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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 Ares Asia Limited (“Company”) will be held at Unit 1602, 16/F, LHT Tower, No. 31 Queen’s Road Central, Central, Hong Kong on Thursday, 10 April 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the transactions contemplated under an agreement (the “**Agreement**”) dated 26 February 2014 and entered into between the Company and Landway Investments Limited (the “**Purchaser**”) pursuant to which, amongst other things, the Company agreed to sell, and the Purchaser agreed to purchase 1 share in Brave Win Industries Limited and 1,000 shares in China Compass Investments Limited (“**China Compass**”) together with a shareholder’s loan in the principal amount of US\$1,578,767 as at completion of the Agreement owing by China Compass to the Company for a total consideration of US\$3,200,000, a copy of which has been produced to this meeting marked “**A**” and signed by the chairman of the meeting for the purpose of identification, be and are hereby approved; 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*

Hong Kong, 25 March 2014

*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be 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 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.
3. The instrument appointing a 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
4. Delivery of an instrument appointing proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
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.

*As at the date of this notice, the executive directors of the Company are Mr. CHUA Chun Kay (Chairman) and Mr. Junaidi YAP (Chief Executive Officer) and the independent non-executive directors of the Company are Mr. LAM Pun Yuen, Frank, Mr. NGAN Hing Hon and Mr. YEUNG Kin Bond, Sydney.*