

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

ASIA RESOURCES HOLDINGS LIMITED
亞洲資源控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 899)

**MAJOR TRANSACTION
AND
RESUMPTION OF TRADING**

On 12 December 2007, Bestime, an indirect wholly-owned subsidiary of the Company, entered into the Share Transfer Agreement with the Purchaser, pursuant to which Bestime agreed to dispose of the Sale Shares (representing 30% of the issued share capital of Skyyield) to the Purchaser for a total consideration of HK\$180,000,000. Following the Disposal, the Group will have no further interest in the Shares of Skyyield.

The Directors of the Company consider that the Disposal is fair and reasonable and in the best interest of the Company.

The Disposal constituted a major transaction of the Company under Chapter 14 of the Listing Rules. Pursuant to Rule 14.44 of the Listing Rules, the Company has obtained written approval of the Disposal from Guardwell, Eagle China and Eagle Asia, Shareholders which (a) together hold about 53.28% of the issued share capital of the Company, and (b) are beneficially owned and controlled by the Mr. Wu Yong, the spouse of Ms. Zhang Cheng, the Company's Chairman and executive Director.

A circular containing, amongst other, details of the Share Transfer Agreement will be sent to the Shareholders as soon as practicable in accordance with the requirements of the Listing Rules.

At the request of the Company, trading in the Shares was suspended on the Stock Exchange at 9:30 a.m. on 14 December 2007 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 17 December 2007.

THE SHARE TRANSFER AGREEMENT

Date: 12 December 2007

Parties:

- (i) Mr. Zhou Yu Kang (as the transferee)
- (ii) Bestime Systems Limited (as the transferor)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Zhou Yu Kang is an Independent Third Party.

Assets to be disposed

Pursuant to the Share Transfer Agreement, Bestime agreed to dispose of 3 ordinary Shares of Skyyield, representing 30% of the issued share capital of Skyyield to the Purchaser for a total consideration of HK\$180,000,000. Skyyield is an associate company of the Group. Following the Disposal, the Group will have no further interest in the Shares of Skyyield.

Skyyield is an investment holding company incorporated in the British Virgin Islands, and its sole investment is the holding of the entire equity interest in Zhejiang Binjiang which is principally engaged in property development in the PRC. At present, Zhejiang Binjinag has two property development projects, both of which are for commercial and residential uses, located alongside the Qiantang River and are still in the process of being completed.

Consideration and Payment

The consideration for the Disposal is HK\$180,000,000, payable by the Purchaser to Bestime by way of installments as follows:

1. the first of which in the sum of HK\$10,000,000 shall be paid by the Purchaser to Bestime in one lump sum within 2 days after execution of the Share Transfer Agreement ("First Installment Payment Day");
2. the second of which in the sum of HK\$35,000,000 shall be paid by the Purchaser to Bestime in one lump sum within 21 days from the First Installment Payment Day ("Second Installment Payment Day"); and
3. the remaining balance of HK\$135,000,000 shall be paid by the Purchaser to Bestime either in one lump sum or by way of installments within 6 months from the Second Installment Payment Day.

Completion will take place on the third business day after Bestime has received all the consideration which is expected to be in July 2008.

According to the audited consolidated accounts of the Company for the year ended 31 March 2007, the Group's interest in Skyyield was booked at HK\$114,823,000, whereas the balance sheet of Skyyield as at 31 March 2007 shows a net liabilities position. The consideration for the Disposal was determined on an arm's length basis with reference to (a) an investment return of about 50% as mentioned in the paragraph headed "Reasons for entering into the Share transfer agreement" below, (b) the said book value of Skyyield, and (c) the said net liabilities position of Skyyield. The audited net losses of Skyyield before taxation and extraordinary items attributed to the Sale Shares for the 15 months period from 1 January 2006 to 31 March 2007 and for the 12 months period from 1 January 2005 and 31 December 2005 amounted to HK\$8,364,000

and HK\$13,109,000 respectively. Since there were no taxation and extraordinary items attributed to the Sale Shares for the aforesaid periods, the audited net losses of Skyyield after taxation and extraordinary items for the aforesaid periods also amounted to HK\$8,364,000 and HK\$13,109,000 respectively. Skyyield has been suffering from losses since it has had no revenue while it has incurred expenses for the development projects undertaken by Zhejiang Binjiang which are still in the process of being completed.

