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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 Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong at 11:00 a.m. on Wednesday, 22 July 2015 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

#### ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) the terms and conditions of the subscription agreement (the “**Share Subscription Agreement**”) dated 19 May 2015 signed by the Company and Xi’an Communication Energy (Hongkong) Co., Limited (the “**Subscriber**”), 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, pursuant to which the Company has agreed to issue and the Subscriber has agreed to subscribe for 1,330,000,000 new shares of the Company (the “**Subscription Shares**”) at the subscription price of HK\$0.36 per Subscription Share be and are hereby approved, confirmed and ratified;
- (B) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares and fulfillment (or, as applicable, waiver) of the conditions precedent set out in the Share Subscription Agreement and the allotment and issue of the Subscription Shares be and are hereby approved, confirmed and ratified;

\* For identification purpose only

(C) the directors of the Company be and are hereby authorised to do all such things and acts, to sign, seal, execute, perfect and deliver all such other documents as they may in their absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or giving effect to any matters relating to the Share Subscription Agreement and all transactions contemplated thereunder.”

2. **“THAT:**

(A) the terms and conditions of the placing agreement dated 21 May 2015 between the Company and Newpont Securities Limited, (the “**Placing Agent**”), as amended by the supplemental agreement dated 5 June 2015 (the “**CB Placing Agreement**”), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, in relation to the placing of the convertible bonds of a principal amount of HK\$432,000,000, with a term of 3 years, at an initial conversion price of HK\$0.72 per conversion share (“**Conversion Share**”) be and are hereby approved, confirmed and ratified;

(B) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new Shares (the “**Conversion Shares**”) which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds, the allotment and issue of the Conversion Shares to the relevant holder(s) of the Convertible Bond(s) be and are hereby approved and the board of directors (the “**Directors**”) of the Company be and is hereby granted with a specific mandate to allot and issue the Conversion Shares to the relevant holder(s) of the Convertible Bond(s) in accordance with the terms of the Convertible Bonds; and

(C) the directors of the Company be and are hereby authorised to do all such things and acts, to sign, seal, execute, perfect and deliver all such other documents as they may in their absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or giving effect to any matters relating to the CB Placing Agreement and all transactions contemplated thereunder.”

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

Hong Kong, 6 July 2015

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Unit 4312, 43/F  
COSCO Tower  
183 Queen's Road Central  
Hong Kong

*Notes:*

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a registered shareholder of the Company.
3. In order to be valid, the form of proxy must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, 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 Board consists of four executive Directors, Mr. Huang Yilin, Mr. Lin Chengdong, Mr. Chan Shi Yin, Keith and Mr. Mo Tsz Yuk; and three independent non-executive Directors, Mr. Zhang Xianlin, Mr. Kwok Hong Yee, Jesse and Mr. Ho Chun Kit, Gregory.*