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ARES ASIA LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RESUMPTION OF TRADING

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing The Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

After the closing of trading hours on the Stock Exchange on 3 March 2014, the board of directors (the “**Board**”) of Ares Asia Limited (the “**Company**”) has been notified by the controlling shareholder (the “**Controlling Shareholder**”) of the Company, Mr. CHUA Chun Kay, who is interested in approximately 53.57% (via Star Crown Capital Ltd and the entire issued share capital of Star Crown Capital Ltd is owned by him) of the total issued shares of the Company, that he is in the process of negotiating with an independent third party (the “**Potential Purchaser**”) regarding the possible sale of all or part of his securities interests in the Company (the “**Possible Transaction**”). There is no assurance that the discussions will result in any agreement between the Controlling Shareholder and the Potential Purchaser.

The Company has 340,616,934 ordinary shares (the “**Shares**”) of HK\$0.01 each and 1,500,000 share options (the “**Share Options**”) in issue as at the date of this announcement. Save for the aforementioned, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof. The Controlling Shareholder is interested in 182,458,061 Shares, representing approximately 53.57% of the existing issued share capital of the Company. The Share Options were granted to Mr. Junaidi YAP, an executive director and the Chief Executive Officer of the Company, on 25 October 2012 with an exercise price of HK\$0.63 per Share Option.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period is deemed to commence on the date of this announcement, being 4 March 2014.

The associates (as defined in the Takeovers Code including shareholders holding 5% or more in the Shares) of the Company and the Potential Purchaser of the Shares as well as its associates (as defined in the Takeovers Code) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

GENERAL

Further announcement(s) will be made by the Company on any material development in relation to the Possible Transaction or any related matters as and when required under the Listing Rules and the Takeovers Code.

There is no assurance that the Possible Transaction will materialize or eventually be consummated and the relevant discussions may or may not lead to a general offer. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 4 March 2014 pending release of this announcement. The Company has applied to the Stock Exchange the resumption of trading in the Shares with effect from 9:00 a.m. on 5 March 2014 following the publication of this announcement.

By the Order of the Board
Ares Asia Limited
Junaidi YAP
Executive Director

Hong Kong, 4 March 2014

As at the date of this announcement, 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 are Mr. LAM Pun Yuen, Frank, Mr. NGAN Hing Hon and Mr. YEUNG Kin Bond, Sydney.

Made by the order of the Board, the Directors of which jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.