REASONS FOR ENTERING INTO THE SHARE TRANSFER AGREEMENT

After taking into account the exchange gain up to 31 March 2007, the gain on the Disposal amounts to approximately HK\$70,310,000 over the carrying value of the Sale Shares as recorded in the audited consolidated accounts of the Company for the year ended 31 March 2007. The investment return of the Sale Shares over 2 years period since the Group's acquisition in October 2005 is about 50%. The Directors consider that it is in the best interest of the Group to take this opportunity to realize its investment in Skyyield through the Disposal.

The net proceeds from the Disposal of HK\$180,000,000 will be used as working capital of the Group.

The Directors consider that the Disposal will prepare the Group with an improved financial position to allow for future investment and/or acquisition, should new prospective investment opportunities with better returns arise.

The Directors consider that the terms of the Disposal are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

INFORMATION ON THE PARTIES

The Company is an investment holding company incorporated in Bermuda and the principal activities of its subsidiaries include property development, manufacture and sales of pharmaceutical products.

The Purchaser is not connected to the Company as defined in the Listing Rules.

A circular containing, amongst other, details of the Share Transfer Agreement will be sent to the Shareholders as soon as practicable.

SHAREHOLDERS' APPROVAL OF THE DISPOSAL

As one of the applicable percentage ratios under Chapter 14 of the Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major transaction for the Company and is required to be approved by the Shareholders in a general meeting of the Company. Pursuant to Rule 14.44 of the Listing Rules, (a) no Shareholder is required to abstain from voting if a general meeting of the Company were convened to approve the Disposal, and (b) the Company has on 14 December 2007 obtained written approval of the Disposal from

the following Shareholders:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Shareholding (%)</u>
Guardwell Investments Limited (“Guardwell”)	390,000,000	27.63
Eagle Asia Investments Limited (“Eagle Asia”)	232,000,000	16.44
Eagle China Investments Limited (“Eagle China”)	130,000,000	9.21
Total	752,000,000	53.28

Guardwell, Eagle China and Eagle Asia are beneficially owned and controlled by Mr. Wu Yong, the spouse of Ms. Zhang Cheng, the Company's Chairman and an executive Director. As all the conditions set out in Rule 14.44 of the Listing Rules are met by the Company, the said written approval is acceptable under the Listing Rules in lieu of holding a general meeting to approve the Disposal, and thus the Company shall not be required to hold such a general meeting.

GENERAL AND RESUMPTION OF TRADING

A circular containing, among other things, details of the Share Transfer Agreement will be sent to the Shareholders as soon as practicable in accordance with the requirements of the Listing Rules.

At the request of the Company, trading in the Shares was suspended on the Stock Exchange at 9:30 a.m. on 14 December 2007 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 17 December 2007.

DEFINITION

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

"%"	per cent
"Bestime"	Bestime Systems Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
"Board"	the board of 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
"Disposal"	the disposal of the Sale Shares by Bestime to the Purchaser
"Group"	the Company and its subsidiaries
"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
"Independent Third Party(ies)"	(an) independent third party(ies) not connected to the Directors, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates as defined in the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange from time to time
"PRC"	the People's Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement
"Purchaser"	Mr. Zhou Yu Kang (周虞康)
"Sale Shares"	3 ordinary Shares of Skyyield, representing 30% of the issued share capital of Skyyield as at the date of the Share Transfer Agreement
"Share Transfer Agreement"	the Share Transfer Agreement dated 12 December 2007 in relation to the Disposal entered into between Bestime and the Purchaser
"Share(s)"	share(s) of US\$1.00 each in the share capital of Skyyield
"Shareholders"	Shareholders of the Company
"Skyyield"	Skyyield Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Zhejiang Binjiang"	Zhejiang Binjiang Construction Co., Ltd. (浙江濱江建設有限公司), a wholly foreign-owned enterprise established in the Hangzhou City, Zhejiang Province, the PRC

On behalf of the Board

Lin Dong

Director

Hong Kong, 14 December 2007

As at the date of this announcement, the executive directors of the Company are Ms. Zhang Cheng, Mr. Lin Dong, Mr. Feng Xiang Cai and Mr. Yang Jianxin and the independent non-executive directors are Mr. Ngai Sau Chung Howard, Mr. Jiang Guoan and Mr. Lin Ye.

**For identification purpose only*