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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)**

**SUPPLEMENTAL AGREEMENT  
RELATING TO  
THE PROPOSED PLACING OF NEW CBs AND PNs  
AND  
CLARIFICATION ANNOUNCEMENT**

**Placing Agent**



The Board announces that, pursuant to the Supplemental Agreement dated 11 June 2013 entered into between the Placing Agent and the Company, the Placing Agent and the Company have agreed to extend the Placing Period from 31 January 2013 to 30 June 2013 (or such later date as the parties may agree in writing) and to amend certain terms of the Placing Agreement in relation to the manner of the Completion of Placing. Save for the extension of the Placing Period and amendment to the manner of Completion of Placing, all other terms and conditions of the Placing Agreement remain unchanged.

The Board also notes that there was a typographical error in the Documents and would like to clarify the inadvertent mistake.

Reference is made to the announcements of the Company (the “Announcements”) dated 18 December 2012, 31 December 2012, 1 February 2013 and the Circular of the Company (the “Circular”) dated 25 March 2013 in relation to, among others, the private placing of New CBs and PNs. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise stated.

## **BACKGROUND**

Pursuant to the Placing Agreement, the Placing Agent has conditionally agreed to procure, on a best-effort basis, the Placees to subscribe for the New CBs and the PNs for an aggregate amount of up to US\$30 million (equivalent to approximately HK\$234 million) each.

At the end of the Placing Period, the Placing Agent has successfully procured 17 Placees to subscribe for the New CBs and PNs both in an aggregate principal amount of US\$30 million (equivalent to approximately HK\$234 million) respectively.

On 11 June 2013, the Company was informed by the Placing Agent and the Company has no objection that it entered into a termination agreement with one of the Placees (“**Placee A**”) to terminate the placing letter entered into between the Placing Agent and the Placee A in relation to the subscription for the New CBs and PNs both for an aggregate amount of US\$7,000,000 (equivalent to approximately HK\$55 million) by Placee A. The Placing Agent also informed the Company that an individual (“**Placee B**”), who is the ultimate beneficial owner of one of the Placees (“**Placee C**”), is willing to take up all the New CBs and PNs originally to be subscribed by Placee A.

In light of the above, the Placing Period has to be extended in order for the Placing Agent to enter into a placing letter with Placee B. Therefore, the Company and the Placing Agent entered into a supplemental agreement to extend the Placing Period and to amend certain terms of the Placing Agreement in relation to the dates of the Completion of Placing.

To the best knowledge, information and belief of the Directors, Placee B (i) is an Independent Third Party; and (ii) is not a connected person of City Bloom and its connected persons including the Guarantor.

It is expected that Placee B, after taking into account of the aggregate amount of the New CBs and PNs subscribed by Placee C, will not become a substantial Shareholder (as defined under the Listing Rules) of the Company as a result of the Placing based on the total issued share capital of the Company to be enlarged on Completion of the Acquisition, the Disposal and the Subscription.

## **SUPPLEMENTAL AGREEMENT RELATING TO THE PLACING AGREEMENT**

### **Extension of the Placing Period**

Pursuant to the Placing Agreement, the Placing Period shall be the period commencing upon the date of the Placing Agreement and up to 31 January 2013 (or such later date as the parties may agree). On 11 June 2013, the Company and the Placing Agent entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Placing Agreement, pursuant to which the Placing Period has been extended from 31 January 2013 to 30 June 2013 (or such later date as the parties may agree).

## **Amendment to the Placing Agreement**

Pursuant to the Placing Agreement, Completion of Placing shall take place on the fifth Business Day following the date of fulfillment of all the conditions precedent of the Placing Agreement or such other date as the Company and the Placing Agent may agree in writing.

Considering that not all Placees may be able to complete the Placing on the same day, the parties agreed in the Supplemental Agreement that upon the request of the Placing Agent, the Company and the Placing Agent may fix different dates for the Completion of Placing for different Placees. Nevertheless, the date for the Completion of Placing shall not be later than 30 June 2013.

Save as disclosed above, all the terms and conditions of the Placing Agreement remain unchanged and shall continue to be in full force and effect.

## **PLACING LETTER**

After the execution of the Supplemental Agreement, the Placing Agent has entered into a placing letter with Placee B in relation to the subscription for the New CBs and PNs both for an aggregate amount of US\$7,000,000 (equivalent to approximately HK\$55 million) by Placee B.

## **CLARIFICATION OF TYPOGRAPHICAL MISTAKE**

Reference is also made to the Circular the completion announcement of the Company dated 7 June 2013 and the List of Directors and their Role and Function dated 10 June 2013 (“**the Documents**”). The Board notes that the name of the non-executive Director, Mr. Zou Chengjian, was mistakenly spelled as Mr. Zhou Chengjian instead of Mr. Zou Chengjian in the Documents. The Board wishes to clarify that the typographical error was entirely unintentional and caused by inadvertent clerical mistake and would like to apologize for any inconvenience which may have caused.

*For the purpose of illustration only and unless otherwise specified in this announcement, amounts denominated in US\$ have been translated into HK\$ at the rate of US\$1.00 = HK\$7.80. No representation is made that the US\$ amounts could have been, or could be, converted into HK\$ at such rates or at any other rate on such date or on any other date.*

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

Hong Kong, 11 June 2013

*As at the date of this announcement, Mr. Tse Michael Nam, Mr. Zhang Sanhuo, Mr. Zhang Xu and Mr. Yang Xiaoqi are the executive Directors, Mr. Zou Chengjian 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.*