

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire purchase or subscribe for any securities.*



## **China Asean Resources Limited**

**神州東盟資源有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 08186)**

- (1) PROPOSED OPEN OFFER OF NOT MORE THAN 762,000,000 OFFER SHARES ON THE BASIS OF TWO OFFER SHARES FOR EVERY FIVE EXISTING SHARES HELD ON RECORD DATE;**  
**(2) ADJUSTMENT IN RELATION TO THE SHARE OPTIONS; AND**  
**(3) RESUMPTION OF TRADING**

**Financial adviser to the Company**

**AmCap**

***Ample Capital Limited***

**豐盛融資有限公司**

### **THE OPEN OFFER**

The Board is pleased to announce that after trading hours on 4 March 2010, the Board has approved the Open Offer by issuing not more than 762,000,000 Offer Shares at a price of HK\$0.02 per Offer Share, payable in full on application, on the basis of two Offer Shares for every five existing Shares held by the Qualifying Shareholders on the Record Date to raise gross proceeds of not more than HK\$15,240,000 (before expenses). Qualifying Shareholders are entitled to apply for excess Offer Shares not taken up in excess of their respective entitlements under the Open Offer.

The Open Offer will not be available to the Excluded Shareholders. To qualify for the Open Offer, all transfer of Shares must be lodged for registration with the Registrar by 4:30 p.m. on Friday, 19 March 2010. The register of members is expected to be closed from Monday, 22 March 2010 to Wednesday, 24 March 2010 (both days inclusive) to determine the entitlements to the Open Offer.

As at the date of this announcement, Mr. Li, a substantial Shareholder holding an aggregate of 222,330,000 Shares through PMM and his own personal name, representing approximately 11.67% of the issued share capital of the Company, has given an irrevocable and unconditional undertaking in favour of the Company to subscribe for or procure subscriptions for an aggregate of 88,932,000 Offer Shares to which he and PMM are entitled to under the Open Offer. To supplement Mr. Li's undertaking, PMM has also given a separate irrevocable and unconditional undertaking in favour of the Company to subscribe for its entitlements under the Open Offer.

As at the date of this announcement, the Company has 57,500,000 Share Options outstanding. Each of the Share Option Holders has irrevocably and unconditionally undertaken to the Company that each of them will not exercise any of the 57,500,000 Share Options held by him on or before the Record Date. Apart from the 57,500,000 Share Options, the Company has no other outstanding convertible securities, options, warrants or other derivatives in issue which are convertible or exchangeable into Shares or Offer Shares.

The estimated minimum net proceeds from the Open Offer of approximately HK\$1,152,000 (assuming no Shareholders other than Mr. Li and PMM would take up their entitlements under the Open Offer) translates to a net price of approximately HK\$0.0130 per Offer Share and the estimated maximum net proceeds from the Open Offer of approximately HK\$14,613,000 (assuming all the Shareholders would take up their entitlements under the Open Offer or all excess Offer Shares (if any) are taken up in full by way of excess application) translates to a net price of approximately HK\$0.0192 per Offer Share. The net proceeds from the Open Offer will be used for general working capital of the Group and for payment of operating costs of the Group, no matter what the total amounts raised and the level of subscriptions under the Open Offer are.

**The Open Offer is not underwritten. Pursuant to the Company's constitutional documents and the Companies Act, there are no requirements for minimum levels of subscription. Subject to fulfillment of the conditions of the Open Offer, the Open Offer will proceed regardless of the ultimate subscription level. Based on the irrevocable and unconditional undertakings from Mr. Li and PMM, it is anticipated that at least 88,932,000 Offer Shares will be taken up.**

**The Open Offer is conditional upon the fulfillment of the conditions set out under the section headed "Conditions of the Open Offer". Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

**Shareholders should note that the Shares will be dealt with on an ex-entitlement basis commencing from Thursday, 18 March 2010 and that dealings in such Shares will take place while the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholders or other persons dealing in such Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be no later than Wednesday, 14 April 2010) will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating on selling or purchasing the Shares who are in any doubt about their position are recommended to consult their professional advisers.**

## RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on GEM was suspended with effect from 9:30 a.m. on 5 March 2010 pending the release of this announcement. Application has been made by the Company for the resumption of trading in the Shares on GEM with effect from 9:30 a.m. on 8 March 2010.

