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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)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of North Asia Resources Holdings Limited (the “**Company**”) will be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 25 August 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, as special resolutions of the Company:

### **SPECIAL RESOLUTIONS**

1. “**THAT** subject to and conditional upon, among others, (i) the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), (ii) the compliance with the relevant procedures and requirements under the laws of Bermuda to effect the Capital Reorganisation (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from 9:00 a.m. (Hong Kong time) on the first business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is the later):
  - (a) every ten (10) issued shares of HK\$0.01 each in the existing share capital of the Company be and are consolidated (the “**Share Consolidation**”) into one (1) share of HK\$0.10 each (the “**New Shares**”) and the total number of New Shares in the issued share capital of the Company immediately following the Share Consolidation be and is rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising therefrom;

- (b) subject to and forthwith upon the Share Consolidation taking effect, all the authorised but unissued share capital of the Company (which shall include the authorised but unissued convertible preference shares (class A) of HK\$0.01 each in the share capital of the Company, the authorised but unissued convertible preference shares of HK\$0.01 each in the share capital of the Company and the fractional New Shares arising from the Share Consolidation) 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 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 (“**Diminution and Increase**”, together with the Share Consolidation, the “**Capital Reorganisation**”); and
- (c) the directors of the Company or a committee thereof be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Share Consolidation and the Diminution and Increase.”
2. “**THAT** subject to the entry of “Green Leader Holdings Group Limited” as the new English name and the entry of “綠領控股集團有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, the English name of the Company be changed from “North Asia Resources Holdings Limited” to “Green Leader Holdings Group Limited” and the secondary name in Chinese of the Company from “北亞資源控股有限公司” to “綠領控股集團有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and any one director of the Company be and is hereby authorised generally to do such acts and things and execute all documents (whether by hand, under seal or as a deed) or make such arrangements as he/she may consider necessary or expedient to effect the aforesaid change of name of the Company.”

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

Hong Kong, 28 July 2017

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Units 2001-2, 20th Floor  
Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong at or before 11:00 a.m. on 23 August 2017 (or not less than 48 hours before the time for holding the Meeting or any adjournment thereof). Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

*As at the date of this notice, 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.*