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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 of China Asean Resources Limited (“**Company**”) will be held at Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Wednesday, 28 May 2008 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the acquisition agreement dated 20 March 2008 (the “Acquisition Agreement”) between (i) 張正偉 (Zhang Zhengwei#) (the “Vendor”) as vendor, (ii) Forest Glen Group Limited (the “Purchaser”) as purchaser, (iii) the Company as guarantor of performance of the Acquisition Agreement by the Purchaser, in relation to the acquisition of the entire issued share capital of Agri-Industrial Crop Development (Cambodia) Co., Ltd., a copy of the Acquisition Agreement has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated by the Acquisition Agreement (including but not limited to the issue and allotment of 200,000,000 new shares of the Company at the price of HK\$0.60 each and the issue of the bonds in the principal amount of HK\$70,000,000 to the Vendor (or his nominees) as part of the consideration upon completion) be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder.”

2. “THAT

- (a) the sub-concession and cooperation agreement dated 20 March 2008 (the “Cooperation Agreement”) between 瓊海鑫能農業開發有限公司 (Qiong Hai Xin Neng Agriculture Development Company Limited*) as sub-lessee and (Cambodia) Tong Min Group Engineering Co., Ltd. (“(Cambodia) Tong Min”) as sub-lessor, in relation to the subleasing of approximately 1,000 hectares of economic land concession located in Kratie District, Kratie Province, Cambodia for a term of approximately 70 years, a copy of the Cooperation Agreement has been produced to this meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Cooperation Agreement and the transactions contemplated thereunder.”

By order of the board of directors of
China Asean Resources Limited
Li Nga Kuk, James
Chairman

Hong Kong, 9 May 2008

Registered office:
Canon’s Court,
22 Victoria Street,
Hamilton HM 12,
Bermuda

*Head office and principal place
of business in Hong Kong:*
Office B, 21st Floor,
Teda Building,
87 Wing Lok Street,
Hong Kong

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 member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. 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.
- 2. The instrument appointing a 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.
- 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 registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th 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 meeting.

4. 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 in respect of the joint holding.
5. No shareholders will abstain from voting for resolutions nos. 1 and 2, both of which can be conducted by way of poll or by show of hands.

As at the date of this announcement, the board of directors of the Company comprises three executive Directors, namely, Mr. Li Nga Kuk, James, Mr. Li Wo Hing and Mr. Li Tai To, Titus; one non-executive Director, namely Mr. Chen Minshan; and three independent non-executive Directors, namely Mr. Fan Wan Tat, Mr. Tam Wai Leung, Joseph and Mr. Chan Kim Chung, Daniel.

This announcement, for which the Directors collectively and individually accept full responsibilities, include 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: (i) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

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