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CHINA ASEAN RESOURCES LIMITED

神州東盟資源有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Asean Resources Limited (the “**Company**”) will be held at 10:00 a.m. on 23 July 2013 at Falcon Room I, Basement, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution.

ORDINARY RESOLUTION

“**THAT**

- (a) the loan agreement dated 21 May 2013 (the “**Loan Agreement**”) entered into between Mr. Zhang Zhenzhong (the “**Lender**”) as lender and Keen Wood Group Limited (“**Keen Wood**”), a wholly owned subsidiary of the Company, as borrower, a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purposes of identification, and the terms and conditions thereof and the transaction contemplated thereunder, including but not limited to the execution of the share charges regarding the charges of the entire issued share capital of each of Forest Glen Group Limited (“**Forest Glen**”) and China Cambodia Resources Limited (“**China Cambodia**”) and the deeds of assignment as security regarding assignment of loans, indebtedness and liabilities owed by each of Forest Glen and China Cambodia to Keen Wood both in favour of the Lender by Keen Wood, be and are hereby approved, ratified and confirmed; and

- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Loan Agreement and the transactions contemplated thereunder.”

By order of the Board
China Asean Resources Limited
Leung Sze Yuan, Alan
Executive Director

Hong Kong, 8 July 2013

Registered office:

Canon's Court,
22 Victoria Street,
Hamilton HM 12,
Bermuda

*Head office and principal place
of business in Hong Kong:*

8th Floor,
Teda Building,
87 Wing Lok Street,
Hong Kong

Notes:

1. A form of proxy to be used for the meeting is enclosed. Whether or not a member intends to attend the SGM in person, such member is encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
2. Any member entitled to attend and vote at SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares (the “**Shares**”) of the Company may appoint more than one proxy to represent him and vote on his behalf at SGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The form of proxy shall 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 seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the SGM.

5. Where there are joint holders of any Share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any 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 the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and return of a form of proxy shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof and in such event, the proxy form appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises five executive Directors, namely Mr. Chultemsuren Gankhuyag, Mr. Gong Ting, Mr. Leung Sze Yuan, Alan, Ms. Yu Xiao Min and Mr. Zeng Lingchen; and three independent non-executive Directors, namely Mr. Hung Bingxian, Ms. Wen Huiying and Mr. Zhang Ying.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the “Latest Company Announcement” page of the GEM website at “<http://www.hkgem.com>” for seven days after the date of the publication and will be published on the website of the Company “<http://www.chinaaseanresources.com>”.