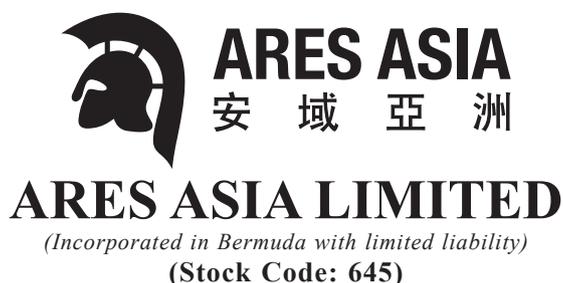

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ares Asia Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Level 96, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 9 September 2019 at 4:30 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the annual general meeting or any adjourned meeting should you so wish.

26 July 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held on Monday, 9 September 2019 at 4:30 p.m. at Level 96, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“close associates”	as defined in the Listing Rules
“Company”	Ares Asia Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 July 2019, being the latest practicable date prior to printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to the notice of AGM
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Repurchase Rules”	the applicable provisions under the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	any person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



ARES ASIA LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

Executive Directors:

RUAYRUNGRUANG Woraphanit
(Chairlady and Chief Executive Officer)
LAI Yi-Chun

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

CHANG, Jesse
NGAN Hing Hon
YEUNG Kin Bond, Sydney

*Head Office and Principal Place of
Business in Hong Kong:*

Level 96, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

26 July 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed resolutions at the AGM so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions in relation thereto.

The resolutions include (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of general mandates for the issue and repurchase of Shares up to 20% and 10% respectively of the total number of the issued Shares as at the date of passing of the resolutions.

LETTER FROM THE BOARD

II. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 86(2) of the Bye-laws, Mr. LAI Yi-Chun (“Mr. LAI”), will retire as Director and, being eligible, offer himself for re-election at the AGM.

In accordance with Bye-law 87 of the Bye-laws, Mr. CHANG Jesse (“Mr. CHANG”), Mr. NGAN Hing Hon (“Mr. NGAN”) and Mr. YEUNG Kin Bond, Sydney (“Mr. YEUNG”), will retire as Directors by rotation and, being eligible, offer themselves for re-election at the AGM.

The re-election of Directors had been reviewed by the Nomination Committee which made recommendation to the Board that the re-election of Mr. LAI, Mr. CHANG, Mr. NGAN and Mr. YEUNG be proposed for the Shareholders’ approval at the AGM. The recommendations were made in accordance with the nomination policy and the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, skills, knowledge, industry and professional experience, independence, length of service and time commitment to the Company’s business.

The Nomination Committee and the Board had also taken into account the integrity, extensive knowledge and experience, the diversified industry experience and contributions of each of Mr. CHANG, Mr. NGAN and Mr. YEUNG to the Board and their firm commitment to their independent role. The Nomination Committee was satisfied with the independence of each of Mr. CHANG, Mr. NGAN and Mr. YEUNG and considered each of them to be suitable to continue to act as an independent non-executive Director as each of them demonstrates the ability to provide an independent, balanced and objective view to the Company’s matters. The Board was also satisfied with each of their independence with reference to the criteria set out in Rule 3.13 of the Listing Rules. Each of Mr. CHANG, Mr. NGAN and Mr. YEUNG do not hold any cross-directorship or have any significant links with other Directors through involvement in other companies or bodies. The Board believes that each of them continues to be independent and provide valuable contributions, relevant insights and can contribute to the diversity to the Board.

The Board accepted the nomination from the Nomination Committee and recommended Mr. LAI, Mr. CHANG, Mr. NGAN and Mr. YEUNG to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of each of Mr. LAI, Mr. CHANG, Mr. NGAN and Mr. YEUNG as Director is in the interest of the Company and the Shareholders as a whole. Each of Mr. LAI, Mr. CHANG, Mr. NGAN and Mr. YEUNG has indicated his willingness to offer himself for re-election at the AGM.

LETTER FROM THE BOARD

The biographical details of Mr. LAI, Mr. CHANG, Mr. NGAN and Mr. YEUNG are set out in Appendix I to this circular.

III. GENERAL MANDATES

(a) General Mandate to Repurchase Shares

Ordinary Resolution no. 4 will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase the Shares not exceeding 10% of the total number of the issued Shares as at the date of passing such resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the “Repurchase Mandate”).

An explanatory statement required under the Share Repurchase Rules providing the requisite information in respect of the Repurchase Mandate is set out in Appendix II to this circular.

