

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) _____
of (address) _____

or failing him, the Chairman of the meeting, 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 Monday, 12 November 2018 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting (the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>"THAT subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of, and permission to deal in, the New Shares (as defined below); (ii) compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda in respect of the Capital Reduction (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed:</p> <p>a. the par value of each of the issued shares of the Company of HK\$0.25 each (the "Existing Shares") be reduced from HK\$0.25 to HK\$0.01 by a cancellation of such amount of the paid-up capital on each issued Existing Share so that each issued Existing Share will be treated as one fully paid-up share of par value of HK\$0.01 each in the share capital of the Company (the "New Shares") (the "Capital Reduction"), and the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company;</p> <p>b. immediately following the Capital Reduction, each of the authorised but unissued Existing Shares of HK\$0.25 each be sub-divided into twenty-five (25) New Shares of par value of HK\$0.01 each (the "Share Subdivision") so that immediately following the Capital Reduction and the Share Subdivision (collectively, the "Capital Reorganisation"), the authorised share capital of the Company shall become HK\$2,500,000,000 divided into 250,000,000,000 New Shares;</p> <p>c. the New Shares shall rank pari passu in all respects with each other and have such rights and subject to such restrictions as set out in the memorandum of association and bye-laws of the Company;</p> <p>d. the directors of the Company (the "Directors") be and are hereby authorised to utilise the credit in the contributed surplus account of the Company for such purposes as may be permitted by the applicable laws and the bye-laws of the Company as the Directors consider appropriate; and</p> <p>e. the Directors be hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation."</p>		

Dated this _____ day of _____, 2018

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. The full name and address of your proxy must be inserted in **BLOCK CAPITALS**. If not completed, the Chairman of the Meeting will act as your proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT 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 a 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 11:00 a.m. (Hong Kong Time) on Saturday, 10 November 2018 or 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.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Secretaries Limited at the above address.

* For identification purpose only