

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Asia Resources Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED CHANGE OF COMPANY NAME; (2) PROPOSED ADOPTION OF NEW BYE-LAWS; AND (3) NOTICE OF SGM

A notice convening a special general meeting of the Company to be held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, on Wednesday, 13 December 2023 at 11:00 a.m. or any adjournment thereof is set out on pages SGM-1 to SGM-3 of this circular. Whether or not you are able to attend the meeting, you are advised to read the notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the special general meeting (i.e. not later than Monday, 11 December 2023 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

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

“Board”	the board of the Directors
“Bye-Laws”	the existing amended and restated bye-laws of the Company
“Company”	Asia Resources Holdings Limited (亞洲資源控股有限公司*), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 899)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-Laws”	the second amended and restated bye-laws of the Company incorporating the Proposed Amendments proposed to be adopted by the Company at the SGM
“Proposed Adoption of New Bye-Laws”	the proposed adoption of the New Bye-Laws
“Proposed Amendments”	the proposed amendments to the Bye-Laws for the purpose of reflecting the Proposed Change of Company Name
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Asia Resources Holdings Limited” to “Zhong Jia Guo Xin Holdings Company Limited”, and the adoption of the secondary name of the Company in Chinese of “中加國信控股股份有限公司”

* For identification purpose only

DEFINITIONS

“SGM”	the special general meeting of the Company to be held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, on Wednesday, 13 December 2023 at 11:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name and the Proposed Adoption of New Bye-Laws
“Share(s)”	ordinary share(s) of the Company of par value of HK\$0.1 each
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

Asia Resources Holdings Limited
亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

Executive Directors:

Mr. Li Yuguo
Mr. Liu Yan Chee James
Mr. Li Xiaoming

Non-executive Directors:

Mr. Yang Xiaoqiang
Mr. Huang Yilin

Independent Non-executive Directors:

Mr. Ba Junyu
Mr. Zhu Xueyi
Mr. Wong Chung Man

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Room 2601, 26/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

24 November 2023

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF NEW BYE-LAWS;
AND
(3) NOTICE OF SGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 20 November 2023 in relation to the Proposed Change of Company Name and Proposed Adoption of New Bye-Laws.

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name and Proposed Adoption of New Bye-Laws and to give you notice of the SGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

On 20 November 2023, the Board announced that it proposed to change the English name of the Company from “Asia Resources Holdings Limited” to “Zhong Jia Guo Xin Holdings Company Limited”, and to adopt the Chinese name “中加國信控股股份有限公司” as the secondary name of the Company.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the SGM; and
2. the Registrar of Companies in Bermuda granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers that the proposed new names can provide the Group with a more suitable corporate image and identity and reflect the Company’s current strategic and business development direction. Accordingly, the Board considers that the Proposed Change of Company Name will benefit the Group’s future business development and is in the best interests of the Company and its Shareholders as a whole.

EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new names of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short names of the Company for trading in the securities on the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

PROPOSED ADOPTION OF NEW BYE-LAWS

The Board also proposes to amend and restate the Bye-Laws to reflect the Proposed Change of Company Name. The details of the Proposed Amendments are set out below.

The Board proposes to put forward to the Shareholders for approval at the SGM a special resolution to adopt the New Bye-Laws. The Proposed Amendments and Proposed Adoption of New Bye-Laws are subject to the passing of a special resolution by the Shareholders at the SGM and shall take effect upon the Proposed Change of Company Name becoming effective.

Details of the Proposed Amendments

The Proposed Amendments are to reflect the Proposed Change of Company Name by replacing all references therein to “Asia Resources Holdings Limited” with “Zhong Jia Guo Xin Holdings Company Limited (中加國信控股股份有限公司)” in the Bye-Laws.

Implication of the Proposed Adoption of New Bye-Laws

The Proposed Amendments will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the Proposed Adoption of New Bye-Laws becoming effective, continue to have the same rights and obligations.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name, the Proposed Adoption of New Bye-Laws, the new stock short names of the Company and other relevant matters as and when appropriate.

LETTER FROM THE BOARD

SGM

The SGM will be convened and held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, on Wednesday, 13 December 2023 at 11:00 a.m., for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name and the Proposed Adoption of New Bye-Laws. A notice convening the SGM is set out on pages SGM-1 to SGM-3 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the SGM in relation to the Proposed Change of Company Name and Proposed Adoption of New Bye-Laws.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Monday, 11 December 2023 to Wednesday, 13 December 2023, both days inclusive, in order to determine the entitlement of Shareholders to attend the SGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 8 December 2023.

FORM OF PROXY

A form of proxy is enclosed for use at the SGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.asiaresources899.com.hk>). Whether or not you intend to be present at the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the SGM if they so wish and in such event, the form of proxy will be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the shareholders at a general meeting must be taken by poll. Accordingly, the resolution at the SGM will be voted on by way of poll and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and (5A) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the Proposed Adoption of New Bye-Laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the SGM.

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

NOTICE OF SPECIAL GENERAL MEETING

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 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 Wednesday, 13 December 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Asia Resources Holdings Limited” to “Zhong Jia Guo Xin Holdings Company Limited”, and the Chinese name of “中加國信控股股份有限公司” be adopted as the secondary name of the Company (the “**Proposed Change of Company Name**”) with effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively, and that any one of the directors of the Company be and he/she is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the aforesaid Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT** upon the Proposed Change of Company Name becoming effective, the existing amended and restated bye-laws of the Company be amended to reflect the Proposed Change of Company Name by replacing all references therein to “Asia Resources Holdings Limited” with “Zhong Jia Guo Xin Holdings Company Limited (中加國信控股股份有限公司)” in the existing amended and restated bye-laws of the Company; and the second amended and restated bye-laws of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the special general

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NOTICE OF SPECIAL GENERAL MEETING

meeting for the purpose of identification, which consolidates all the proposed amendments mentioned, be approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the existing amended and restated bye-laws of the Company and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute all such documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the proposed amendments mentioned and the adoption of the second amended and restated bye-laws of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 24 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 not later than Monday, 11 December 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 Monday, 11 December 2023 to Wednesday, 13 December 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 Friday, 8 December 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.

NOTICE OF SPECIAL GENERAL MEETING

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.