## THE OPEN OFFER

### Issue statistics

Basis of the Open Offer	:	Two Offer Shares for every five existing Shares held on Record Date
Number of Shares in issue as of the date of this announcement	:	1,905,000,000 Shares
Number of Offer Shares	:	Not less than 88,932,000 Offer Shares and not more than 762,000,000 Offer Shares. As such, the aggregate nominal value of the Offer Shares will be not less than HK\$889,320 and not more than HK\$7,620,000.
Number of Shares in issue immediately following the completion of the Open Offer	:	Not less than 1,993,932,000 Shares and not more than 2,667,000,000 Shares
Number of Offer Shares undertaken to be taken up by Mr. Li and PMM	:	88,932,000 Offer Shares
Number of Share Options undertaken not to be exercised by the Share Option Holders prior to the Record Date	:	57,500,000 Share Options, representing all of the outstanding Share Options

Under the Open Offer, (i) a maximum of 762,000,000 Offer Shares would be allotted (assuming all the Shareholders would take up their entitlements under the Open Offer or all excess Offer Shares (if any) are taken up in full by way of excess application), representing 40.00% of the existing issued share capital of the Company as at the date of this announcement and approximately 28.57% of the Company's maximum enlarged issued share capital; and (ii) a minimum of 88,932,000 Offer Shares would be allotted (assuming no Shareholders other than Mr. Li and PMM take up their entitlements under the Open Offer), representing approximately 4.67% of the existing issued share capital of the Company as at the date of this announcement and approximately 4.46% of the Company's minimum enlarged issued share capital.

As at the date of this announcement, the Company has 57,500,000 Share Options outstanding. Each of the Share Option Holders has irrevocably and unconditionally undertaken to the Company that each of them will not exercise any of the 57,500,000 Share Options held by him on or before the Record Date. Apart from the 57,500,000 Share Options, the Company has no other outstanding convertible securities, options, warrants or other derivatives in issue which are convertible or exchangeable into Shares or Offer Shares.

**The Open Offer is not underwritten. Pursuant to the Company's constitutional documents and the Companies Act, there are no requirements for minimum levels of subscription. Subject to fulfillment of the conditions of the Open Offer, the Open Offer will proceed regardless of the ultimate subscription level. Based on the irrevocable and unconditional undertakings from Mr. Li and PMM, it is anticipated that at least 88,932,000 Offer Shares will be taken up.**

### **The Subscription Price**

The Subscription Price of HK\$0.02 per Offer Share, payable in full on application, represents:

- (i) a discount of approximately 82.61% to the closing price of HK\$0.1150 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 77.24% to the theoretical ex-entitlement price of approximately HK\$0.0879 per Share based on the aforesaid closing price per Share;
- (iii) a discount of approximately 82.01% to the average closing price of approximately HK\$0.1112 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 81.04% to the average closing price of approximately HK\$0.1055 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Day; and
- (v) a discount of approximately 93.33% to the unaudited consolidated net asset value per Share of approximately HK\$0.30 as at 30 June 2009.

The Subscription Price was determined by the Board after due consideration of: (i) the estimated operating costs of the Group in the coming 12 months; (ii) the recent market trading price; and (iii) a discount that would encourage the Qualifying Shareholders to participate in the Open Offer. The Board considers that the Subscription Price is fair and reasonable and the discount of the Subscription Price as compared to the recent market prices would encourage Qualifying Shareholders to participate in the Open Offer and accordingly the future growth of the Group.

### **Qualifying Shareholders**

The Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus, for information only, to the Excluded Shareholders. Furthermore, the Company will send the Application Form and the EAF to the Qualifying Shareholders only. To qualify for the Open Offer, Qualifying Shareholders must be registered as members of the Company on the branch register of members of the Company on the Record Date and not be Excluded Shareholders.

In order to be registered as members of the Company on the Record Date, Qualifying Shareholders must lodge any transfer of Shares (with the relevant Share certificates) for registration with the Registrar by 4:30 p.m. on Friday, 19 March 2010.

The Registrar is:

Computershare Hong Kong Investor Services Limited  
Shops 1712 – 1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

The invitation to apply for the Offer Shares will not be transferable and there will be no trading in the nil-paid entitlements on the Stock Exchange.

