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NORTH ASIA RESOURCES HOLDINGS LIMITED

北亞資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 61)

CHANGE OF DIRECTORS AND THE COMPOSITION OF THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board is pleased to announce that the followings:

- (1) Mr. Lim Yew Kong, John has resigned as an independent non-executive director and the chairman of the Audit Committee and Remuneration Committee of the Company with effect from 1 April 2014; and
- (2) Ms. Leung Yin Fai has been appointed as an independent non-executive director and the chairman of the Audit Committee and Remuneration Committee of the Company with effect from 1 April 2014.

CHANGE OF DIRECTORS AND THE COMPOSITION OF THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board announces that Mr. Lim Yew Kong, John has tendered his resignation as an independent non-executive director and the chairman of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 1 April 2014 for the reason that he wishes to pursue his other career interests.

Mr. Lim has confirmed that there is no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there are no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to express its sincere gratitude to Mr. Lim for his valuable contribution to the Company during his tenure of office.

The Board is also pleased to announce that Ms. Leung Yin Fai has been appointed as an independent non-executive director and the chairman of each of the Audit Committee and the Remuneration Committee respectively of the Company with effect from 1 April 2014.

The biographical details of Ms. Leung Yin Fai are set out below:

Ms. Leung Yin Fai, aged 49, obtained the master degree of commerce from the University of New South Wales, Australia. She is currently the office head of KCS Management & Consultancy (China) Co., Ltd Beijing Branch and Tianjin Branch. Prior to this, Ms Leung worked in one of the international CPA firms for 20 years.

Ms. Leung is a member of the Hong Kong Institute of Certified Public Accountants, CPA Australia, Vietnam Association of Certified Public Accountants and the Association of Chartered Certified Accountants.

Save as disclosed above, Ms. Leung does not have any other directorship held in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong and overseas. Ms. Leung does not hold any position with any subsidiaries of the Company save as being an independent non-executive Director. She does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Ms. Leung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Leung has a letter of appointment with the Company, which is for a term of two years commencing from 1 April 2014 with renewal option for a further term of two years thereafter subject to compliance with applicable laws and regulations including the Rules Governing the Listing of Securities on The Stock Exchange (“**Listing Rules**”), and is subject to retirement and re-election by rotation in accordance with the Company’s bye-laws. She is entitled to a monthly remuneration of HK\$14,000. The director’s fee payable to Ms. Leung was determined with reference to her duties and responsibilities with the Company and the industry and market conditions.

Save as disclosed herein, there is no other information which needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules. There are no other matters in relation to the appointment of Ms. Leung that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warm welcome to Ms. Leung on her appointment to the Board.

By the order of the Board of
North Asia Resources Holdings Limited
Mr. Zhang Sanhuo
Chairman

Hong Kong, 1 April 2014

As at the date of this announcement, Mr. Zhang Sanhuo, Mr. Zhang Xu and Mr. Tse Michael Nam are the executive Directors, Mr. Zou Chengjian is the non-executive Director and Ms. Leung Yin Fai, Mr. Zhou Chunsheng and Mr. Leung Po Wing, Bowen Joseph (GBS, JP) are the independent non-executive Directors.