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If you have sold or transferred all your shares in Asia Resources Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) PROPOSED ELECTION OF EXECUTIVE DIRECTOR;  
(2) PROPOSAL FOR RE-ELECTION OF EXECUTIVE DIRECTOR;  
AND  
(3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular issued by Asia Resources Holding Limited to the shareholders of dated 22 July 2015 (the “Circular”) and the notice convening the Annual General Meeting of Asia Resources Holdings Limited to be held at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 26 August 2015 at 11:00 a.m. at which the above proposals will be considered is set out on pages AGM-1 to AGM-5 of the Circular. A supplemental notice of Annual General Meeting dated 11 August 2015 is set out on pages AGM-1 and AGM-2 of this supplemental circular. A revised form of proxy (the “Revised Form of Proxy”) is also enclosed with this supplemental circular for use at the Annual General Meeting. The form of proxy despatched with the Circular (the “Original Form of Proxy”) is superseded by the Revised Form of Proxy enclosed herewith.

Whether or not you are able to attend the Annual General Meeting, please complete and return the Revised as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting to the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the Revised Form of Proxy will revoke and supersede the Original Form of Proxy but will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish.

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## DEFINITIONS

*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company for the year ended 31 March 2015 to be held on 26 August 2015
“Board”	the board of Directors
“Bye-laws”	the existing bye-laws of the Company
“Circular”	the circular dated 22 July 2015 issued by the Company to the Shareholders, relating to, amongst others, proposed general mandates to issue shares and repurchase shares and re-election of retiring Directors
“Company”	Asia Resources Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Notice of Annual General Meeting”	the notice dated 22 July 2015 for convening the AGM as set out on pages AGM-1 to AGM-5 of the Circular
“Original Form of Proxy”	the proxy form which has been sent to the Shareholders on 22 July 2015 together with the Circular and the accompanying Original Notice of Annual General Meeting
“Revised Form of Proxy”	the revised proxy form enclosed with this supplemental circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

## DEFINITIONS

“Shareholder(s)”	holder(s) of issued Shares
“Share(s)”	ordinary shares of HK\$0.25 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	having the meaning ascribed in the Listing Rules
“Supplemental Notice of Annual General Meeting”	the supplemental notice dated 11 August 2015 for convening the AGM as set out on pages AGM-1 to AGM-2 of this supplemental circular

**Asia Resources Holdings Limited**  
**亞洲資源控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 899)**

*Executive Directors:*

Mr. Huang Yilin (*Chairman*)  
Mr. Lin Chengdong  
Mr. Chan Shi Yin, Keith  
Mr. Mo Tsz Yuk  
Mr. Wu Hongquan

*Independent Non-executive Directors:*

Mr. Zhang Xianlin  
Mr. Kwok Hong Yee, Jesse  
Mr. Ho Chun Kit, Gregory

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal place of business*

*in Hong Kong:*  
Unit 4312, 43/F  
COSCO Tower  
183 Queen's Road Central  
Hong Kong

11 August 2015

Dear Sir or Madam,

**(1) PROPOSED ELECTION OF EXECUTIVE DIRECTOR;  
(2) PROPOSAL FOR RE-ELECTION OF EXECUTIVE DIRECTOR;  
AND  
(3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the circular and the notice of annual general meeting dated 22 July 2015 of the Company, among which, set out the time and venue of the Annual General Meeting of the Company and details of the resolutions to be considered and approved by the shareholders of the Company at the Annual General Meeting. This supplemental circular should be read together with the Circular which contains, among other matters, information relating to the election and re-election of the Directors at the Annual General Meeting.

The purpose of this circular is to provide you with details of the proposed election and re-election of Directors, which are proposed to be considered and, if thought fit, approved by Shareholders at the Annual General Meeting, the proposed resolutions relating to which are set out in the Supplemental Notice of Annual General Meeting.

\* For identification purposes only

## LETTER FROM THE BOARD

### PROPOSED ELECTION OF EXECUTIVE DIRECTOR

Subsequent to the issuance of the Circular, the Company received a written notice from Xi'an Communication Energy (Hongkong) Co., Limited ("**Xi'an Communication Energy**") on 3 August 2015 for proposing the resolution to elect Ms. Li Yali ("**Ms. Li**") as an executive director of the Board. Xi'an Communication Energy is the subscriber under the share subscription agreement entered with the Company dated 19 May 2015 (the "**Share Subscription Agreement**") in relation to the subscription of the new Shares (the "**Share Subscription**"). Upon the Completion of the Share Subscription, Xi'an Communication Energy will become the Substantial Shareholder. Pursuant to the Share Subscription Agreement, the Xi'an Communication Energy is allowed to nominate person(s) to be a director to the Board upon completion of the Share Subscription and the nomination right is a contractual term and one-off in nature under the Share Subscription Agreement. Such nomination is approved by the nomination committee and the Board. Please refer to the circular of the Company dated 6 July 2015 for further details.

