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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)

(I) PROPOSED CHANGE OF AUDITORS AND

(II) PROPOSED AMENDMENTS TO BYE-LAWS OF THE COMPANY

The Board announces that HLB Hodgson Impey Cheng will retire as the auditors of the Company with effect from the conclusion of the AGM and the Board proposes to appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company, subject to the approval of the Shareholders at the AGM.

The Board also proposes to seek the approval of the Shareholders at the forthcoming AGM to amend the Bye-laws in order to bring the Bye-laws in line with (i) current amendments made to the Listing Rules which came into effect on 1 January 2012 and 1 April 2012 respectively; and (ii) certain changes to the Companies Act 1981 of Bermuda.

The amendments to the Bye-laws are subject to approval of the Shareholders by way of passing of a special resolution to be proposed at the AGM.

PROPOSED CHANGE OF AUDITORS

The board of directors (the “**Board**”) of Asia Resources Holdings Limited (the “**Company**”) announces that HLB Hodgson Impey Cheng will retire as auditors of the Company with effect from the conclusion of the forthcoming annual general meeting of the Company to be held on 21 September 2012 (the “**AGM**”).

* *For identification purposes only*

In March 2012, the practice of HLB Hodgson Impey Cheng was reorganized as HLB Hodgson Impey Cheng Limited. The Board considers that it is in the interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole if the auditors can continue to serve the Company. Therefore, a resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the AGM.

HLB Hodgson Impey Cheng has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) relating to, among other things, the constitutional documents or equivalent documents of listed issuers. The various amendments to the Listing Rules came into effect on 1 January 2012 and 1 April 2012 respectively. In addition, there were certain changes to the Companies Act 1981 of Bermuda. Accordingly, the Board proposes to seek the approval of the Shareholders at the forthcoming AGM by way of passing of a special resolution for the amendments to the Bye-laws, so as to bring the Bye-laws in line with (i) current amendments made to the Listing Rules and (ii) certain changes to the Companies Act 1981 of Bermuda.

Some of the major proposed amendments to the Bye-laws include the following:

- if a substantial Shareholder or a director of the Company has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be dealt with by a physical board meeting rather than a written resolution;

- to no longer permit a director of the Company to disregard 5% interests when considering whether the director of the Company has a material interest which would prevent him from forming part of the quorum or voting at Board meeting; and
- all resolutions at general meetings of the Company shall be decided by poll other than resolution which relates purely to a procedural or administrative matter as may be permitted under the Listing Rules to be voted by a show of hands.

A circular containing, among other things, information in relation to the proposed change of auditors, the proposed amendments to the Bye-Laws and a notice convening the AGM will be despatched to the shareholders in due course.

By Order of the Board
Asia Resources Holdings Limited
Chim Kim Lun, Ricky
Chairman

Hong Kong, 20 July 2012

As at the date of this announcement, the Board consists of three executive Directors, Mr. Chim Kim Lun, Ricky, Mr. Chan Sung Wai and Mr. Cheung Kai Kwong; 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.