

Asia Resources Holdings Limited

亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

REVISED FORM OF PROXY FOR ANNUAL 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, Wanchai, Hong Kong on Wednesday, 26 August 2015 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice and the supplemental notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 March 2015.		
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.		
3.	To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4A.	To grant a general mandate to the Directors to allot, issue and deal with the shares.		
4B.	To grant a general mandate to the Directors to buyback the Company's own shares.		
4C.	To include the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors of the Company under resolution no. 4A.		
5.	To refresh the scheme mandate limit under the share option scheme of the Company (ordinary resolution as set out in the Notice).		

Dated this _____ day of _____, 2015

Signature(s) ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 REVISED FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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.
- In order to be valid, this Revised 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
- This Revised 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.
- 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.
- IMPORTANT: 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.**
- IMPORTANT: A shareholder who has already completed and returned the Original Form of Proxy properly should note that:**
 - 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 the Supplemental Notice of Annual General Meeting; and
 - 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.
- 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 Revised Form of Proxy will not preclude you from attending and voting in person at the meeting convened and in such events this Revised Form of Proxy shall be deemed to be revoked.

* For identification purposes only