The aforesaid proposal will be proposed at the annual general meeting of the Company to be held on 26 August 2015 for consideration. The appointment of Ms. Li is subject to the shareholders' approval at the Annual General Meeting and will be effective upon the completion of the Share Subscription. The biographical details of Ms. Li are as follows:

Ms. Li, aged 43, graduated from Xi'an University of Finance and Economics (西安商業學校) in 1992, specialized in auditing and Shaanxi Institute of Finance and Economics (陝西財經學院) in 1993, specialized in accounting. In 2014, she has obtained a master of business administration degree from Shaanxi University Master of Business Administration (陝西工商管理學院). Ms. Li also acquired the Accounting Professional Qualification (會計師資格) and Certified Tax Manage Auditor Qualification (註冊財稅管理資格).

From 1997 to 2008, Ms. Li was the financial manager of the natural gas program division and the CNG company when working in Xi'an Natural Gas Headquarters (西安天然氣總公司). From 2008 to 2011, Ms Li successively served as the minister of finance department and the financial controller of Xi'an Communication Gas Corporation Limited (西安交通燃氣有限責任公司). Since 2011, she served as the financial director of Xian Communication Gas Corporation Limited (西安交通燃氣有限責任公司) Since 2013, Ms Li served as the director of Xi'an Communication Energy (Hongkong) Co., Limited (西安交通能源(香港)有限公司). Xi'an Communication Energy is the subscriber under the Share Subscription. Upon the Completion of the Share Subscription, Xi'an Communication Energy will become the Substantial Shareholder. Ms. Li has extensive experience in the financial and investment management among the energy and gas industry.

To the knowledge of the Board, save as disclosed above, Ms. Li did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Ms. Li does not have any relationship with any director or senior management of the Company, nor does she hold any position in the Company or any of its subsidiaries. As at the date of this supplemental notice, Ms. Li does not have any interest in the Shares or its associated corporations within the meaning of Part XV of the SFO.

## LETTER FROM THE BOARD

Upon the completion of Share Subscription, a letter of appointment will be entered into between the Company and Ms. Li in respect of her appointment as executive Director. The appointment of Ms. Li will commence from the completion of the Share Subscription without a specific term except that she is subject to retirement and re-election in accordance with the provision of the Company's bye-laws. Ms. Li will hold office until the next following annual general meeting of the Company and will be eligible for re-election at such general meeting in accordance with the bye-laws of the Company. She will be entitled to a monthly director's fee of HK\$32,000 which is recommended by the Remuneration Committee and determined by the Board with reference to her duties and responsibilities and the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Ms. Li.

### PROPOSAL FOR RE-ELECTION OF EXECUTIVE DIRECTOR

With reference to the announcement of the Company published on 5 August 2015, Mr. Wu Hongquan ("Mr. Wu") has been appointed as an executive Director with effect from 5 August 2015.

In light of the foregoing and pursuant to Bye-law 86(2) of the Bye-laws, Mr. Wu will be required to retire by rotation at the Annual General Meeting and, being eligible, offer himself for re-election. Hence, an additional resolution in relation to the re-election of Mr. Wu as an executive Director will be proposed to the Shareholders for approval at the Annual General Meeting.

Set out below are the biographical details of Mr. Wu:

Mr. Wu, aged 58, holds a bachelor's degree in engineering from Xi'an Metallurgy and Architecture College (西安冶金建築學院), and an executive master of business administration degree from Northwestern Polytechnical University (西北工業大學). Mr. Wu has received the qualification of senior engineer.

From 1981 to 1984, Mr. Wu served as an engineer in the technology department of Shanxi Taiyuan Iron & Steel Company (山西太原鋼鐵公司). From 1984 to 2004, he successively served as an engineer, deputy general manager and general manager in Xi'an Gas Company (西安煤氣公司). From 2004 to 2008, he served as deputy general manager in Xi'an Natural Gas Headquarters (西安天然氣總公司). From 2006 to 2010, he served as director of Xi'an Qinhu Natural Gas Co., Limited (西安秦華天然氣有限公司). He served as the chairman of Xi'an Communication Gas Corporation Limited (西安交通燃氣有限責任公司) since 2008 and served as the director of Xi'an Communication Energy (Hongkong) Co., Limited (西安交通能源(香港)有限公司) since 2013. Xi'an Communication Energy is the subscriber under the Share Subscription. Upon the Completion of the Share Subscription, Xi'an Communication Energy will become the Substantial Shareholder. Mr. Wu accumulated more than 30 years of experience in energy and natural gas industry.

## LETTER FROM THE BOARD

Save as disclosed above, Mr. Wu has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications. Mr. Wu is not connected with any directors, senior management or any other substantial or controlling shareholders of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between the Company and Mr. Wu. He is not appointed for a specific term except that he is subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$32,000 which is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Wu.

