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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 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.”

* For identification purpose only

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 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.
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.