



ARES ASIA LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON 16 NOVEMBER 2012 (AND AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2) of HK\$0.01 each in the share capital of Ares Asia Limited (the “**Company**”) hereby appoint the chairman (the “**Chairman**”) of the special general meeting of the Company (the “**Meeting**”) or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us at the Meeting to be held at Unit 1602, 16/F, LHT Tower, 31 Queen’s Road Central, Central, Hong Kong on Friday, 16 November 2012 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolution:

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>1. (a) The conditional sale and purchase 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 PT Berau Coal Energy Tbk (the “Vendor”), pursuant to which the Vendor agreed to sell, and Ares Access agreed to purchase, 22,513,487 shares with nominal value of Rp1,000 each, representing approximately 99.96% issued and fully paid-up share capital of PT Mutiara Tanjung Lestari at a consideration of US\$13,400,000 and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and</p> <p>(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.</p>		

Dated this _____ day of _____ 2012. Signed: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “The chairman (the “**Chairman**”) of the special general meeting of the Company (the “**Meeting**”) or” and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders of any share of the Company, 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 holder(s) and for this purpose seniority shall be determined by the order in which the name stands first in the register of members of the Company in respect of such joint shareholding.
7. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company’s Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited of 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjourned meeting (as the case may be).
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish, in which case your proxy shall be deemed to be revoked.