

Asia Resources Holdings Limited

亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

FORM OF PROXY FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.25 each in the capital of
above named company (the “**Company**”) HEREBY APPOINT ^(Note 3) the Chairman of the meeting, or failing him
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held
at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wan Chai, Hong Kong on 3 October 2013
at 11:00 a.m. in respect of the resolution set out in the notice convening the said meeting as hereunder indicated, and, if
no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
<p>(a) the execution, delivery and performance by the Company of a placing agreement dated 15 August 2013 entered into between the Company and Kingston Securities Limited (the “Placing Agent”) in relation to the placing of the convertible notes in an aggregate principal amount of up to HK\$535,500,000 (the “Convertible Notes”) by the Placing Agent (the “Placing Agreement”) (a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification) (as may be amended from time to time) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (b) subject to the fulfillment or waiver of the conditions set out in the Placing Agreement (as may be amended from time to time), the Directors be and are hereby authorised to issue the Convertible Notes in accordance with the terms and conditions of the Placing Agreement (as may be amended from time to time); (c) the directors of the Company be and are hereby authorised to allot and issue new shares of the Company (the “Conversion Shares”) which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Notes; and (d) the directors of the Company are hereby authorised to do all such further acts and things and execute such further documents which in their opinion may be necessary or expedient to give effect to the terms of the Placing Agreement and the issue and allotment of the Conversion Shares or any of the transactions contemplated under the Placing Agreement.</p>		

Dated this _____ day of _____ 2013 Signature(s) ^(Note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares 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. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the meeting.
5. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
6. This form of proxy must 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 common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the 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 other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the joint holding.
8. The proxy needs not be a member of the Company but must attend the meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the meeting convened and in such events this form of proxy shall be deemed to be revoked.

* For identification purposes only