### **Application for the Offer Shares and excess Offer Shares**

The Application Form will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Offer Shares as shown therein by completing the Application Form and lodging the same with a remittance for the Offer Shares being taken up with the Registrar by the Latest Time for Acceptance.

Qualifying Shareholders shall be entitled to apply for excess Offer Shares by completing the EAF enclosed with the Prospectus and lodging the same with a separate remittance for the excess Offer Shares (being Offer Shares not taken up by the relevant Qualifying Shareholders and the Offer Shares to which the Excluded Shareholders would otherwise have been entitled to under the Open Offer) being applied with the Registrar by the Latest Time for Acceptance. The Directors will allocate the excess Offer Shares at their discretion on a fair and equitable basis. However, no preference will be given to topping-up odd lots to whole board lots.

Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by a nominee company are advised to consider whether they would like to arrange for registration of the relevant Shares in the name(s) of the beneficial owner(s) prior to the Record Date. For Shareholders whose Shares are held by their nominee(s) and would like to have their names registered on the register of members of the Company, they must complete the relevant registration with the Registrar by 4:30 p.m. on Friday, 19 March 2010.

Shareholders or potential investors should note that the number of excess Offer Shares which may be allocated to them may be different where they make applications for excess Offer Shares by different means, such as making applications on their own names rather than through nominees who also hold Shares for other Shareholders. Shareholders and investors should consult their professional advisers if they are in any doubt as to whether they should register their shareholding in their own names and apply for the excess Offer Shares themselves.

Under Rule 10.37(2) of the GEM Listing Rules, as the Open Offer is not fully underwritten, any Shareholder who applies to take up excess Offer Shares may unwittingly incur an obligation to make a general offer under the Takeovers Code, unless a waiver from the Executive has been obtained. Accordingly, the Open Offer will be made on the term that the Company will provide for Shareholders to apply on the basis that if the Offer Shares are not fully taken up, the application(s) of any Shareholder(s) for excess Offer Shares under the EAF(s) which would result in his shareholding to increase to 30% or more of the Company's enlarged issued share capital upon completion of the Open Offer will be scaled down to a level which does not trigger an obligation on the part of the relevant Shareholder(s) to make a general offer under the Takeovers Code.

## **Closure of register of members**

The register of members of the Company will be closed from Monday, 22 March 2010 to Wednesday, 24 March 2010 (both days inclusive) to determine the eligibility of the Qualifying Shareholders to the Open Offer. No transfer of Shares will be registered during this period.

## **Status of the Offer Shares**

The Offer Shares, when allotted and issued, will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. Holders of the Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid in respect thereof on or after the date of allotment and issue of such Offer Shares.

## **Fractions of Offer Shares**

Fractional entitlements of Offer Shares will not be allotted. Each Qualifying Shareholder's entitlement under the Open Offer will be rounded down for the purpose of calculating entitlements.

## **Certificates for the Offer Shares and refund cheques**

Subject to fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before Thursday, 22 April 2010 to those Qualifying Shareholders who have validly applied and paid for the Offer Shares (including those under EAFs) at their own risks. If the Open Offer is terminated or there are unsuccessful excess applications under the EAFs (if any), refund cheques will be despatched on or before Thursday, 22 April 2010 by ordinary post at their own risk.

## **Rights of the Overseas Shareholders and the Excluded Shareholders**

The Prospectus Documents are not expected to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Prior to or as soon as reasonably practicable after the publication of the Prospectus, the Company shall file with the Registrar of Companies in Bermuda a copy of the Prospectus signed on behalf of all of the Directors. The Company will comply with Rule 17.41(1) of the GEM Listing Rules and make enquiries regarding the feasibility of extending the Open Offer to the Overseas Shareholders and disclose the details of the Overseas Shareholders and the Excluded Shareholders in the Prospectus. If, based on legal opinions provided by the legal advisers to the Company, the Directors consider that, in compliance with 17.41(1) of the GEM Listing Rules, it is necessary or expedient not to extend the Open Offer to the Excluded Shareholders on account either of the legal restrictions under the laws of the place of his registered address or the requirements of the relevant regulatory body or stock exchange in that place, the Open Offer will not be available to the Excluded Shareholders.