(b) General Mandate to Issue Shares

It will also be proposed as the Ordinary Resolution no. 5 to grant to the Directors a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares, not exceeding 20% of the total number of the issued Shares as at the date of passing such resolution (as adjusted in accordance with the resolution), for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the “Issue Mandate”). As at the Latest Practicable Date, there were an aggregate of 342,116,934 Shares in issue. Exercise in full of the Issue Mandate on the basis that no further Shares are issued or repurchased prior to the date of AGM, could accordingly result in up to 68,423,386 Shares being issued by the Company.

Conditional upon the passing of the Ordinary Resolutions nos. 4 and 5 to grant to the Directors the Repurchase Mandate and the Issue Mandate, Ordinary Resolution no. 6 will be further proposed at the AGM granting authorisation to the Directors to exercise all powers to allot, issue, grant, distribute and otherwise deal with additional Shares under the Issue Mandate in respect of the total number of Shares repurchased by the Company.

LETTER FROM THE BOARD

IV. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 4 September 2019 to Monday, 9 September 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 3 September 2019.

V. AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 15 to 19 to this circular. In addition to the ordinary business of the meeting, ordinary resolutions in respect of the Issue Mandate and the Repurchase Mandate will be proposed at the AGM.

A form of proxy is enclosed for use by Shareholders at the AGM. Shareholders are requested to complete and return the form of proxy to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, but in any event not less than 48 hours before the scheduled time of the AGM. The lodging of the form of proxy will not preclude the Shareholders from attending the AGM and voting in person should he/she so wish.

VI. VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions proposed at the AGM will also be taken by poll. A poll results announcement will be made by the Company after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

VII. RECOMMENDATION

The Directors believe that the Ordinary Resolutions in relation to the re-election of retiring Directors, the proposals for Repurchase Mandate and the Issue Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the Ordinary Resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility includes particulars given in compliance with the 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, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this circular misleading.

IX. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,

On behalf of the Board of

Ares Asia Limited

RUAYRUNGRUANG Woraphanit

Chairlady and Chief Executive Officer

Mr. LAI Yi-Chun (also known as “**Robert Lai**”), aged 52, graduated from Feng Chia University in the Republic of China in 1990 with a Bachelor’s Degree of Science in Land Management. Mr. LAI obtained his Master’s Degree in Business Administration from the USC Marshall School of Business in the USA in 1993. Mr. LAI has over 25 years of experience in financial analysis, fund management and project management especially in real estate. Mr. LAI is currently a deputy director and director of the international investment department of Reignwood Investment (China) Ltd., a wholly-owned subsidiary of Reignwood, responsible for pre-project management, financial analysis and modeling and supervising investment projects and implementing investment strategies since October 2010. He joined the Company as an executive Director on 1 November 2018. Mr. LAI is also a director of several subsidiaries of the Company.

Mr. LAI has entered into a service agreement with the Company pursuant to which the appointment of Mr. LAI as executive Director is for a term of three years commencing on 1 November 2018 unless earlier terminated by either party giving to the other not less than one calendar month’s prior notice in writing. Mr. LAI is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. LAI is entitled to a basic remuneration of HK\$840,000 per annum and with a discretionary year-end bonus which is covered by the service agreement. The remuneration package of Mr. LAI is recommended by the Remuneration Committee and approved by the Board with reference to her duties and contribution, the Company’s performance and remuneration policy and prevailing market condition and will be reviewed annually by the Board.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. LAI does not hold any position with the Company or its subsidiaries; (b) Mr. LAI did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. LAI does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. LAI does not have or deemed to have any interest in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (e) there are no other matters about Mr. LAI that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. CHANG Jesse, aged 64, is currently the managing partner of TransAsia Lawyers, a law firm licensed in the PRC and is also an arbitrator of Shanghai International Economic and Trade Arbitration Commission. Mr. CHANG graduated with a bachelor of laws degree and a bachelor of economics degree from The Australian National University and a master of laws degree from the Columbia University in New York. He has extensive experience in advising clients to implement market entry structures in highly regulated sectors in the PRC, such as aviation, media and IT. He has also been involved in corporate restructurings, mergers and acquisitions of numerous multinational companies particularly in industries related to media, IT as well as minerals and resources. He joined the Company as an independent non-executive Director on 9 June 2014. He is also the chairman and member of Remuneration Committee and member of each of Audit Committee and Nomination Committee.

