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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 at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 28 November 2023 at 11:00 a.m. for the following purposes. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 9 November 2023.

ORDINARY RESOLUTIONS

“THAT:

- 1 (a) the Agreement A dated 23 August 2023, details of which are disclosed in the circular of the Company dated 9 November 2023, entered into between the Company, the Vendor, the Target Company A and the Guarantors (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;
- (b) the issue and allotment of 32,000,000 Consideration Shares to the Vendor pursuant to the terms of the Agreement A be and are hereby approved;

* *For identification purpose only*

- (c) subject to and conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares, the Directors be and are hereby granted the Specific Mandate and any one Director be and is hereby specifically authorised to exercise all the powers of the Company to issue, allot and credit as fully paid, the Consideration Shares, on and subject to the terms and conditions of the Agreement A, provided that such authority granted to the Directors shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolutions; and
 - (d) 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 A, the Specific Mandate and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in his/her opinion, in the interests of the Company and its shareholders.
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- (a) the Agreement B dated 23 August 2023, details of which are disclosed in the circular of the Company dated 9 November 2023, entered into between the Company, the Vendor, the Target Company B and the Guarantors (a copy of the Agreement marked “B” 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;
 - (b) the issue and allotment of 155,680,000 Consideration Shares to the Vendor pursuant to the terms of the Agreement B be and are hereby approved;
 - (c) subject to and conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares, the Directors be and are hereby granted the Specific Mandate and any one Director be and is hereby specifically authorised to exercise all the powers of the Company to issue, allot and credit as fully paid, the Consideration Shares, on and subject to the terms and conditions of the Agreement B, provided that such authority granted to the Directors shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolutions; and

- (d) 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 B, the Specific Mandate and any of the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in his/her opinion, in the interests of the Company and its shareholders.”

By Order of the Board
Asia Resources Holdings Limited
Li Yuguo
Executive Director

Hong Kong, 9 November 2023

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, subject to the provisions of the bye-laws of the Company, vote in his/her stead. A proxy need not be a member 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.
2. 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 share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than Sunday, 26 November 2023 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.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 24 November 2023 to Tuesday, 28 November 2023 (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 share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 23 November 2023.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof, should he/she so wish, and in such event, the authority of the proxy shall be deemed to be revoked.

5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to, but if more than one of such joint holders be present at the above meeting 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.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect at the time of the meeting, the meeting will be held as scheduled unless further notice posted on the websites of the Company at <http://www.asiaresources899.com.hk> and the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the date, time and place of the rescheduled meeting.

Shareholders should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board consists of three executive directors, Mr. Li Yuguo, Mr. Liu Yan Chee James and Mr. Li Xiaoming; 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.