## **Application for listing**

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares. Dealings in the Offer Shares will be subject to the payment of stamp duty and any other applicable fees and levies in Hong Kong.

## Conditions of the Open Offer

Completion of the Open Offer is conditional upon fulfillment of each of the following conditions:

1. the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by a resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies Ordinance on or before the date on which the Prospectus Documents are despatched;
2. if necessary, the filing with the Registrar of Companies in Bermuda, one copy of the Prospectus duly signed by one Director (for and on behalf of all the Directors) in compliance with the Companies Act prior to or as soon as reasonably practicable after publication of the Prospectus;
3. the posting of the Prospectus Documents to the Qualifying Shareholders and, if required by and in compliance with the GEM Listing Rules, the posting of the Prospectus, and a letter to the Excluded Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Open Offer on or before the date on which the Prospectus Documents are despatched;
4. the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Offer Shares by no later than the first day of their dealings; and
5. compliance with and performance of all undertakings and obligations of Mr. Li, PMM and the Share Option Holders under their respective irrevocable and unconditional undertakings.

**If any of the conditions of the Open Offer is not fulfilled at or before 4:00 p.m. on Wednesday, 14 April 2010, the Open Offer will not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

The Open Offer is not subject to Shareholders' approval.

## Undertakings

### *Undertaking from Mr. Li*

Mr. Li has irrevocably and unconditionally undertaken to the Company:

1. to subscribe or procure the subscription of an aggregate of 88,932,000 Offer Shares to which he and PMM are entitled pursuant to the Open Offer;
2. the Shares beneficially owned by him or PMM will remain registered in the same name up to the date on which the Open Offer has become unconditional;
3. not to and procure PMM not to, dispose of Shares held by them before the Open Offer has become unconditional; and
4. not to dispose his equity interest in PMM before the Open Offer has become unconditional.

## Undertaking from PMM

To supplement Mr. Li's undertaking, PMM has irrevocably and unconditionally undertaken to the Company:

1. to subscribe 77,344,000 Offer Shares to which PMM is entitled pursuant to the Open Offer;
2. the Shares beneficially owned by PMM will remain registered in the same name up to the date on which Open Offer has become unconditional; and
3. not to register any transfer of the issued shares of PMM before the Open Offer has become unconditional.

## Undertaking from the Share Option Holders

As at the date of this announcement, the Company has 57,500,000 outstanding Share Options. Each of the Share Option Holders has irrevocably and unconditionally undertaken to the Company not to exercise and procure the non-exercise of any of the 57,500,000 Share Options granted to them on or before the Record Date.

## Shareholding structure of the Company

The shareholding structure of the Company as at the date of this announcement and immediately after the completion of the Open Offer is set out below:

Shareholders	As at the date of this announcement		Immediately after completion of the Open Offer assuming no Shareholder apart from Mr. Li and PMM take up their entitlements under the Open Offer		Immediately after completion of the Open Offer assuming all Shareholders takes up their entire entitlement under the Open Offer	
	Shares	Approx. %	Shares	Approx. %	Shares	Approx. %
<i>Substantial Shareholder</i>						
Mr. Li (note)	222,330,000	11.67	311,262,000	15.61	311,262,000	11.67
<i>Directors</i>						
Mr. Zhang Zhenzhong	97,600,000	5.12	97,600,000	4.89	136,640,000	5.12
Mr. Leung Sze Yuan, Alan	39,000,000	2.05	39,000,000	1.96	54,600,000	2.05
Mr. Li Nga Kuk, James	32,800,000	1.72	32,800,000	1.64	45,920,000	1.72
Mr. Li Tai To, Titus	16,400,000	0.86	16,400,000	0.82	22,960,000	0.86
Subtotal of the Directors	185,800,000	9.75	185,800,000	9.32	260,120,000	9.75
Public	1,496,870,000	78.58	1,496,870,000	75.07	2,095,618,000	78.58
Total	1,905,000,000	100.00	1,993,932,000	100.00	2,667,000,000	100.00

*Note:* Mr. Li personally holds 28,970,000 Shares, representing approximately 1.52% of the Company's issued share capital. In addition, PMM owns 193,360,000 Shares, representing approximately 10.15% of the issued share capital of the Company. The issued share capital of PMM is owned as to (i) approximately 70.58% by Mr. Li, (ii) approximately 19.61% by Mr. Li Nga Kuk James, a non-executive Director; and (iii) approximately 9.81% by Mr. Li Tai To, Titus, a non-executive Director. Accordingly, Mr. Li holds indirect interest in the 193,360,000 Shares through PMM.



