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ARES ASIA LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Ares Asia Limited (the “Company”) will be held on Friday, 21st September 2012 at 11:00 a.m. or immediately after the conclusion (or adjournment) of the annual general meeting of the Company which is to be held on the same date and at the same venue (whichever is the earlier) at Unit 1602, 16/F, LHT Tower, 31 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, the permission to deal in, the ordinary shares in the capital of the Company (the “Shares”) that may fall to be issued pursuant to the exercise of the options (the “Options”) granted under the share option scheme of the Company (the “2012 Share Option Scheme”), a copy of the rules thereof are contained in the document marked “A” produced to the meeting and for the purposes of identification and signed by the Chairman thereof, the rules of the 2012 Share Option Scheme be and are hereby approved and adopted and the directors of the Company be and are hereby authorized to administer the 2012 Share Option Scheme, grant Options to subscribe for Shares thereunder and to allot, issue and deal with the Shares pursuant to the exercise of the Options that may be granted under the 2012 Share Option Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2012 Share Option Scheme.”

By order of the Board
NG Wai Hung
Company Secretary

Hong Kong, 5th September 2012

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
- (3) In order to be valid, the 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 or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. 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 joints holders.
- (6) The votes at the abovementioned meeting will be taken by poll, unless otherwise permitted by the by-laws of the Company.

As at the date of this notice, the Board of the Company comprises Mr. Adwin Haryanto SURYOHADIPROJO (Chairman), Mr. CHUA Chun Kay, Mr. Junaidi YAP and Mr. David Michael GORMLEY as executive directors of the Company and Mr. LAM Pun Yuen, Frank, Mr. NGAN Hing Hon and Mr. YEUNG Kin Bond, Sydney as independent non-executive directors of the Company.