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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 (“SGM”) of Asia Resources Holdings Limited (the “**Company**”) will be held at 11:00 a.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 10:30 a.m. on the same day and at the same place), on Thursday, 21 September 2017 at Empire Room 1, 1/F, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifying, the following resolution which will be proposed as ordinary resolution of the Company:

### ORDINARY RESOLUTION

#### “**THAT**

- (a) the disposal agreement dated 6 June 2017 (as amended and supplemented by a supplemental agreement dated 28 August 2017) (the “**Disposal Agreement**”) and entered into among 鴻源信息諮詢(深圳)有限公司 (transliterated as Hongyuan Information Consultancy (Shenzhen) Company Limited<sup>#</sup>) (the “**Vendor**”) and 深圳市安業創展投資發展有限公司 (transliterated as Shenzhen Shi Anye Chuangzhan Investment Development Company Limited<sup>#</sup>) (the “**Purchaser**”), in relation to the disposal of 40% equity interest in Shenzhen Penghongsheng Industrial Development Company Limited<sup>#</sup> (深圳鵬鴻昇實業發展有限公司) (the “**Target Company**”) and the sale loan in the amount of RMB156,260,000 (equivalent to approximately HK\$176,573,800) owed by the Target Company to the Vendor and certain subsidiaries of the Company for the consideration of RMB160,000,000 (equivalent to approximately HK\$180,800,000), (a copy of the Disposal Agreement has been produced to the SGM and marked “A” and initiated by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

\* For identification purposes only

- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Disposal Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Disposal Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By Order of the Board  
**Asia Resources Holdings Limited**  
**Huang Yilin**  
*Executive Director*

Hong Kong, 5 September 2017

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM II  
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:*

- (a) As at the date hereof, the board of Directors comprises Mr. Huang Yilin, Mr. Chan Shi Yin, Keith, Mr. Liu Yan Chee, James, Mr. Chan Yuk Sang and Mr. Li Yuguo as executive Directors and Mr. Zhang Xianlin, Mr. Kwok Hong Yee, Jesse and Mr. Ng Ping Yiu as independent non-executive Directors.
- (b) Where there are joint registered holders of any share, any one of such persons may vote at the SGM, 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 be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (c) For determining the entitlement to attend and vote at the SGM, the Register of Members of the Company will be closed from Monday, 18 September 2017 to Thursday, 21 September, 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the SGM (or at any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong Time) on Friday, 15 September 2017.

- (d) A shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (e) To be valid, a form of proxy and the instrument appointing the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than Tuesday, 19 September 2017 at 11:00 a.m. (Hong Kong Time) or not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
- (f) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the SGM. Where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.

*As at the date of this announcement, the Board consists of five executives Directors, Mr. Huang Yilin, Mr. Chan Shi Yin, Keith, Mr. Liu Yan Chee, James, Mr. Chan Yuk Sang and Mr. Li Yuguo; and three independent non-executive Directors, Mr. Zhang Xianlin, Mr. Kwok Hong Yee, Jesse and Mr. Ng Ping Yiu.*