or to the extent necessary) on and subject to the terms and conditions of the Acquisition Agreement and the terms and conditions of the Bonds contained in the schedule to the Acquisition Agreement and **THAT** the Special Mandate shall be in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 29 August 2008 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution,

and that all the transactions contemplated under the Acquisition Agreement, including the issue of the Bonds, the allotment and issue of Conversion Shares upon exercise of the conversion right attached to the Bonds (together the “**Acquisition Transactions**”) be and they are hereby approved and that any one Director be and he is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents by hand and, where required, under the common seal of the Company together with such other Director or person authorized by the board of Directors, which in his or their opinion may be necessary desirable or expedient to carry into effect or to give effect to the Acquisition Agreement and/or the Acquisition Transactions, including such changes, amendment or waiver thereto which are not fundamentally different from those as provided under the Acquisition Agreement, as any one Director may consider necessary, desirable or expedient.”

On behalf of the Board
Asia Resources Holdings Limited
Chim Kim Lun, Ricky
Chairman

Hong Kong, 31 March 2009

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

Unit 04, 34/F, Bank of America Tower,
12 Harcourt Road, Central,
Hong Kong

Notes:

1. The above resolution (which for clarity purpose has been presented in three parts, namely, (i), (ii) and (iii)) shall be voted as a single resolution only.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. 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 the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's registrar in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of 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 executive directors of the Company are Mr. Chim Kim Lun, Ricky and Mr. Chan Sung Wai, and the independent non-executive directors are Mr. Yiu Fai Ming, Mr. Zhang Xianlin and Mr. Tse Yuk Kong.