Mr. CHANG has entered into a letter of appointment with the Company for a term of two years. Mr. CHANG is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. CHANG is entitled to an annual director's fee of HK\$180,000, which is covered by his appointment letter, and without any discretionary bonus. The remuneration package of Mr. CHANG is recommended by the Remuneration Committee and approved by the Board with reference to his duties and contribution, the Company's performance and remuneration policy and prevailing market condition.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. CHANG does not hold any position with the Company or its subsidiaries; (b) Mr. CHANG did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. CHANG does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. CHANG does not have or deemed to have any interest in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (e) there are no other matters about Mr. CHANG that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. NGAN Hing Hon, aged 62, is currently the audit partner of ZHONGHUI ANDA CPA Limited. Mr. NGAN graduated from the Chinese University of Hong Kong with a bachelor of business administration. He is an associate and practising member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. NGAN had worked in two international audit firms for approximately 4 years, and was then employed by several listed and private companies in Hong Kong as financial controller. Mr. Ngan has extensive experience in auditing, accounting and corporate finance. He joined the Company as an independent non-executive Director on 16 February 2011. He is also the chairman and member of Audit Committee and member of each of Nomination Committee and Remuneration Committee.

Mr. NGAN has entered into a letter of appointment with the Company for a term of two years. Mr. NGAN is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. NGAN is entitled to an annual director's fee of HK\$180,000, which is covered by his appointment letter, and without any discretionary bonus. The remuneration package of Mr. NGAN is recommended by the Remuneration Committee and approved by the Board with reference to his duties and contribution, the Company's performance and remuneration policy and prevailing market condition.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. NGAN does not hold any position with the Company or its subsidiaries; (b) Mr. NGAN did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. NGAN does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. NGAN does not have or deemed to have any interest in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (e) there are no other matters about Mr. NGAN that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. YEUNG Kin Bond, Sydney, aged 45, is currently an executive director, group chief executive director and a member of the nominating committee of GSS Energy Limited (listed on the Singapore Stock Exchange) since 31 October 2014. Mr. YEUNG is also a director of Giken Sakata (S) Limited, Giken Precision Engineering Pte Ltd, Changzhou Giken Precision Co Ltd, GSS Energy Investment Holdings Limited, Nusantara Resources Pte Ltd, GSS Energy Sumatra Limited, GSS Energy Trembul Limited, GSS Energy Oilfield Management Limited, and a commissioner of PT Giken Precision Indonesia and PT Sarana GSS Trembul, all are subsidiaries of GSS Energy Limited. Mr. YEUNG is the founder director and shareholder of Roots Capital Asia Limited, a substantial shareholder of GSS Energy Limited. Mr. YEUNG has many years of experience in the financial industry, starting his career in the institutional equity division at Morgan Stanley New York and as the managing director of international trading at Van der Moolen, (listed on the New York Stock Exchange) a US securities specialist firm. Mr. YEUNG is an active member of the Rotary Club in Singapore. He was an independent non-executive director of China Gaoxian Fibre Fabric Holdings Limited (listed on the Singapore Stock Exchange) from 18 September 2013 to 6 January 2016. He joined the Company as an independent non-executive Director on 16 February 2011. He is also the chairman and member of Nomination Committee and member of each of Audit Committee and Remuneration Committee.

Mr. YEUNG has entered into a letter of appointment with the Company for a term of two years. Mr. YEUNG is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. YEUNG is entitled to an annual director's fee of HK\$180,000, which is covered by his appointment letter, and without any discretionary bonus. The remuneration package of Mr. YEUNG is recommended by the Remuneration Committee and approved by the Board with reference to his duties and contribution, the Company's performance and remuneration policy and prevailing market condition.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. YEUNG does not hold any position with the Company or its subsidiaries; (b) Mr. YEUNG did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. YEUNG does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. YEUNG does not have or deemed to have any interest in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (e) there are no other matters about Mr. YEUNG that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders to make an informed decision on whether to vote for or against the Ordinary Resolution to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were in issue an aggregate of 342,116,934 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 34,211,693 Shares being repurchased by the Company. The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of the date of its next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

2. REASON FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchase in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASE

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its Shares. Repurchases will be funded entirely from the funds legally available for that purpose. Bermudian law provides that the purchase of Shares may only be effected out of the capital paid up on the purchased Shares, the profits otherwise available for dividend or out of the proceeds of a new issue of Shares made for the purpose.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

On the basis of the consolidated financial position of the Company as at 31 March 2019 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that purchases of all the Shares, being the subject of the Repurchase Mandate, were to be carried out in full during the Repurchase Mandate period. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

4. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any of its core connected person that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye-laws.

5. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If on the exercise of the power under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Reignwood International Holdings Company Limited (“Reignwood”) held 182,459,527 Shares, representing approximately 53.33% of the issued share capital of the Company. Reignwood is wholly owned by Mr. Chanchai RUAYRUNGRUANG. On the basis that no further Shares are issued or bought back prior to the AGM, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Reignwood in the Company would be increased to approximately 59.26% of the issued share capital of the Company. On the basis of the current shareholding of Reignwood as at the Latest Practicable Date, Reignwood may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

6. SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange from the previous twelve months up to the Latest Practicable Date were as follows:

Month	Shares	
	Highest Traded price <i>HK\$</i>	Lowest Traded price <i>HK\$</i>
2018		
July	0.89	0.82
August	0.83	0.69
September	0.96	0.63
October	1.20	0.71
November	0.84	0.65
December	0.84	0.66
2019		
January	0.76	0.66
February	0.81	0.64
March	0.73	0.60
April	0.81	0.64
May	0.82	0.65
June	0.71	0.64
July (up to the Latest Practicable Date)	0.68	0.65

7. SHARES REPURCHASED MADE BY THE COMPANY

During each of the six months preceding the date of this circular, no Shares have been repurchased by the Company.

NOTICE OF ANNUAL GENERAL MEETING



ARES ASIA LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

NOTICE IS HEREBY GIVEN that an annual general meeting of Ares Asia Limited (the “Company”) will be held on Monday, 9 September 2019 at 4:30 p.m. at Level 96, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 March 2019;
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (i) to re-elect Mr. LAI Yi-Chun as an executive director of the Company;
 - (ii) to re-elect Mr. CHANG Jesse as an independent non-executive director of the Company;
 - (iii) to re-elect Mr. NGAN Hing Hon as an independent non-executive director of the Company;
 - (iv) to re-elect Mr. YEUNG Kin Bond, Sydney as an independent non-executive director of the Company; and
 - (v) to authorise the board of directors of the Company to fix the directors’ remuneration;
3. to re-appoint KPMG as independent auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of hereunder the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase shares of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the total number of the shares of the Company in issue as at the date of passing of this resolution, and the said approval be limited accordingly; and
- (c) For the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraphs (b) and (c) hereunder, the granting of an unconditional general mandate to the board of directors (the “Board”), during the Relevant Period (as defined in paragraph (d) below) to issue, allot and deal with additional shares of the Company, and to make or grant offers, agreements and options which would or might require shares of the Company, to be issued, allotted or dealt with, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the unconditional general mandate under paragraph (a) above shall not extend beyond the Relevant Period save the Board may during the Relevant Period make or grant offers, agreement and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant of issue of shares or rights to acquire shares of the Company to officers and/or employees of the Company and/or any of its subsidiaries; and
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares of the Company implemented in accordance with the bye-laws of the Company,

shall not exceed 20 per cent. of the total number of the shares of the Company in issue on the date of this resolution; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s bye-laws or any applicable laws to be held; and
- (iii) the date on which the authority set out under this resolution is revoked or varied by an ordinary resolution of the Company’s shareholders in general meeting.

“Rights Issue” means the allotment, issue or grant of shares of the Company pursuant to an offer of shares open for a period fixed by the Board made to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion

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to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory applicable to the Company); and

6. To consider as special business and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the aggregate number of shares of the Company which shall have been repurchased by the Company subsequent and pursuant to the passing of resolution no. 4 above (up to a maximum of 10 per cent. of the issued shares at the date of passing resolution no. 5 above) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5 above.”

By Order of the Board

RUAYRUNGRUANG Woraphanit

Chairlady and Chief Executive Officer

Hong Kong, 26 July 2019

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Notes:

- (1) Any member entitled to attend and vote at the meeting is 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) A form of proxy for use at the meeting is enclosed herewith.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
- (4) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (5) For determining the entitlement to attend and vote at the annual general meeting of the Company (the "AGM"), the register of members of the Company will be closed from Wednesday, 4 September 2019 to Monday, 9 September 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 3 September 2019.
- (6) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy will be deemed to be revoked.
- (7) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. 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 joints holding.
- (8) In relation to the re-election of retiring directors of the Company, the Board proposes that the retiring directors (the names set out in resolution no. 2 above) be re-elected as directors of the Company. Details of the retiring directors eligible for re-election are set out in Appendix I to this circular.
- (9) In relation to resolution no. 4 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase the shares in the Company in circumstances which they deem appropriate for the benefits of the shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision to vote on this resolution as required by the Listing Rules is set out in Appendix II to this circular.
- (10) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.aresiasia.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.