

Asia Resources Holdings Limited

亞洲資源控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

FORM OF PROXY FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We, ^(Note 1) _____
of (address) _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of above
named company (the "Company"), HEREBY APPOINT ^(Note 3) _____
of (address) _____
or failing him, the Chairman of the Meeting, as my/our proxy to attend and vote for me/us and on my/our behalf at the meeting of the Company to 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. (or at any adjournment
thereof) (the "Meeting") in respect of the resolution set out in the notice convening the Meeting (the "Notice") as hereunder indicated, and, if no such indication is
given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>"THAT:</p> <p>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 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; (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 the Consideration Shares; 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 in connection therewith.</p>		
<p>2 (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 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 the Consideration Shares; 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 in connection therewith."</p>		

Dated this _____ day of _____, 2023

Signature ^(Notes 5, 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- The full name and address of your proxy must be inserted in **BLOCK CAPITALS**. If not completed, the Chairman of the Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on a resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 11:00 a.m. (Hong Kong Time) on Sunday, 26 November 2023 or not less than 48 hours before the time for holding the said Meeting or any adjourned meeting.
- This form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the joint holding.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting convened and in such events this form of proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The description of the resolution is by way of summary only. The full text appears in the Notice.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Secretaries Limited at the above address.

* For identification purpose only