

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **ARES ASIA LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 645)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING HELD ON 21ST SEPTEMBER 2012 AND RETIREMENT OF EXECUTIVE DIRECTOR**

Reference is made to (i) the circular of the Company dated 31st July 2012 (“Circular I”) and the announcement dated 5th September 2012 in relation to the proposed grant of the general mandates to repurchase shares and to issue new shares of the Company and re-election of Directors and (ii) the circular (the “Circular II”) dated 5th September 2012 in relation to the proposed adoption of the 2012 Share Option Scheme. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in both Circulars I and II.

The Board is pleased to announce the poll results of the AGM and SGM held on 21st September 2012.

The Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at both the AGM and SGM.

#### **POLL RESULTS OF AGM**

The Board is pleased to announce that all the ordinary resolutions set out in the AGM notice were duly passed by way of poll at the AGM held on 21st September 2012.

The full text of the resolutions proposed at the AGM is set out in the AGM Notice and the poll results were as follows:

<b>Ordinary resolutions proposed at the AGM</b>		<b>Number of votes cast (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2012.	210,530,066 (100%)	0 (0%)
2. (i)	To re-elect Mr. CHUA Chun Kay as an executive director.	210,530,066 (100%)	0 (0%)
(ii)	To re-elect Mr. Junaidi YAP as an executive director.	210,530,066 (100%)	0 (0%)
(iii)	To re-elect Mr. Adwin Haryanto SURYOHADIPROJO as an executive director.	210,530,066 (100%)	0 (0%)
(iv)	To authorise the board of directors to fix directors' remuneration.	210,530,066 (100%)	0 (0%)
3.	To re-appoint Messrs. SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of directors to fix auditors' remuneration.	210,530,066 (100%)	0 (0%)
4.	To approve a general mandate to the directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	210,530,066 (100%)	0 (0%)
5.	To approve a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	209,709,666 (99.61%)	820,400 (0.39%)
6.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	209,709,666 (99.61%)	820,400 (0.39%)

As more than 50% of the votes were cast in favour of the above resolutions, all resolutions were duly passed as ordinary resolutions.

As at the date of AGM, the total number of Shares in issue was 340,616,934, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the resolutions, and accordingly, there were no Shares entitling the Shareholders to attend and vote only against of any of those resolutions.

## **POLL RESULTS OF SGM**

The Board is pleased to announce that the ordinary resolution set out in the SGM notice was duly passed by way of poll at the SGM held on 21st September 2012.

The full text of the resolution proposed at the SGM is set out in the SGM Notice and the poll results were as follows:

<b>Ordinary resolution proposed at the SGM</b>		<b>Number of votes cast (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To adopt the 2012 Share Option Scheme.	209,911,666 (99.71%)	604,400 (0.29%)

As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as ordinary resolution.

As at the date of SGM, the total number of Shares in issue was 340,616,934, which was the total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the SGM. There were no restrictions on any shareholders of the Company to cast votes on any of the resolution, and accordingly, there were no Shares entitling the Shareholders to attend and vote only against of any of the resolution.

## **RETIREMENT OF EXECUTIVE DIRECTOR**

Mr. David Michael GORMLEY (“Mr. GORMLEY”), had decided to retire and not to offer himself for re-election at the AGM in order to focus on his personal business. Accordingly, he retired as executive director of the Company with effect from 21st September 2012.

The Board and Mr. GORMLEY have confirmed that there is no disagreement with each other and there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board wishes to express its gratitude to Mr. GORMLEY for his past contributions to the Board and the Company.

By the Order of the Board  
**ARES ASIA LIMITED**  
**Junaidi Yap**  
*Executive Director*

Hong Kong, 21st September 2012

*As at the date of this announcement, the Board of the Company comprises Mr. Adwin Haryanto SURYOHADIPROJO (Chairman), Mr. CHUA Chun Kay, Mr. Junaidi YAP 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.*