

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **NORTH ASIA RESOURCES HOLDINGS LIMITED**

**北亞資源控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 61)**

### **PROPOSED SHARE CONSOLIDATION OF EXISTING ISSUED ORDINARY SHARES AND DIMINUTION AND INCREASE AND CHANGE IN EXPECTED TIMETABLE**

Reference is made to the announcement (the “**Announcement**”) of the Company dated 29 June 2017. Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Announcement.

#### **PROPOSED SHARE CONSOLIDATION OF EXISTING ISSUED ORDINARY SHARES AND DIMINUTION AND INCREASE**

As stated in the Announcement, the Company proposes the Share Consolidation whereby every ten (10) Existing Shares of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.10 in the share capital of the Company.

As at the date of this announcement, the authorised share capital of the Company is HK\$2,000,000,000 divided into 200,000,000,000 shares of HK\$0.01 each, of which (i) 196,905,061,616 are ordinary shares (“**Ordinary Shares**”) of HK\$0.01 each; (ii) 547,638,384 are convertible preference shares (class A) (“**Class A Preference Shares**”) of HK\$0.01 each; and (iii) 2,547,300,000 are convertible preference shares (“**Preference Shares**”) of HK\$0.01 each.

As at the date of this announcement, no Class A Preference Shares and Preference Shares are in issue.

It is proposed that the Share Consolidation shall in respect of existing issued Ordinary Shares only (“**Existing Issued Ordinary Shares**”). As at the date of this announcement, there are 72,967,463,002 Existing Issued Ordinary Shares which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the date of this announcement up to the effective date of the Capital Reorganisation (as defined below), the number of Consolidated Shares in issue will be 7,296,746,300 after rounding down the total number of Consolidated Shares to a whole number by cancelling the fraction in the issued share capital of the Company arising from the Share Consolidation. The cancellation of fractional Consolidated Share constitutes a capital reduction under the law of Bermuda and will require approval of the Shareholders at the SGM by way of a special resolution. Immediately following the Share Consolidation of Existing Issued Ordinary Shares taking effect, all the authorised but unissued share capital of the Company (including Class A Preference Shares, Preference Shares and the fractional Consolidated Share arising from the Share Consolidation of Existing Issued Ordinary Shares) will be cancelled in its entirety and forthwith upon such cancellation, the authorised share capital of the Company will be increased to HK\$2,000,000,000 by the creation of such number of additional ordinary shares of HK\$0.10 each (“**New Shares**”) as shall be sufficient to increase the authorised share capital of the Company to HK\$2,000,000,000 divided into 20,000,000,000 New Shares (the “**Diminution and Increase**”, together with the Share Consolidation, the “**Capital Reorganisation**”). The Consolidated Shares and the New Shares will all be ordinary shares of HK\$0.10 each.

The proposed Share Consolidation and Diminution and Increase are subject to and conditional upon approval of the Shareholders at the SGM by way of special resolution.

## **EXPECTED TIMETABLE**

It was previously announced in the Announcement that the date of despatch of the circular containing, among other matters, further details of the Share Consolidation and a notice to convene the SGM and the date of publication of the notice of SGM were 10 July 2017.

As additional time is required to finalise certain information in the Circular, the date of despatch of the Circular and the date of publication of the notice of SGM are postponed from 10 July 2017 to 28 July 2017.

The revised expected timetable for the Share Consolidation, the Diminution and Increase and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

<b>Event</b>	<b>Date</b>
Despatch date of circular with notice of the SGM. . . . .	28 July 2017
Latest time for lodging forms of proxy for the SGM. . . . .	11:00 a.m. on 23 August 2017
Date and time of the SGM . . . . .	11:00 a.m. on 25 August 2017
Announcement of voting results of the SGM . . . . .	25 August 2017
Effective date of the Capital Reorganisation . . . . .	28 August 2017
Dealing in the Consolidated Shares commences . . . . .	9:00 a.m. on 28 August 2017
Original counter for trading in the Existing Shares in board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on 28 August 2017
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens. . . . .	9:00 a.m. on 28 August 2017
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares. . . . .	28 August 2017
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens . . . . .	9:00 a.m. on 11 September 2017
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences . . . . .	9:00 a.m. on 11 September 2017
Designed broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares. . . . .	9:00 a.m. on 11 September 2017
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:00 p.m. on 29 September 2017

<b>Event</b>	<b>Date</b>
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends . . . . .	4:00 p.m. on 29 September 2017
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	4:00 p.m. on 29 September 2017
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	4 October 2017

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

Hong Kong, 10 July 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.*