## Reasons for the Open Offer and use of proceeds

The Group is principally engaged in (i) the natural resources business in the Kingdom of Cambodia; and (ii) the provision of medical equipment services and related accessories and the provision of medical research and development services in the PRC.

The Directors consider that in view of the recent economic climate, it is prudent to finance the Group's long term growth by funding in the form of equity. The Directors also consider that finance cost by equity will be lower than those by debt financing. The Open Offer provides a good opportunity for the Group to strengthen its capital base and to enhance its financial position in the event of any unexpected delay in the Group's business operations in Cambodia. In addition, since the Open Offer will provide an opportunity for the Qualifying Shareholders to maintain their respective pro rata shareholdings in the Company, the Board considers that it is in the interests of the Company and the Shareholders as a whole to raise capital through the Open Offer.

The estimated minimum net proceeds from the Open Offer of approximately HK\$1,152,000 (assuming no Shareholders other than Mr. Li and PMM take up their entitlements under the Open Offer) translates to a net price of approximately HK\$0.0130 per Offer Share and the estimated maximum net proceeds from the Open Offer of approximately HK\$14,613,000 (assuming all the Shareholders would take up their respective entitlements under the Open Offer or all excess Offer Shares (if any) are taken up by way of excess application) translates to a net price of approximately HK\$0.0192 per Offer Share. The net proceeds from the Open Offer will be used for general working capital of the Group and for payment of operating costs of the Group, no matter what the total amounts raised and the level of subscriptions under the Open Offer are.

## Expected timetable

2010

Last day of dealings in the Shares on a cum-entitlement basis . . . . .	Wednesday, 17 March
First day of dealings in the Shares on an ex-entitlement . . . . .	Thursday, 18 March
Latest time for lodging transfers of Shares accompanied by the relevant title documents in order to qualify for the Open Offer . . . . .	4:30 p.m. on Friday, 19 March
Register of members closed (both days inclusive). . . . .	Monday, 22 March to Wednesday, 24 March
Record Date for the Open Offer . . . . .	Wednesday, 24 March
Despatch of the Prospectus Documents. . . . .	Thursday, 25 March
Latest time for payment for and acceptance of the Offer Shares . . . . .	4:00 p.m. on Tuesday, 13 April
Latest time for the Open Offer to become unconditional. . . . .	4:00 p.m. on Wednesday, 14 April
Announcement of results of the Open Offer . . . . .	Tuesday, 20 April

Refund cheques to be despatched on or before . . . . . Thursday, 22 April  
Share certificates of the Offer Shares to be posted . . . . . Thursday, 22 April  
Dealing in the Offer Shares commences . . . . . Monday, 26 April

All times stated above refer to Hong Kong time. Dates stated above are indicative only and may be extended or varied. Any changes to the expected timetable for the Open Offer will be announced as and when necessary.

## **FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS**

Save for the Open Offer, the Company has not undertaken any fund raising activity in the past twelve months immediately preceding the date of this announcement.

## **WARNING OF RISKS OF DEALINGS IN THE SHARES**

**If any of the conditions of the Open Offer is not fulfilled at or before 4:00 p.m. on Wednesday, 14 April 2010, the Open Offer will not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

**Shareholders should note that the Shares will be dealt with on an ex-entitlement basis commencing from Thursday, 18 March 2010 and that dealings in such Shares will take place while the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholders or other persons dealing in such Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be no later than Wednesday, 14 April 2010) will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating on selling or purchasing the Shares who are in any doubt about their position are recommended to consult their professional advisers.**

## **GENERAL**

The Prospectus or the Prospectus Documents, where appropriate, containing further information on the Open Offer will be despatched to the Shareholders as soon as practicable.

## **ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS**

Pursuant to the terms of the Share Option Scheme, the exercise price and number of Shares which may fall to be issued upon exercise of the outstanding Share Options will be adjusted in accordance with the Share Option Scheme upon the Open Offer becoming unconditional. The Company will instruct its auditors or an independent financial adviser to certify in writing the adjustments that ought to be made to the outstanding Share Options pursuant to the Share Option Scheme and in compliance with the GEM Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005, and disclose the details of such adjustments (if any) in accordance with the provisions of the Shares Option Scheme.

## RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on GEM was suspended with effect from 9:30 a.m. on 5 March 2010 pending the release of this announcement. Application has been made by the Company for the resumption of trading in the Shares on GEM with effect from 9:30 a.m. on 8 March 2010.

## DEFINITIONS

Terms used in this announcement have the following meanings unless the context otherwise requires:

“Application Form(s)”	the application forms for use by the Qualifying Shareholders to apply for the entitled Offer Shares
“Board”	the board of Directors
“Commission”	the Securities and Futures Commission of Hong Kong
“Companies Act”	the Companies Act 1981 of Bermuda as amended from time to time
“Companies Ordinance”	Companies Ordinance (Cap. 32 of the Laws of Hong Kong)
“Company”	China Asean Resources Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on GEM
“EAF(s)”	the excess application forms for use by the Qualifying Shareholders to apply for the excess Offer Shares
“Excluded Shareholder(s)”	those Overseas Shareholders, where the Directors, based on the legal opinions provided by the Company’s legal advisers, consider it necessary or expedient to exclude any such Overseas Shareholder from participating in the Open Offer on account either of legal restrictions under the laws of the place of his/her/ its registered address or the requirement of the relevant regulatory body or stock exchange in that place
“Executive”	The Executive Director of the Corporate Finance Division of the Commission or any of its delegate
“Director(s)”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Last Trading Day”	4 March 2010, being the last trading day of the Shares prior to the release of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Tuesday, 13 April 2010 or such later time or date as may be determined, being the latest time for acceptance of, and payment for, the Offer Shares as described in the Prospectus
“Mr. Li”	Mr. Li Wo Hing (李和鑫), a substantial shareholder of the Company who, through his personal interest and interest in PMM, is beneficially interested in 222,330,000 Shares
“Offer Share(s)”	not more than 762,000,000 new Shares proposed to be offered to the Qualifying Shareholders for subscription under the Open Offer
“Open Offer”	the proposed issue of the Offer Shares at the Subscription Price by way of an open offer on the basis of two Offer Shares for every five existing Shares held to the Qualifying Shareholders on the terms pursuant to the Prospectus Documents and summarized in this announcement
“Overseas Shareholders”	Shareholders with registered addresses (as shown in the register of members of the Company on the Record Date) which are outside of Hong Kong
“PMM”	People Market Management Limited, a company incorporated in the British Virgin Islands with limited liability and a substantial Shareholder interested in 193,360,000 Shares, which is beneficially owned as to (i) approximately 70.58% by Mr. Li; (ii) approximately 19.61% by Mr. Li Nga Kuk, James, a non-executive Director; and (iii) approximately 9.81% by Mr. Li Tai To, Titus, a non-executive Director
“Prospectus”	the Open Offer prospectus
“Prospectus Documents”	the Prospectus, the Application Form(s) and the EAF(s)
“Qualifying Shareholders”	the Shareholders other than the Excluded Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date
“Record Date”	Wednesday, 24 March 2010, being the date by reference to which entitlements to the Open Offer will be determined
“Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar located at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Share(s)”	the ordinary shares of HK\$0.01 each in the issued share capital of the Company

“Share Option(s)”	57,500,000 Share Options issued pursuant to the Share Option Scheme
“Share Option Holder(s)”	holders of the Share Options
“Share Option Scheme”	the share option scheme adopted by the Company on 14 December 2001, which entitles the holders of the Share Options to subscribe for Shares
“Shareholder(s)”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.02 per Offer Share under the Open Offer
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By the order of the Board  
**China Asean Resources Limited**  
**Leung Sze Yuan, Alan**  
*Chairman*

Hong Kong, 5 March 2010

*As at the date of this announcement, the board of Directors of the Company comprises two executive directors, namely, Mr. Leung Sze Yuan, Alan and Mr. Zhang Zhenzhong; two non-executive directors, namely Mr. Li Nga Kuk, James and Mr. Li Tai To, Titus; 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://www.hkgem.com>” for seven days after the date of the publication and will be published on the website of the Company “<http://www.chinaaseanresources.com>”.*

\* for identification only