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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)**

## **DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement issued by North Asia Resources Holdings Limited (the “Company”) dated 8 October 2012 (the “Announcement”) in relation to (1) the acquisition of the entire issued share capital of Lexing Holdings Limited; (2) the disposal of the entire issued shares of, and the shareholder’s loans due by, North Asia Resources Group Limited and Good Loyal Group Limited; (3) the subscription of ordinary shares and convertible preference shares of the Company by Business Ally Investments Limited; (4) the alteration of the terms of the existing convertible bonds of the Company; and (5) the resumption of trading of the shares of the Company. Terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

As stated in the Announcement, a circular (the “Circular”) containing, among other things, (i) details of the Acquisition Agreement, the Disposal Agreement, the Subscription Agreement, the Third Supplemental Agreement, the Proposed Alteration, the Share Sale and the Specific Mandate; (ii) the competent person’s report on the Coal Mines; (iii) the valuation reports of the Lexing Group and the Disposal Group; (iv) the financial information of the Lexing Group and the Disposal Group; (v) the letter of recommendation from the Independent Board Committee to the Independent Shareholders; (vi) the letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders; (vii) the notice to convene the SGM; and (viii) other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 30 November 2012. As additional time is required for the preparation and finalisation of, among other things, the competent person’s report on the Coal Mines, the valuation reports of the Lexing Group and the Disposal Group, and the financial information of the Lexing Group and the Disposal Group for inclusion in the Circular, the despatch date of the Circular is postponed to a date on or before 28 February 2013.

By the order of the Board of  
**North Asia Resources Holdings Limited**  
**Mr. Tse Michael Nam**  
*Chairman*

Hong Kong, 29 November 2012

*As at the date of this announcement, Mr. Tse Michael Nam and Mr. Yang Xiaoqi are the executive Directors, Mr. Wu Chi Chiu is the non-executive Director, and Mr. Lim Yew Kong, John, Mr. Mak Ping Leung and Mr. Leung Po Wing, Bowen Joseph (GBS, JP) are the independent non-executive Directors.*