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED FORM OF PROXY**

A supplemental notice of the Annual General Meeting to be held as originally scheduled at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 26 August 2015 at 11:00 a.m. is set out on pages AGM-1 to AGM-2 of this circular and the Original Form of Proxy despatched with the Circular is superseded by the Revised Form of Proxy enclosed herewith. Please refer to the Original Notice of Annual General Meeting for details of the other resolutions to be proposed at the Annual General Meeting, the voting arrangements, the poll procedure at the Annual General Meeting and other related matters.

A shareholder who has not yet completed and returned the Original Form of Proxy is required to complete and return the Revised Form of Proxy if you wish to appoint a proxy to attend the Annual General Meeting. In this case, the Original Form of Proxy should not be returned.

A shareholder who has already completed and returned the Original Form of Proxy properly should note that:

- (i) if the Revised Form of Proxy is not completed and returned properly or if the Revised Form of Proxy is returned later than 48 hours before the time fixed for holding the Annual General Meeting, the Original Form of Proxy will be treated as a valid form of proxy returned by you if it is correctly completed and returned. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on the additional resolution duly put to the Annual General Meeting as indicated in this supplemental notice; and



## LETTER FROM THE BOARD

- (ii) if the Revised Form of Proxy is completed and returned not less than 48 hours before the time fixed for holding the Annual General Meeting, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously returned by you. The Revised Form of Proxy will be treated as a valid form of proxy returned by you if it is correctly completed.

Completion and return of the Revised Form of Proxy will revoke and supersede the Original Form of Proxy but will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Revised Form of Proxy and return it to the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting.

### VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolutions proposed at the Annual General Meeting will also be taken by poll. A poll results announcement will be made by the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

### RECOMMENDATIONS

The Directors consider that the proposals for the election and re-election of Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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

# Asia Resources Holdings Limited

## 亞洲資源控股有限公司\*

*(incorporated in Bermuda with limited liability)*

(Stock Code: 899)

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**Original Notice of Annual General Meeting**”) dated 22 July 2015 by Asia Resources Holdings Limited (the “**Company**”) to convene the annual general meeting (the “**Annual General Meeting**”) at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 26 August 2015 at 11:00 a.m..

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the Original Notice of Annual General Meeting. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 22 July 2015.

Due to the matters as set out in the supplemental circular of the Company dated 11 August 2015 (the “**Supplemental Circular**”), the following resolution numbered 2 stated in the Original Notice of Annual General Meeting should be deleted in its entirety and replaced by the following:

- 2A. (i) To re-elect Mr. Lin Chengdong as Executive Director
- (ii) To re-elect Mr. Wu Hongquan as Executive Director
- (iii) To re-elect Mr. Kwok Hong Yee, Jesse as Independent Non-executive Director
- (iv) To re-elect Mr. Zhang Xianlin as Independent Non-executive Director
- 2B. To consider and approve the resolution in relation to the election of Ms. Li Yali as Executive Director upon the completion of the Share Subscription Agreement
- 2C. To authorise the board of Directors to fix the remunerations of the Directors.

\* For identification purposes only

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Save as set out above, all resolutions contained in the Original Notice of Annual General Meeting shall remain to have full force and effect.

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

Hong Kong, 11 August 2015

*Notes:*

- (a) Details of the above resolution are set out in this supplemental notice.
- (b) A revised form of proxy in respect of the above resolution is enclosed with this supplemental notice (the **"Revised Form of Proxy"**).
- (c) Shareholders who intend to appoint a proxy to attend the Annual General Meeting and vote on the resolutions set out in this supplemental notice shall complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the Revised Form of Proxy will not preclude you from attending the Annual General Meeting or any adjournment thereof and voting in person if you so wish.

A shareholder who has not yet completed and returned the form of proxy as enclosed to the Notice of Annual General Meeting of the Company dated 22 July 2015 (the **"Original Form of Proxy"**) is required to complete and return the Revised Form of Proxy if you wish to appoint a proxy to attend the Annual General Meeting. In this case, the Original Form of Proxy should not be returned.

**A shareholder who has already completed and returned the Original Form of Proxy properly should note that:**

- (i) if the Revised Form of Proxy is not completed and returned properly or if the Revised Form of Proxy is returned later than 48 hours before the time fixed for holding the Annual General Meeting, the Original Form of Proxy will be treated as a valid form of proxy returned by you if it is correctly completed and returned. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on the additional resolution duly put to the Annual General Meeting as indicated in this supplemental notice; and
  - (ii) if the Revised Form of Proxy is completed and returned not less than 48 hours before the time fixed for holding the Annual General Meeting, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously returned by you. The Revised Form of Proxy will be treated as a valid form of proxy returned by you if it is correctly completed.
- (d) Save as the additional proposed resolutions, there is no any other change to the resolutions set out in the Original notice of Annual General Meeting dated 22 July 2015. For details of other resolutions and other related matters to be considered and approved at the Annual General Meeting, please refer to the Original notice of Annual General Meeting and the circular of the Company dated 22 July 2015.