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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 (the “**SGM**”) of Asia Resources Holdings Limited (the “**Company**”) will be held by electronic means (via ZOOM MEETING only) on Thursday, 21 April 2022 at 11:30 a.m. (Hong Kong time) at Unit 2601, 26/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement (the “**Agreement**”) dated 31 January 2022, details of which are disclosed in the circular of the Company dated 28 March 2022, entered into among World Kingdom Worldwide Limited, Kwong Wing Yee and Shun Jie International Holdings Company Limited (“**Shun Jie**”) regarding the sale and purchase of the entire issued share capital of Shun Jie (a copy of the Agreement marked “A” is produced to the SGM and signed by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder and the execution thereof be and are hereby ratified, confirmed and approved; and

* *For identification purposes only*

- (b) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify and execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Agreement and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in his/their opinion, in the interests of the Company and its shareholders.”

By Order of the Board
Asia Resources Holdings Limited
Li Yuguo
Chairman

Hong Kong, 28 March 2022

Notes:

1. In light of the new regulations of Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong) announced by the Government of the Hong Kong with effect from 10 February 2022, including the prohibition of the holding of physical general meetings of companies, to combat the spread of the COVID-19 pandemic, as well as the uncertainty of the development of the COVID-19 pandemic and the corresponding restriction measures, the SGM will be conducted virtually via electronic means (the “**Virtual SGM**”). The Shareholders and/or their proxies will NOT be able to attend the SGM in person, and can view and participate to a live webcast of the Virtual SGM via electronic means.

The Virtual SGM will be broadcasted from the venue of the SGM in Hong Kong (the “**SGM Venue**”) and only the minimum number of persons will be physically present at the SGM Venue as is legally required to form a quorate meeting by the Directors or other senior staff members of the Company who are Shareholders or proxy. Other Directors will participate by way of electronic means.

Shareholders will be able to view and participate to a live webcast at the start of the SGM until its conclusion on a computer, tablet or any browser enabled device. In order to do so, Shareholders who wish to join the SGM via electronic means must register by Tuesday, 19 April 2022 at 11:30 a.m. (being not less than 48 hours before the SGM) by sending an email to ARHL899@asiaresources899.com.hk and providing personal particulars, including full name, registered address, number of shares held and relevant securities statements for verification purposes. Following authentication of his/her/its status as members of the Company, authenticated Shareholders will receive an email instruction on how to join the live broadcast to observe the proceedings of the SGM by Wednesday, 20 April 2022.

Shareholders may submit questions online during the SGM via the live webcast. Shareholders can also send any questions they may have in advance in relation to the resolutions to be tabled for approval at the SGM. To do so, all questions must be submitted by Tuesday, 19 April 2022 at 11:30 a.m. (being not less than 48 hours before the SGM) by email to ARHL899@asiaresources899.com.hk. The Board will arrange for as many of the questions asked to be answered as possible at the SGM.

2. All resolutions at the SGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the SGM by proxy. If you wish to vote on any resolution at the SGM, you must appoint the chairman of the SGM as your proxy to exercise your right to vote at the SGM in accordance with your instructions. If you appoint a person who is not the chairman of the SGM as your proxy, that person will not be permitted entry to the SGM Venue and will not be able to exercise your vote. Physical attendance at the SGM is not necessary for the purpose of exercising voting rights.
3. To be valid, a form of proxy and 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 11:30 a.m. on Tuesday, 19 April 2022 (Hong Kong Time) or not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
4. A form of proxy for use at the SGM or any adjournment thereof is enclosed.
5. For determining the entitlement to vote at the SGM, the Register of Members of the Company will be closed from Thursday, 14 April 2022 to Thursday, 21 April 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong Time) on Wednesday, 13 April 2022.
6. In the case of joint holders of a share, any one of such joint holders may vote, but if more than one of such joint holders vote, the one 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.
7. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the SGM and precautionary measures and may issue further announcement on such measures as appropriate.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the website of the Company at www.asiaresources899.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board consists of three executive directors, Mr. Li Yuguo, Mr. Liu Yan Chee James and Ms. Guo Yumei; two non-executive directors, Mr. Yang Xiaoqiang and Mr. Huang Yilin; and three independent non-executive directors, Mr. Ba Junyu, Mr. Zhu Xueyi and Mr. Wong Chung Man.