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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)**

**CLARIFICATION IN RESPECT OF  
DISCLOSEABLE TRANSACTION  
RELATING TO ACQUISITION OF  
CONCESSION RIGHTS TO OCCUPY AGRICULTURAL LAND  
IN CAMBODIA  
INVOLVING THE ISSUE OF CONSIDERATION SHARES  
UNDER GENERAL MANDATE**

Reference is made to the announcement of North Asia Resources Holdings Limited (the “**Company**”) dated 31 March 2017 (the “**Announcement**”) relating to, among other things, the proposed acquisition of concession rights to occupy agricultural land in Cambodia by the Company involving the issue of consideration shares of the Company under general mandate. Terms defined in the Announcement shall have the same meanings when used herein unless the context otherwise requires.

The Board has noted a clerical error in the first paragraph on page 2 of the Announcement and wish to make the correction as underlined:

“The maximum consideration for the Acquisition is US\$52,500,000 (equivalent to HK\$407,925,000) and shall be satisfied by the Company to the Obligors as to (i) HK\$28,000,000 in cash by three tranches and (ii) HK\$379,925,000 by way of allotment and issuance of 11,512,878,787 Consideration Shares at the issue price of HK\$0.033 per Consideration Share to the Obligors in accordance with their respective direct or indirect shareholding in Asia Tianguan upon Completion.”

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

Hong Kong, 3 April 2017

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