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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 NOTICE OF SPECIAL GENERAL MEETING

THIS NOTICE is supplemental to the notice of the special general meeting dated 31 December 2015 (the “**Notice of the SGM**”) by North Asia Resources Holdings Limited (the “**Company**”) to convene the special general meeting of the Company (the “**SGM**”) at 10:30 a.m. on Monday, 15 February 2016 at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong.

Details of the proposed resolutions to be considered at the SGM were stated in the Notice of the SGM. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as those defined in the circular of the Company dated 31 December 2015. Apart from the amendments stated below, all information contained in the Notice of the SGM remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 20 January 2016, the following resolution numbered 3 as set out in the Notice of the SGM shall be revised from:

“3. “THAT

- (a) the conditional placing agreement dated 3 December 2015, as amended and supplemented by the supplemental placing agreement dated 23 December 2015 (together, the “**Placing Agreement**”) and entered into between the Company as issuer and KCG Securities Asia Limited as placing agent (the “**Placing Agent**”) in relation to the placing of up to 38,000,000,000 shares of HK\$0.01 each (if the Capital Reorganisation not having become effective on or before completion of the Placing Agreement (“**Completion**”)) (the “**Existing Shares**”) or up to 3,800,000,000 shares of HK\$0.01 each (if the Capital Reorganisation having become effective on or before Completion) (the “**New Shares**”) in the share capital of the Company in accordance with the terms and conditions of the Placing Agreement (a copy of which is produced to the SGM marked “A” and signed by

the chairman of the SGM for the purpose of identification) at the placing price of HK\$0.01 per Existing Share or HK\$0.10 per New Share, as the case may be, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Existing Shares or the New Shares, as the case may be (the “**Placing Shares**”) to be allotted and issued under the Placing Agreement, the allotment and issue of the Placing Shares to the relevant placee(s) in accordance with the terms and conditions of the Placing Agreement be and are hereby approved and the board of Directors be and is hereby granted with a specific mandate to allot and issue the Placing Shares to the relevant placee(s); and
- (c) any one Director be and is hereby authorised to do all such things and acts as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Placing Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents, whether or not under the seal of the Company, as he considers necessary or expedient in his opinion to implement and/or give effect to the issue and allotment of the Placing Shares and to agree with such variation, amendment or waiver to the Placing Agreement in such manner as such Director, in his opinion to be in the interests of the Company and its shareholders as a whole, considers appropriate.””

to

“3. **“THAT**

- (a) the conditional placing agreement dated 3 December 2015, as amended and supplemented by the supplemental placing agreement dated 23 December 2015 and the supplemental letter dated 15 January 2016 (together, the “**Placing Agreement**”) and entered into between the Company as issuer and KCG Securities Asia Limited as placing agent (the “**Placing Agent**”) in relation to the placing of up to 38,000,000,000 shares of HK\$0.01 each (if the Capital Reorganisation not having become effective on or before completion of the Placing Agreement (“**Completion**”)) (the “**Existing Shares**”) or up to 3,800,000,000 shares of HK\$0.01 each (if the Capital Reorganisation having become effective on or before Completion) (the “**New Shares**”) in the share capital of the Company in accordance with the terms and conditions of the Placing Agreement (a copy of which is produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) at the placing price of HK\$0.01 per Existing Share or HK\$0.10 per New Share, as the case may be, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Existing Shares or the New Shares, as the case may be (the “**Placing Shares**”) to be allotted and issued under the Placing Agreement, the allotment and issue of the Placing Shares to the relevant placee(s) in accordance with the terms and conditions of the Placing Agreement be and are hereby approved and the board of Directors be and is hereby granted with a specific mandate to allot and issue the Placing Shares to the relevant placee(s); and
- (c) any one Director be and is hereby authorised to do all such things and acts as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Placing Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents, whether or not under the seal of the Company, as he considers necessary or expedient in his opinion to implement and/or give effect to the issue and allotment of the Placing Shares and to agree with such variation, amendment or waiver to the Placing Agreement in such manner as such Director, in his opinion to be in the interests of the Company and its shareholders as a whole, considers appropriate.””

Save as set out above, all resolutions contained in the Notice of the SGM will remain to have full force and effect.

Yours faithfully
For and on behalf of
the board of directors of
North Asia Resources Holdings Limited
Mr. Zhang Sanhuo
Chairman

Hong Kong, 20 January 2016

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. A revised form of proxy (the “**Revised Proxy Form**”) is enclosed with the supplemental circular of the Company dated 20 January 2016 (the “**Supplemental Circular**”). Please refer to the appendix to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please refer to the Notice of the SGM for details of the other resolutions to be proposed at the SGM and other relevant matters.

As at the date of this notice, 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.