

# Asia Resources Holdings Limited

## 亞洲資源控股有限公司\*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

### PROXY FORM

**Special General Meeting to be held at the Wharney Guang Dong Hotel Hong Kong of No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 17 April 2009, at 10:30 a.m.**

I/We <sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.05 each in the capital of Asia Resources Holdings Limited (the "Company"), hereby appoint <sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the Special General Meeting (and at any adjournment thereof) of the Company to vote for me/us in my/our name(s) in respect of the resolutions referred to in the Notice of the Special General Meeting (with or without modifications) in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast.

| ORDINARY RESOLUTION   | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|---|------------------|----------------------|
| to approve the Acquisition Agreement; to approve the execution by the Company of the instrument constituting the Bonds and the creation and issue by the Company of the Bonds; and to authorize the Directors to allot and issue of the Conversion Shares upon the exercise of the conversion right attaching to the Bonds; and to approve all the Acquisition Transactions contemplated under the Acquisition Agreement and to authorize one Director of the Company to do or execute for and on behalf of the Company all such acts and things and such other documents to carry into effect or to give effect to the Acquisition Agreement and/ or the Acquisition Transactions. |                  |                      |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2009

Shareholder's signature <sup>7</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.05 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Full name and address of the proxy (who must be an individual) to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. Shareholders are entitled to appoint a proxy of his/her own choice.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "For" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "Against" BESIDE THE APPROPRIATE RESOLUTION.** If no directions given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the share registrar of the Company, i.e. Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. If more than one joint holders of a share are present at the meeting personally or by proxy, the joint holder so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
8. The proxy need not be a member of the Company.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. Any alterations to this form of proxy must be initialed by the person who signs it.
11. The above resolution shall be voted as a single resolution only.
12. Terms defined in the Notice of the Special General Meeting shall have the same meanings when used herein.

\* For identification purposes only