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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 ANNOUNCEMENT IN RELATION TO
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

Placing Agent



Reference is made to the announcements of the Company dated 3 December 2015 and 23 December 2015 (the “**Announcements**”) and the circular of the Company dated 31 December 2015 (the “**Circular**”) in relation to, among others, the Placing. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Circular.

On 15 January 2016, after further arm’s length negotiations between the Company and the Placing Agent, the Company and the Placing Agent entered into a supplemental letter (the “**Supplemental Letter**”) pursuant to which the Placing Agent agrees to exercise its best endeavours to procure the Placees to undertake and warrant that subject to Completion, the Placees will not offer, lend, sell, contract to sell, pledge, grant any option to purchase or otherwise dispose of, any of the Placing Shares for a period of six (6) months from the date of Completion without the prior written consent of the Company.

Save as disclosed herein, all the material terms and conditions of the Placing Agreement remain unchanged.

The lock-up arrangement for the Placing Shares under the Supplemental Letter may help to prevent unnecessary volatile movements to the market price and the trading volume of the shares of the Company for a period of six month from the date of Completion. In view of such reason and benefit, the Directors consider that the entering into of the Supplemental Letter is in the interests of the Company and the Shareholders as a whole.

A supplemental circular relating to the Supplemental Letter will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules requirements.

Shareholders and potential investors should take note that Completion is subject to the fulfillment of the conditions precedent and the termination clauses set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercised caution when dealing in the securities of the Company.

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

Hong Kong, 15 January 2016

As at the date of this announcement, Mr. Zhang Sanhuo and Mr. Huang Boqi 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.