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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)**

## **ANNOUNCEMENT VOTING RESULT AT SPECIAL GENERAL MEETING HELD ON 31 MAY 2013**

**AND**

### **ADJUSTMENTS TO CONVERTIBLE NOTES AND OPTIONS**

Reference is made to a circular (the “**Circular**”) of Asia Resources Holdings Limited (the “**Company**”) in relation to the Capital Reorganisation and a notice (the “**Notice**”) of a special general meeting issued to the shareholders of the Company on 30 April 2013 and the Company’s announcement dated 14 May 2013 regarding the change of venue of the special general meeting. Unless the context otherwise required, terms defined in this announcement shall have the same meanings as those defined in the Circular.

### **SGM VOTING RESULT**

The Board is pleased to announce that the special resolution to approve the Capital Reorganisation as set out in the Notice was duly passed by the Shareholders by way of poll at the special general meeting of the Company held on 31 May 2013 (the “**SGM**”). As at the date of the SGM, the total number of issued shares in the Company was 4,958,745,758 which was the total number of shares entitling the Shareholders to attend and vote for or against the special resolution at the SGM. The Circular did not state any intention of any party to vote against the special resolution or to abstain from voting at the SGM. No Shareholder was required under the Listing Rules to abstain from voting on the special resolution at the SGM.

\* *For identification purposes only*

The Company's Hong Kong branch share registrar, Tricor Secretaries Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll result in respect of the special resolution proposed at the SGM is as follows:

SPECIAL RESOLUTION	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
	FOR	AGAINST	
To approve (i) every twenty-five issued and unissued share of HK\$0.05 each in the share capital of the Company be consolidated into one share of HK\$1.25 (the “ <b>Consolidated Share</b> ”); (ii) the reduction of the issued share capital of the Company by cancelling the paid-up capital to the extent of HK\$1.00 on each of the Consolidated Shares to a share of HK\$0.25 (the “ <b>Reduced Share</b> ”) (the “ <b>Capital Reduction</b> ”); (iii) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company which may be used in any manner permitted by the laws of Bermuda and the bye-laws of the Company; (iv) each unissued Consolidated Share be sub-divided into five shares of HK\$0.25 each; and (v) the directors of the Company be authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.	1,649,290,000 (95.45%)	78,700,002 (4.55%)	1,727,990,002

Please refer to the Notice for details of the special resolution. As more than 75% of the votes cast by members in person (or in case of a member being a corporation by its duly authorised representative) or by proxy were in favour of the special resolution, the special resolution was duly passed at the SGM.

## CAPITAL REORGANISATION

As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation will become effective on Monday, 3 June 2013. The Reduced Shares will commence trading with effect from 9:00 a.m. on Monday, 3 June 2013 and free exchange of existing share certificates will be offered during the period from 9:00 a.m. on Monday, 3 June 2013 to 4:30 p.m. Thursday, 11 July 2013 (both days inclusive). Details are set out in the Circular.

## ADJUSTMENTS TO THE CONVERSION PRICE OF THE CONVERTIBLE NOTES AND THE EXERCISE PRICE AND NUMBER OF THE OUTSTANDING OPTIONS

### Convertible Notes

Adjustments to the conversion price of the Convertible Notes are required under the terms and conditions under the instrument issued by the Company on 29 September 2010. The conversion price of the outstanding Convertible Notes has been adjusted from HK\$0.1863 per Existing Share to HK\$4.6575 per Reduced Share with effect from the date on which the Capital Reorganisation becoming effective.

### Options

Adjustments to the exercise price and the number of the outstanding Options are required under the relevant rules of the Share Option Scheme, the provision of Rule 17.03(13) of the Listing Rules and the supplementary guidance set out by the Stock Exchange on 5 September 2005. The adjusted exercise price and the adjusted number of the outstanding Options which take effect from the date on which the Capital Reorganisation becoming effective are as follows:

Date of grant	Exercise period	Exercise price per Existing Share before the Capital Reorganisation	Adjusted exercise price per Reduced Share after the Capital Reorganisation	Number of outstanding Options before the Capital Reorganisation	Adjusted number of outstanding Options after the Capital Reorganisation
12 July 2011	12 July 2011 to 11 July 2021	HK\$0.0710	HK\$1.775	131,500,000	5,260,000

The Company's auditors have been appointed to certify the above necessary adjustments with respect to the effect of the Capital Reorganisation on the conversion price of the Convertible Notes and the exercise price and number of the outstanding Options.

By order of the board  
**Asia Resources Holdings Limited**  
**Chim Kim Lun Ricky**  
*Chairman*

Hong Kong, 31 May 2013

*As at the date of this announcement, the Board consists of three executive Directors, Mr. Chim Kim Lun Ricky, Mr. Cheung Kai Kwong and Mr. Yeung Yiu Bong Anthony; one non-executive Director, Mr. Tong Leung Sang; and three independent non-executive Directors, Mr. Zhang Xianlin, Mr. Lum Pak Sum and Mr. Kwok Hong Yee Jesse.*