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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 (“**SGM**”) of Ares Asia Limited (“**Company**”) will be held at Unit 1602, 16/F, LHT Tower, No. 31 Queen’s Road Central, Central, Hong Kong on Friday, 16 November 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the agreement (the “**Agreement**”) dated 24 September 2012 and entered into between Ares Access Limited (“**Ares Access**”), an indirect wholly-owned subsidiary of the Company, and the Vendor (as defined in the circular dated 30 October 2012 despatched to the shareholders of the Company (“**Circular**”)), pursuant to which the Vendor agreed to sell, and Ares Access agreed to purchase, the Sale Shares (as defined in the Circular) at a consideration of US\$13,400,000 and all the transactions contemplated thereunder, a copy of which has been produced to the SGM marked “**A**” and signed by the chairman of the SGM for the purpose of identification, be and are hereby approved, ratified and confirmed; and
- (b) the director(s) of the Company be and is/are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider necessary desirable or expedient to carry out and implement the Agreement and all the transactions contemplated thereunder into full effect.”

By order of the Board

Ares Asia Limited

Junaidi YAP

Executive Director and Chief Executive Officer

Hong Kong, 30 October 2012

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his/her stead. A proxy need not be a shareholder 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 must be duly lodged at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjourned meeting (as the case may be).
4. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, 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 holding.
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 and Mr. Junaidi YAP (Chief Executive Officer) 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.